

THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION.

Target's Statement

PREPARED BY

CASCADE RESOURCES LTD

ACN 128 744 178

IN RELATION TO THE OFF-MARKET TAKEOVER BID BY

TORIAN RESOURCES LIMITED

ACN 002 261 565

TO ACQUIRE ALL OF YOUR ORDINARY FULLY PAID SHARES IN CASCADE RESOURCES LTD.

THE INDEPENDENT DIRECTORS OF CASCADE RESOURCES LTD UNANIMOUSLY RECOMMEND,
IN THE ABSENCE OF A SUPERIOR PROPOSAL, THAT YOU

ACCEPT THE OFFER

FROM TORIAN RESOURCES LIMITED.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU DO NOT UNDERSTAND IT OR ARE IN DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. IF YOU HAVE RECENTLY SOLD ALL YOUR CASCADE SHARES PLEASE DISREGARD THIS DOCUMENT.

CASCADE SHAREHOLDERS WHO REQUIRE ASSISTANCE CAN CALL THE COMPANY SECRETARY ON +61 8 6323 2395 AT ANY TIME BETWEEN 8:30AM AND 5PM ON MONDAY TO FRIDAY.

IMPORTANT INFORMATION

This document is the Target's Statement dated 21 December 2016 given by Cascade Resources Ltd (ACN 128 744 178) (Target or Cascade or Company) under Part 6.5 Division 3 of the Corporations Act in response to the off-market takeover bid made by Torian Resources Limited (ACN 002 261 565) (Torian) for all of the Cascade Shares. A copy of this Target's Statement has been lodged with ASIC. Neither ASIC nor any of its respective officers take any responsibility for the contents of this Target's Statement.

Your Independent Directors recommend that you read this Target's Statement in full and seek independent advice if you have any queries in respect of the Offer. This Target's Statement does not take into account the individual investment objectives, financial situation and particular needs of each Cascade Shareholder and it does not contain personal advice. Cascade encourages you to seek independent legal, financial and taxation advice before making a decision as to whether or not to accept the Offer for your Cascade Shares.

Regulatory Breach

Cascade has not complied with its legal obligations under the Corporations Act to hold an annual general meeting or to provide Shareholders with annual financial reports within time for the financial years ending 2014, 2015 and 2016. As at the date of this Target's Statement Cascade has completed its accounts for the financial years 2014 and 2015 respectively and is awaiting completion of an audit. The 2016 accounts are also being presently audited. Upon completion of the audit the Company will release annual financial reports for each of those financial years and will hold its annual general meetings in respect of those financial years, concurrently early in 2017. There is a risk that action may be commenced against Cascade and/or its officers in respect of Cascade's non-compliance with its obligations under the Corporations Act. This could result in Cascade being fined which would negatively impact Cascade's financial position. As at the date of this Target's Statement no such action has been commenced against Cascade.

Defined Terms

A number of defined terms are used in this Target's Statement. These terms are defined in section 11.1 of this Target's Statement.

Investment Advice

This Target's Statement does not take into account the individual investment objectives, financial situation or particular needs of each Cascade Shareholder (or any other person). You may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

Forward Looking Statements

This Target's Statement contains various forward looking statements. Statements other than statements of historical fact may be forward looking statements. Cascade believes that it has reasonable grounds for making all statements relating to future matters attributed to it in this Target's Statement. Cascade Shareholders should note that such statements are subject to inherent risks and uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors, many of which are beyond the control of Cascade. Shareholders should note that any reference to past performance is not intended to be, nor should it be relied upon as, a guide to any future performance. Actual results, values, performance or achievements may differ materially from results, values, performance or achievements expressed or implied in any forward-looking statement. None of Cascade, its officers or any person named in this Target's Statement with their consent or any person involved in the preparation of this Target's Statement

makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any results, values, performance or achievements expressed or implied in any forward-looking statement, except to the extent required by law. Shareholders should not place undue reliance on any such statement. The forward-looking statements in this Target's Statement only reflect views held as at the date of this Target's Statement. Any forward-looking statement in this Target's Statement is qualified by this cautionary statement.

Value of Torian Shares

The consideration offered for your Cascade Shares under the Offer is Torian Shares. Accordingly, the implied value of the Offer will vary with the market price of Torian Shares. Further information on the implied value of the Offer is contained in the Bidder's Statement.

In addition, all references to the implied value of the Offer are subject to the effects of rounding.

Risk Factors

Shareholders should note that there are a number of risks associated with the Offer, with becoming a shareholder of the Merged Entity if they accept the Offer, and with remaining a Cascade Shareholder if they reject the Offer. Please refer to section 5 of this Target's Statement for further information on those risks.

Disclaimer as to information

The information on Torian contained in this Target's Statement has been prepared by Cascade using publicly available information (including information contained in the Bidder's Statement) and has not been independently verified by Cascade. Accordingly, subject to the Corporations Act, Cascade does not make any representation (express or implied) as to the accuracy or completeness of such information.

Independent Expert's Report

The Independent Expert's Report has been prepared by the Independent Expert for the purposes of this Target's Statement and the Independent Expert is responsible for that report. Neither Cascade nor any of its officers or advisers assumes any responsibility for the accuracy or completeness of the Independent Expert's Report.

Maps and diagrams

Any maps, diagrams, charts, graphs and tables contained in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in maps, diagrams, charts, graphs and tables is based on information available as at the date of this Target's Statement.

Rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Target's Statement.

Currencies

In this Target's Statement, references to "Australian dollars", "AUD", "\$" or "cents" are to the lawful currency of Australia.

Foreign Jurisdictions

The release, publication or distribution of this Target's Statement in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. This Target's Statement has been prepared in accordance with Australian law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with the laws and regulations outside Australia.

Further, Cascade Shareholders should note that the consideration under the Offer involves the issue of Torian Shares. The Offer is subject to disclosure requirements in Australia which are different from those applicable in other countries. The Bidder's Statement confirms that the Offer does not constitute an offer of securities in any jurisdiction in which it would be unlawful. In particular, the Torian Shares may not be offered or sold in any country outside Australia except to existing Cascade Shareholders and to the extent permitted below.

Singapore

In making the Offer, the Bidder's Statement has not been lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore (MAS) and therefore, the statutory liability under the Securities and Futures Act (Cap. 289) (SFA) in relation to the content of prospectuses will not apply. The MAS assumes no responsibility for the contents of the Bidder's Statement. Nor has the MAS in any way considered the merits of the Torian Shares being offered pursuant to the Offer as described in the Bidder's Statement or this document. You should consider carefully whether the Offer is suitable for you.

The Bidder's Statement, this Target's Statement, and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of Torian Shares may not be circulated or distributed, nor may Torian Shares be offered or sold or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with the exemption set out in section 273(1)(b) of the SFA or otherwise in accordance with any other relevant exemption under the SFA.

Torian's offer of Torian Shares contained in the Bidder's Statement is personal to you, as a current Cascade Shareholder and is not made to you with a view to the securities being subsequently offered for sale to any other party. You are advised to consider the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

Privacy

Cascade has collected your information from the Cascade register of shareholders for the purpose of providing you with this Target's Statement. The type of information Cascade has collected about you includes your name, contact details and information on your shareholding in Cascade. Without this information, Cascade would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of shareholders and option holders to be held in a public register. Your information may be disclosed on a confidential basis to Cascade's related bodies corporate and external service providers (such as the share registry of Cascade and Torian and print and mail service providers of Cascade and Torian) and may be required to be disclosed to regulators such as ASIC. If you would like details of information about you held by Cascade, please contact Cascade on +61 8 6323 2395.

Queries and further information

Cascade Shareholders who require assistance can call Cascade on +61 8 6323 2395 at any time between 8:30am and 5pm (WST) on Monday to Friday.

LETTER FROM THE DIRECTOR

21 December 2016

Dear fellow Cascade Shareholders

On behalf of the Board of Cascade Resources Ltd (Cascade or Company), I am pleased to **present you with this Target's Statement** and the opportunity to merge with Torian Resources Limited (Torian) **via Torian's takeover offer** to acquire all your shares in Cascade (Cascade Shares) on the basis of 1 Torian Share for each 1 Cascade Share you own.

The Torian Shares issued as Consideration Shares will be subject to voluntary escrow during the Escrow Period (being a period of 12 months from the date of issue of the Consideration Shares).

This Target's Statement is the formal response of the Independent Directors of Cascade (Independent Directors) to the Offer and sets out the reasons for our recommendation that you ACCEPT the Offer, in the absence of a Superior Proposal.

These reasons include:

- (a) Your shareholding will be more liquid in a Merged Entity which will have a stronger balance sheet and improved fundraising capability with the financial capacity to progress the **Company's Projects**.
- (b) The Merged Entity will become a significant landholder in the Goldfields Region of Western Australia.
- (c) The Merged Entity will have a strong board and management team that can progress the Projects and provide good corporate management processes that are expected of an ASX listed entity.
- (d) The Merged Entity will own 100% of the Projects which will provide improved funding options and greater equity capital market appeal in terms of the Merged Entity's **scale, improved liquidity and simplified ownership**.

A detailed explanation of these reasons why the Independent Directors recommend you accept the Offer is set out in section 2 of **this Target's Statement**. Each of the Directors who hold or control Cascade Shares intends to accept the Offer, in the absence of a Superior Proposal.

The Independent Expert considers the advantages of the Offer to be greater than the disadvantages of the Offer, and has concluded that the Offer is not fair but that it is reasonable to **Cascade Shareholders**. **The Independent Expert's Report is annexed to this Target's Statement as Attachment A.**

The Offer is subject to the satisfaction or waiver of the conditions set out in section 4.8 of **this Target's Statement**.

To accept the Offer, follow the instructions in the acceptance form accompanying the Bidder's Statement.

I encourage you to read the Independent Expert's Report annexed to this Target Statement.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Ian Hansen', with a stylized flourish at the end.

IAN HANSEN
NON-EXECUTIVE DIRECTOR

KEY DATES*

Announcement of the Offer	10 October 2016
Date of Bidder's Statement	7 December 2016
Date of despatch of Bidder's Statement and opening date of the Offer	9 December 2016
Date of this Target's Statement	21 December 2016
Date of despatch of Target's Statement to Cascade Shareholders	23 December 2016
Last Date for Torian to give Notice of Status of Conditions	2 February 2017
Close of Offer Period (unless extended or withdrawn)	5.00pm (WST) 10 February 2017

*All dates and times are subject to change in accordance with applicable regulatory requirements.

If you have any questions in relation to Torian's Offer, please call Cascade on +61 8 6323 2395 between 9:00am and 5:00pm (WST) on a Business Day.

Cascade Resources Ltd

22 Driftwood Rise
QUINNS ROCK WA 6030

Phone: +61 8 6323 2395

Current Directors

Andrew Sparke – Non-Executive Chairman

Matthew Sullivan – Managing Director

Mark Borman – Non-Executive Director

Ian Hansen – Non-Executive Director

Company Secretary

Ian Hansen

Solicitors to Cascade

Summers Legal
104 Colin Street
WEST PERTH WA 6006

Independent Expert

Moore Stephens
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REASONS WHY YOU SHOULD ACCEPT THE OFFER

The key reasons why your independent directors unanimously recommend you accept the Torian Offer, in the absence of a Superior Proposal, are:

1. The Merged Entity will form a larger, more diverse better funded gold exploration development company with a consolidated portfolio of gold exploration and mining tenements.

See section 2.1 of this Target's Statement and section 2.1 of the Bidder's Statement.

2. As an ASX listed company, the Merged Entity will have greater access to capital to fund its projects, transact on assets and generate additional opportunities that add value for Shareholders.

See section 2.2 of this Target's Statement and section 2.2 of the Bidder's Statement.

3. As Torian is an ASX listed entity, Torian Shares issued in consideration for Cascade Shares will have greater liquidity if the Takeover Offer is successful and following the expiration of the voluntary escrow period.

See section 2.3 of this Target's Statement and section 2.3 of the Bidder's Statement.

4. The Merged Entity will have a strong board and management team that can progress the Projects and provide good corporate governance practices and processes.

See section 2.4 of this Target's Statement and section 2.4 of the Bidder's Statement.

5. Diversified and broader portfolio, enhanced growth profile and cost savings.

See section 2.5 of this Target's Statement and section 2.6 of the Bidder's Statement.

6. Cascade Shareholders that accept the Offer may be able to access capital gains tax relief in Australia if Torian achieves ownership of more than 80% of the issued Cascade Shares.

See section 2.6 of this Target's Statement and section 2.5 of the Bidder's Statement.

7. No Superior Proposal for Cascade has emerged as at the date of this **Target's Statement**.

See section 2.8 of this Target's Statement.

8. The Independent Expert has concluded that the Offer, is not fair but that it is reasonable to Cascade Shareholders.

See section 2.7 of this Target's Statement.

1. FREQUENTLY ASKED QUESTIONS ABOUT TORIAN'S OFFER

In this section answers are provided to some commonly asked questions about the Offer. This section should be read together with the rest of this Target's Statement and the Bidder's Statement. This section is not intended to comprehensively answer all questions that may arise in relation to the Offer nor address all issues that are relevant to Cascade Shareholders. You should read the Bidder's Statement and this Target's Statement in their entirety before deciding how to deal with your Cascade Shares.

Question	Answer
Who is Torian?	<p>Torian is a gold exploration and development company incorporated in Australia and listed on the Australian Securities Exchange. Torian's key assets are the Zuleika, Mt Stirling, Malcolm and Bardoc Projects.</p> <p>Torian does not currently own or control any Cascade Shares and does not otherwise have a relevant interest in any Cascade Shares.</p> <p>Further information relating to Torian can be obtained from section 3 of the Bidder's Statement and Torian's website at www.torianresources.com.au.</p>
What is the Offer for my Cascade Shares?	<p>Subject to satisfaction of the Conditions of the Offer, the consideration being offered by Torian under the Offer is 1 new Torian Share for each Cascade Share held. All new Torian Shares issued under the Offer will be subject to a voluntary escrow period of 12 months from the date of issue.</p>
What will happen to the Zuleika Joint Venture?	<p>In section 5.5 of the Bidder's Statement, Torian states that if it acquires a Relevant Interest in 90% of Cascade Shares Torian proposes to terminate this joint venture agreement.</p> <p>Key terms of the Zuleika Joint Venture Agreement are set out in Torian's 22 April 2015 ASX announcement.</p>
Who are the Independent Directors and do they recommend?	<p>As Matthew Sullivan and Andrew Sparke are directors of both Torian and Cascade, the Board of Cascade has established an Independent Board Committee comprising the Independent Directors to consider and respond to the Offer. The Independent Directors are Messrs Ian Hansen and Mark Borman.</p> <p>The Independent Directors recommend that you accept the Offer in the absence of a Superior Proposal. You are encouraged to read this Target's Statement and the Bidder's Statement in full and seek your own professional advice prior to deciding whether to accept the Offer.</p>
What is the opinion of the Independent Expert?	<p>The Independent Directors have engaged the Independent Expert to provide an opinion on whether the Offer is fair and reasonable to Cascade Shareholders and to prepare a report for inclusion in this Target's Statement. This report is attached as</p>

Question	Answer
	<p>Attachment A to this Target's Statement and Cascade Shareholders are encouraged to read it carefully and in its entirety.</p> <p>The Independent Expert has concluded that the Offer is not fair but that it is reasonable to Cascade Shareholders.</p>
What is the value of the Offer?	<p>The implied value of the offer is \$0.165 per Cascade Share¹. The value of the Takeover Offer may change as a consequence of changes in the market price of Torian Shares.</p> <p>Section 9.7.2 of the Bidder's Statement provides further information in respect of the implied value of the Offer.</p>
What do your Directors intend to do with their Cascade Shares?	<p>Each of your Directors who owns or controls Cascade Shares currently intend, in the absence of a Superior Proposal, and subject to the matters set out in the following paragraph, to accept or procure the acceptance of, the Offer in relation to those Cascade Shares he owns or controls.</p> <p>As set out in Section 6.4 of the Bidder's Statement, Messrs Andrew Sparke and Matthew Sullivan have undertaken not to accept the Offer in relation to the Cascade Shares that they respectively own and control, unless and until Torian has received shareholder approval under ASX Listing Rule 10.1 for the acquisition of their Cascade Shares under the terms of the Offer.</p>
Possible reasons why you may choose not to accept the Offer	<p>Your Independent Directors unanimously recommend that you accept the Offer, in the absence of a Superior Proposal, however you may decide not to accept the Offer for different reasons. Some possible reasons why you may choose not to accept the Offer are set out in section 3 of this Target's Statement.</p>
How do I accept the Offer?	<p>Instructions of how to accept the Offer are set out in section 4 of Annexure A of the Bidder's Statement and on the acceptance form accompanying the Bidder's Statement.</p>
How do I reject the Offer?	<p>To reject the Offer, you do not need to do anything.</p> <p>You should note, however, that if Torian at a later date acquires a Relevant Interest in 90% of the Cascade Shares, Torian may be entitled to compulsorily acquire the Cascade Shares that it does not own.</p>

¹ Based on the closing share price of Torian shares of \$0.165 on 7 October 2016, the last trading day prior to the Announcement Date. As consideration offered is Torian shares, the value of the consideration will vary with the market price of Torian.

What choices do I have?	<p>As a Cascade Shareholder, you can:</p> <ul style="list-style-type: none"> • ACCEPT the Offer in respect of all of your Cascade Shares – a course of action your Independent Directors recommend; • REJECT the Offer by doing nothing in relation to the Offer; or • SELL some or all of your Cascade Shares (unless you have previously accepted the Offer and have not validly withdrawn your acceptance in the limited circumstances where this is permitted). <p>YOUR INDEPENDENT DIRECTORS UNANIMOUSLY RECOMMEND, IN THE ABSENCE OF A SUPERIOR PROPOSAL, THAT YOU <u>ACCEPT</u> THE OFFER.</p> <p>There are implications for you in relation to each of these choices. An outline of these implications is set out in section 6 of this Target's Statement.</p>
When does the Offer close?	If you wish to accept the Offer you need to do so before its scheduled closing date at 5.00pm (WST) on 10 February 2017 (unless otherwise extended or withdrawn).
What are the consequences of accepting the Offer now?	If you accept the Offer now, while it is conditional, you will give up your rights to sell your Cascade Shares or otherwise deal with them (for example, by accepting a Superior Proposal if one was to emerge) unless the limited withdrawal rights apply at the applicable time and you validly withdraw your acceptance.
What happens if Torian increases its Offer?	If you accept the Offer now and Torian subsequently raises its Offer Price you will receive the higher price if the Offer has become unconditional.
If I accept the Offer, can I withdraw my acceptance later?	<p>If you accept the Offer, you may only withdraw your acceptance if:</p> <ul style="list-style-type: none"> • the conditions of the Offer are not fulfilled or waived by the time specified in the Bidder's Statement; or • Torian extends the Offer Period for more than one month and the Offer remains subject to one or more of the conditions at that one time. In these circumstances, you will have a period of one month after the date that the Offer is extended to withdraw your acceptance. If the Offer Period is further extended, you may receive further statutory withdrawal rights. <p>If you accept the Offer after all of the conditions have been satisfied or waived, you will not be able to withdraw your acceptance.</p>
What are the conditions of the Offer?	The Offer is subject to the satisfaction or waiver of the following conditions (in summary):

	<ul style="list-style-type: none"> • Torian acquiring an interest in at least 90% of all Cascade Shares on issue at the end of the Offer Period; • That no "prescribed occurrences occur"; and • No "material adverse effect" occurs in relation to Cascade. <p>Each of the conditions can be waived by Torian in its sole discretion. Full terms of the conditions are set out in section 4.8 of this Target's Statement and section 9 of Annexure A of the Bidder's Statement. Unless all of the Offer conditions are freed or fulfilled, the Offer will not proceed.</p>
When will Torian advise as to the status of the conditions?	<p>Section 9.11 and Annexure A of the Bidder's Statement indicates that the Bidder will give a Notice of Status of Conditions on 2 February 2017, subject to extension if the Offer Period is validly extended.</p> <p>The Bidder is required to set out in this Notice of Status of Conditions:</p> <ul style="list-style-type: none"> • whether the Offer is free of any or all the conditions; • whether, so far as the Bidder knows, any of the conditions have been fulfilled on the date the notice is given; and • the Bidder's voting power in Cascade. <p>If the Offer Period is extended by a period before the time by which the Notice of Status of Conditions is to be given, the date for giving the Notice of Status of Conditions will be taken to be postponed for the same period and the Bidder is required to give notice that states the new date for the giving of the Notice of Status of Conditions.</p> <p>If a condition is fulfilled (so that the Offer becomes free of that condition) before the date on which the Notice of Status of Conditions is required to be given, the Bidder must, as soon as practicable, give ASX and Cascade a notice that states that the particular condition has been fulfilled.</p>
What happens if the conditions are not satisfied or waived?	<p>If the conditions are not satisfied or waived before the Offer closes, the Offer will lapse. You will then be able to sell or otherwise deal with your Cascade Shares at your discretion.</p>
Can Torian extend the Offer Period?	<p>Yes, while the Offer is subject to conditions, Torian may extend the Offer Period at any time before giving the Notice of Status of Conditions and after giving the Notice of Status of Conditions in limited circumstances.</p> <p>However, if the Offer is unconditional (that is, all the conditions are satisfied or waived), Torian may extend the Offer Period at any time before the end of the Offer Period.</p>

	<p>In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period:</p> <ul style="list-style-type: none"> • Torian improves the consideration offered under the Offer; or • Torian voting power in Cascade increases to more than 50%. <p>If either of these two events occurs, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.</p>
Can Torian withdraw the Offer?	<p>Torian may only withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent. See further section 14 of Annexure A of the Bidder's Statement.</p>
When will I receive the Offer consideration if I accept the Offer?	<p>If you accept the Offer and each of the conditions are satisfied or waived, you will receive the Torian Shares in consideration for your Cascade Shares by the earlier of:</p> <ul style="list-style-type: none"> • one month after receipt of your valid acceptance or the date on which the Offer becomes unconditional (whichever is later); and • 21 days after the end of the Offer Period. <p>The Torian Shares issued will be voluntarily escrowed for the Escrow Period (being a period of 12 months following the date of issue of the Consideration Shares). The terms and conditions of the voluntary escrow are set out in section 7 of Annexure A of the Bidder's Statement.</p> <p>Full details of when you will receive the Offer consideration are set out in section 8 of Annexure A of the Bidder's Statement.</p>
What are the risks associated with the Offer, with Cascade and its business and with being a shareholder in the Merged Entity?	<p>These risks are described in section 5 of this Target's Statement.</p> <p>There are also risks associated with the Offer and being a shareholder in the Merged Entity. Details of these risks are set out in section 5.1 and 5.2 of this Target's Statement and section 8 of the Bidder's Statement.</p> <p>In summary, if you accept the Offer, you will be issued Torian Shares and Torian will acquire your interest in Cascade. There are risks in holding shares.</p> <p>The financial and operational performance of Torian's business, and the value and trading prices for Torian Shares will be influenced by a range of risks. Many of these risks are beyond the control of Torian's Board and management. Section 8 of the Bidder's Statement provides a detailed explanation of these risks. Specifically, it deals with:</p> <ul style="list-style-type: none"> (a) risks relating to the Takeover Offer; and (b) risks that relate to Torian and Cascade as the Merged Entity; and

	(c) general and industry risks (to which you are already exposed).
Will Torian Shares issued under the Offer be listed on ASX?	Torian has stated in section 3.12 of the Bidder's Statement that it intends to make an application for quotation of the Torian Shares issued under the Offer on ASX. If the application is not successful, then all contracts resulting from acceptances of the Offer will be automatically void. Torian is already listed on the ASX and Torian Shares under the Offer are in the same class as existing quoted Torian Shares. As such, the Independent Directors do not anticipate any issues in ASX granting quotation of the Torian Shares under the Offer.
What rights and liabilities will attach to the Torian Shares issued as consideration under the Offer?	<p>The new Torian Shares issued under the Takeover Offer will be issued fully paid and will from the time of issue rank equally with existing Torian Shares.</p> <p>Section 3.13 of the Bidder's Statement contains more information about the rights and liabilities attaching to Torian Shares.</p>
Can I be forced to sell my Cascade Shares?	<p>You cannot be forced to sell your Cascade Shares unless Torian acquires a Relevant Interest in at least 90% of all Cascade Shares. If Torian does compulsorily acquire your Cascade Shares, you will receive the same consideration for your Cascade Shares that you would have received under the Offer, but it will take longer for you to receive the consideration from Torian.</p> <p>Torian's intentions with respect to compulsory acquisition are set out in section 6.3.2 of the Bidder's Statement. In summary, Torian has indicated that if it becomes entitled to compulsorily acquire any outstanding Cascade Shares in accordance with Part 6A.1 of the Corporations Act, it intends to proceed with the compulsory acquisition of these shares.</p>
Will I need to pay brokerage or stamp duty if I accept the Offer?	You will not pay any duty on the disposal of your Cascade Shares if you accept the Offer or your Cascade Shares are compulsorily acquired by Torian, provided that your Cascade Shares are registered in your name and you deliver them directly to Torian,
What are the tax implications of accepting the Offer?	<p>A general outline of the tax implications of accepting the Offer is set out in section 7 of the Bidder's Statement.</p> <p>As the outline is a general only, you are encouraged to seek your own specific professional advice as to the taxation implications applicable to your circumstances.</p>
What happens if there is a competing offer?	Cascade has entered into the Bid Implementation Deed with Torian which contains certain exclusivity provisions in favour of Torian. Refer to section 9.3 of this Target's Statement for further details.

	<p>If there is a Competing Transaction Cascade Shareholders that have already accepted the Offer will not be able to accept the Competing Transaction unless either the Offer comes to an end as a result of the conditions applying to it not being satisfied or waived, or limited circumstances giving rise to withdrawal rights arise. Refer to section 6 of Annexure A of the Bidder's Statement for further details.</p>
<p>If I have further questions in relation to the Offer what can I do?</p>	<p>If you have any further queries in relation to the Offer, please call Cascade on +61 8 6323 2395 at any time between 8:30am and 5pm (WST) on Monday to Friday, or you can speak to your financial or other professional adviser.</p>

2. DETAILED REASONS TO ACCEPT THE OFFER, IN THE ABSENCE OF A SUPERIOR PROPOSAL

Your Independent Directors believe that Cascade Shareholders should, in the absence of a Superior Proposal, accept the Offer for the reasons set out below.

2.1 The Merged Entity will form a larger, more diverse better funded gold exploration development company with a consolidated portfolio of gold exploration and mining tenements.

Your Independent Directors believe that the merger of Torian and Cascade will enable Cascade to access greater opportunities for the advancement and development of the Projects. The merger of Cascade with Torian will create a larger gold development and exploration company, with a pro-forma market capitalisation of approximately \$25 million (based on the undiluted market capitalisation assuming Torian acquires 100% of the Cascade Shares on issue and based on Torian's last closing price of \$0.165 on 7 October 2016).

Torian, as Cascade's parent company, and as an ASX listed company will have greater access to a wider range of sources of finance than are currently available to Cascade as an unlisted company. In addition, the Merged Entity is expected to experience benefits from the merger including:

- continued and increased exposure to the Zuleika Project, which is currently held through a joint venture with Torian;
- continued exposure to the Mt Keith, Mt Monger, Five Mile Hill and Kanowna South Projects in addition to gaining exposure to Torian's portfolio of gold assets including the Mt Stirling Project, Malcolm Project and Bardoc Project (refer to Section 3.4 of the Bidder's Statement for further details);
- a strengthened and more diverse share register through the amalgamation of shareholders of Torian and Cascade;
- greater financial capacity to more aggressively commit to exploration of Cascade's exploration tenements, which may drive further growth in the value of your investment should that exploration be successful;
- potential synergies, including the consolidation of Torian and Cascade's respective joint venture interests in the Zuleika Project and cost reductions as the Merged Entity simplifies the corporate structure of Torian and Cascade resulting the need to keep only one set of accounts and undertake only one audit of the Merged Entity.

2.2 As an ASX listed company, the Merged Entity will have greater access to capital to fund its projects, transact on assets and generate additional opportunities that add value for Shareholders.

The merger of Torian and Cascade will result in Cascade Shareholders sharing in the many advantages that are anticipated to come from being a shareholder in a larger company with increased liquidity and visibility, and listing on ASX.

Cascade Shareholders will benefit from exposure to trading of Torian Shares on ASX. In addition to anticipated benefits of improved liquidity and improved valuation to be driven by having an investment listed on ASX, Cascade Shareholders are also expected to benefit from having exposure to a much deeper pool of capital available to a listed entity that may not otherwise invest in unlisted resources companies. This will impose a reduced reliance on Cascade's

existing shareholders to continue funding its business through the creation of a more diverse shareholder base. There is also likely to be an enhanced ability to source equity and debt funding on better terms than may otherwise be available to Cascade on a stand-alone basis due to the greater scale, greater liquidity and greater depth of project portfolio of the Merged Entity.

If the Offer is successful, it will create a larger gold exploration and development company, with a broader shareholder base, a stronger cash balance, and improved ability to raise new capital, which will provide a much improved platform for additional growth opportunities to be considered by the Merged Entity, including providing greater financial flexibility to more aggressively pursue exploration opportunities.

- 2.3 As Torian is an ASX listed entity, Torian Shares issued in consideration for Cascade Shares will have greater liquidity if the Takeover Offer is successful and following the expiration of the voluntary escrow period

By accepting the Offer, you will move from holding an interest in an unlisted company with limited cash resources and a limited ability to raise capital to a holding in a listed company with the financial capacity to progress Cascade's Projects.

As Cascade is an unlisted public company, Cascade Shareholders are not able to trade their Shares freely on ASX. Cascade Shareholders who accept the Offer will become shareholders of Torian, an ASX listed company, after the Offer becomes unconditional and the Torian Shares have been issued to you.

For the period from 10 October 2016 to the date immediately prior to lodgement of the Bidder's Statement, the average daily value of Torian Shares traded was \$12,901.95, relative to the limited liquidity of unlisted Cascade Shares.

The Torian Shares to be issued to you will be subject to a 12 month voluntary escrow period (from the date of issue). Following the end of the Escrow Period, you will be able to trade your Torian Shares in an open market.

- 2.4 The Merged Entity will have a strong board and management team that can progress the Projects and to provide good corporate governance policies and processes

The Merged Entity will have a strong board and management team that can progress the Projects.

Details on the current Torian Directors are set out in section 3.3 of the Bidders Statement.

The management team of the Merged Entity will comprise Matthew Sullivan, the Managing Director, Lyndal Money, General Manager Exploration and Mark Borman, General Manager Land.

Lyndal has over 15 years' experience in mining operations and exploration in the Kalgoorlie region including extensive experience working along the Zuleika Shear. Her experience covers the exploration of gold within numerous geological settings using many different exploration techniques and methodologies. She has worked on a broad range of projects including exploration, mine and resource geology at numerous gold deposits throughout Australia.

Mark Borman is currently one of your directors and has over 25 years' experience as a professional land manager with 17 years in the Department of Minerals and

Energy in Western Australia. His experience also includes the role of Land Manager for several publicly listed and private companies. He has managed nearly 5,000 mining titles across Australia and over 120 Joint Venture of sale type agreements. Mark has extensive knowledge and familiarity with the practical and legal issues involved in land management. Further details about Mark Borman are set out in Section 8.6 of this Target's Statement.

In addition, the management team will be focused on delivering good corporate governance as expected from an ASX listed entity. Accordingly, your independent Directors believe that Shareholders will receive up to date information regularly regarding the Merged Entity's activities via Torian's continuous disclosure obligations under the ASX Listing Rules. The experienced management team is aware of the financial reporting requirements of public companies and it is expected to be highly unlikely that the Merged Entity would breach the requirements of the Corporations Act as Cascade has done, in relation to holding annual general meetings and providing financial reports to its members.

See section 5 of the Bidder's Statement for more information.

2.5 Diversified and broader portfolio, enhanced growth profile and cost savings through simplified structure

The merger of Torian and Cascade will combine the assets, reserves and operations of two capable and quality companies that should enable the Merged Entity to grow and consolidate its position as a significant landholder and substantial gold explorer in the Goldfields Region of Western Australia.

The merger will provide an opportunity for Cascade Shareholders to participate in the benefits expected from a larger and more diversified portfolio of assets and a substantial exploration program and development profile, while retaining exposure to Cascade's existing asset base. The merger will also provide an opportunity for Cascade Shareholders to participate in the benefits expected from a broader platform for growth that will enable the pursuit of business development opportunities not currently available for Cascade alone.

The merger provides an opportunity to realise cost saving benefits through a reduction in corporate overhead and administrative costs, as well as other synergies that may be derived from the proximity of Cascade's Projects to Torian's existing projects and the simplified single ownership structure and operational management of assets currently owned via the Zuleika Joint Venture.

2.6 Cascade Shareholders that accept the Offer may be able to access capital gains tax relief in Australia if Torian achieves ownership of more than 80% of the issued Cascade Shares

Provided Torian secures acceptances for at least 80% of Cascade Shares, Cascade Shareholders that accept the Offer may be able to obtain rollover relief from capital gains tax on the consideration they receive under the Offer. However, Cascade Shareholders may be subject to capital gains tax as a result of a later taxable event (such as a disposal) happening to the Torian Shares received as consideration under the Offer.

The taxation consequences of accepting the Offer depend on a number of factors and will vary depending on your particular circumstances.

See section 7 of the Bidder's Statement for more information.

You should consult a qualified tax adviser for further taxation advice.

- 2.7 The Independent Expert has concluded that the Offer is not fair but that it is reasonable to Cascade Shareholders

The Independent Directors appointed Moore Stephens to undertake an independent assessment of the Offer. The Independent Expert has concluded that the Offer is not fair but that it is reasonable to Cascade Shareholders.

Refer to Annexure A of this **Target's Statement for the full Independent Expert's Report**. The Independent Directors recommend that you read this report carefully.

- 2.8 No Superior Proposal has emerged

Prior to recommending the Offer, your Independent Directors assessed a range of strategic alternatives to advance the development of the Projects and to maximise shareholder value.

After careful consideration of these potential alternatives and in view of the fact that the Offer currently comprises the only corporate control proposal capable of being put to Cascade Shareholders, the Independent Directors have concluded that the Offer represent the best way to maximise shareholder value.

As at the date of this Target's Statement, no Superior Proposal has emerged that would cause the Independent Directors to reconsider their current recommendation. In addition, the Bid Implementation Deed prohibits Cascade from soliciting Competing Transactions for the exclusivity period. See section 9.3 of the **Target's Statement** for further detail of the exclusivity provisions.

If an unsolicited Competing Transaction for Cascade emerges, your Directors will carefully consider the proposal to determine whether it is a Superior Proposal and **will inform you of any material developments which may affect your Director's view that the Offer is presently the most favourable proposal for all your Cascade Shares. Any change of your Director's current** recommendation in response to an unsolicited Competing Transaction that is announced may result in Cascade being obliged to pay a break fee of \$100,000 to Torian.

See section 9.6.1 of the **Bidder's Statement** for further information in relation to the terms of the Bid Implementation Deed.

3. POSSIBLE REASONS WHY YOU MAY CHOOSE NOT TO ACCEPT THE OFFER

Your Independent Directors unanimously recommend that you accept the Offer, in the absence of a Superior Proposal, however you may decide not to accept the Offer for different reasons, such as:

- (a) you may disagree with the recommendation of the Independent Directors or the conclusion of the Independent Expert that the Offer is not fair but that it is reasonable;
- (b) you may consider that there is a potential for a Superior Proposal to **be made. As at the date of this Target's Statement**, no Superior Proposal has emerged for consideration by Independent Directors;
- (c) you may consider that the value of the Offer is not appropriate;
- (d) the potential tax consequences of the Offer may not suit your current financial position or tax circumstances. A general summary

of the tax implications of the Offer is set out in section 7 of the Bidder's Statement; and

- (e) as detailed in Section 2.5, successful completion of the Offer will result in a simplified single ownership structure of the Projects and operational management of assets. You may disagree with the Independent Directors as to the benefits of this and prefer that the Projects are developed under the Company's current plans.

4. INFORMATION REGARDING THE OFFER

4.1 Background to the Offer

This Section 4 contains the Independent Directors' commentary on the terms and conditions of the Offer. The full terms and conditions of the Offer are set out in Annexure A of the Bidder's Statement.

On 10 October 2016, Torian announced that it had entered into the Bid Implementation Agreement under which Torian agreed to make an off-market takeover offer for all of the Cascade Shares.

At the time you receive this Target's Statement, you will have already received Torian's Bidder's Statement. Torian's Bidder's Statement contains the full terms and conditions of the Offer, together with other information material to your decision whether or not to accept the Offer.

4.2 The Offer

Torian is offering 1 new Torian Share for each Cascade Share held.

You may only accept the Offer in respect of all (and not part) of your Cascade Shares.

The Offer does not extend to Cascade Options. The Offer does however extend to all Cascade Shares that are issued during the Offer Period due to the exercise of Options existing as at the date of the Bidder's Statement.

You should note that the Torian Shares issued as Consideration Shares will be voluntarily escrowed for the Escrow Period (being a period of 12 months following the date of issue of the Consideration Shares), unless Torian varies the terms of the Offer (see Section 9.6.1 of the Bidder's Statement).

4.3 The Offer consideration

The consideration being offered by Torian is 1 new Torian Share for each Cascade Share held. The Torian Shares will rank equally with all Torian Shares currently on issue. The Offer is subject to a number of conditions.

Based on the closing price of Torian's Shares on the ASX on 6 October 2016, the last trading day before the Announcement Date of \$0.165, the implied value of the Offer Consideration was \$0.165 per Cascade Share.

Before the closing price of Torian's Shares on 6 December 2016 the last trading day before the date of the Bidder's Statement of \$0.165, the value of the Offer Consideration was \$0.165 per Cascade Share.

If you accept the Offer, the value of the consideration you will receive will depend on the price of Torian Shares at the time the Torian Shares are issued to you under

the Offer. Therefore, the implied value of the Offer will fluctuate with changes in the market price of Torian Shares.

See section 3 of the Bidder's Statement for more information on Torian Shares, including capital structure, share price history, dividend history, rights and liabilities attaching to Torian Shares and substantial holders of Torian Shares.

4.4 The Offer is unanimously recommended by the Independent Directors

Your Independent Directors unanimously recommend that Shareholders accept the Offers to be made to them in the absence of a Superior Proposal. Messrs Matthew Sullivan and Andrew Sparke do not make a recommendation in relation to the Offer due to their position as a director of both Cascade and Torian.

4.5 Independent **Directors' intentions in relation to the Offer**

Your Independent Directors, who hold approximately 2.92% of Cascade Shares on issue at the date of this Target's Statement, have indicated their intention to accept, or procure the acceptance of, the Offer in the absence of a Superior Proposal in respect of the Cascade Shares they own or control.

4.6 Non-independent Directors intentions in relation to the Offer

Messrs Andrew Sparke and Matthew Sullivan, your non-independent Directors, who hold approximately 21.3% of Cascade Shares on issue at the date of this Target's Statement, have indicated, that subject to the following matters, they intend to accept, or procure the acceptance of, the Offer in the absence of a Superior Proposal in respect of the Cascade Shares they own or control.

As Messrs Andrew Sparke and Matthew Sullivan are also directors of Torian, Torian will seek shareholder approval at a general meeting of the Torian Shareholders to be convened after the date of the Bidder's Statement for:

- (a) the acquisition of a substantial asset (i.e. Cascade Shares) from a related party of Torian (being Messrs Andrew Sparke and Matthew Sullivan) in accordance with ASX Listing Rule 10.1 (10.1 Resolution); and
- (b) a change in nature and scale of Torian's activities as a result of the Takeover Offer in accordance with ASX Listing Rule 11.1.2 (11.1.2 Resolution).

Both Andrew Sparke and Matthew Sullivan have given Torian undertakings that they will not accept the Takeover Offer in respect of their Cascade Shares unless and until Torian has received approval from the Torian Shareholders under ASX Listing Rule 10.1 for the acquisition of their Cascade Shares under the terms of the Takeover Offer.

The passing of the 10.1 Resolution is conditional upon the passing of the 11.1.2 Resolution. In the event that Torian Shareholders:

- (a) pass both the 11.1.2 Resolution and 10.1 Resolution – each of Messrs Andrew Sparke and Matthew Sullivan will be entitled to accept the Takeover Offer;
- (b) pass the 11.1.2 Resolution but not the 10.1 Resolution – Messrs Andrew Sparke and Matthew Sullivan will not be entitled to accept the Takeover Offer in respect of their Cascade Shares and Torian will consider waiving

the 90% minimum acceptance Condition and completing the Takeover Offer in circumstances in which it will not be entitled to compulsorily acquire the remaining Cascade Shares;

- (c) do not pass the 11.1.2 Resolution and pass the 10.1 Resolution – Torian will not waive the 90% minimum acceptance Condition and the Takeover Offer will not proceed; and
- (d) pass neither the 11.1.2 Resolution nor the 10.1 Resolution – Torian will not waive the 90% minimum acceptance Condition and the Takeover Offer will not proceed.

4.7 Offer Period, withdrawal and extension

Unless the Offer is extended or withdrawn, it is open for acceptance from 9 December 2016 until 5.00pm (WST) on 10 February 2017.

Torian may only withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

Torian may extend the Offer Period in accordance with the Corporations Act.

While the Offer is subject to the conditions, Torian may extend the Offer Period at any time before giving the Notice of Status of Conditions (and after giving the Notice of Status of Conditions in the limited circumstances).

However, if the Offer is unconditional (that is, the Offer conditions are satisfied or waived), Torian may extend the Offer Period at any time before the end of the relevant Offer Period.

In addition, there will be an automatic extension of the Offer Period, if within the last 7 days of the Offer Period Torian increases the consideration being offered under the Offer or Torian's voting power in Cascade increases to more than 50%.

If either of these two events occurs, the Offer Period for the Offer is automatically extended so that it ends 14 days after the relevant event occurs.

4.8 Offer conditions

The Offer is subject to the following conditions:

- (a) Cascade completes an in-specie distribution of all of the Torian Shares which it holds in accordance with the requirements of the Corporations Act. This condition has been satisfied with the in-specie distribution being effected on 6 December 2016;
- (b) during the Offer period, Torian has received acceptances under the Offer that give it a relevant interest in at least 90% (by number) of all of the Cascade Shares on issue on a fully diluted basis;
- (c) during the period from the announcement of the Bid to the end of the Offer Period (inclusive):
 - (i) there is not in effect any preliminary or final decision, order or decree issued by a regulatory or government authority (including ASX requiring that Torian re-complies with Chapters 1 and 2 of the ASX Listing Rules under ASX Listing Rule 11.1.3 in connection with the Offer); and

- (ii) no application is made to any Authority (other than by Torian or a subsidiary of Torian), or action or investigation is announced, threatened or commenced by an Authority,

in consequence of or in connection with the Bid (other than an application to or a determination by ASIC or the Takeovers Panel in the exercise of the powers and discretions conferred by the Corporations Act), which restrains, impedes or prohibits (or if granted could restrain, impede or prohibit), or otherwise materially adversely impact upon, the making of the Offer or any transaction contemplated by the Bid Implementation Deed, the Offer or the rights of Torian in respect of Cascade or the Cascade Shares to be acquired under the Offer, or requires the divestiture by Torian or Torian's shareholders of any Cascade Shares or the divestiture of any assets of Cascade or Torian;

- (d) all regulatory approvals for the Offer are obtained;
- (e) all options to acquire Cascade Shares and other securities convertible into Cascade Shares are either acquired by Torian, cancelled, or become capable of being compulsorily acquired by Torian;
- (f) no materially adverse change occurs in respect to the assets, liabilities, financial position, performance, profitability or prospects of Cascade; and
- (g) no prescribed occurrence occurs in respect of Cascade.

The Conditions of the Offer are set out in full in Annexure A of the Bidder's Statement.

If the Conditions are not satisfied or waived by the close of the Offer Period, the Offer will lapse and any acceptances will be rendered void. Torian will announce whether the Conditions have been satisfied or waived during the Offer Period in accordance with its obligations under the Corporations Act.

4.9 Torian intentions

See sections 6.3 and 6.4 of the Bidder's Statement for a summary of Torian's intentions following completion of the Offer.

In particular, you should note the requirements for Torian to obtain shareholder approval to the 10.1 Resolution and the 11.1.2 Resolution. Details of the resolutions sought are set out in Section 4.6 of this Target's Statement and in Section 6.4 of the Bidder's Statement. If Torian Shareholders:

- (a) pass the 11.1.2 Resolution but not the 10.1 Resolution – Messrs Andrew Sparke and Matthew Sullivan will not be entitled to accept the Takeover Offer in respect of their Cascade Shares and Torian will consider waiving the 90% minimum acceptance Condition and completing the Takeover Offer in circumstances in which it will not be entitled to compulsorily acquire the remaining Cascade Shares;
- (b) do not pass the 11.1.2 Resolution and pass the 10.1 Resolution – Torian will not waive the 90% minimum acceptance Condition and the Takeover Offer will not proceed; and

- (c) pass neither the 11.1.2 Resolution nor the 10.1 Resolution – Torian will not waive the 90% minimum acceptance Condition and the Takeover Offer will not proceed.

4.10 Effect of acceptance

The effect of accepting the Offer is set out in section 6 of Annexure A of the **Bidder's Statement**.

Cascade Shareholders should read these provisions in full to understand the effect that acceptance will have on the rights attaching to their Cascade Shares and the representations and warranties which they will give by accepting the Offer.

In addition, Cascade Shareholders need to be aware that if they accept the Offer, the Torian Shares they receive as consideration for their Cascade Shares, will be subject to voluntary escrow for a period of 12 months commencing from the date of issue (unless Torian varies the Offer). This condition of acceptance of the Offer is set out in detail in **section 7 of Annexure A of the Bidder's Statement**. Shareholders should read these provisions in full to understand the effect of the voluntary escrow on the Torian Shares received under the Offer.

The conditions in section 9 of Annexure A of the **Bidder's Statement** are conditions to performance of Torian's **obligations**. Accordingly, Cascade Shareholders who accept the Offer while the Offer is still subject to conditions will give up their right to sell their Cascade Shares or otherwise deal with their Cascade Shares (and the rights attaching to those Cascade Shares) while the Offer remains open. However, Cascade Shareholders should note that if they accept the Offer now and Torian subsequently raises its Offer Price, they will receive the higher price if the Offer has become or becomes unconditional.

4.11 Your ability to withdraw your acceptance

If you accept the Offer, you will have limited rights to withdraw that acceptance. You will only be permitted to withdraw your acceptance if:

- (a) the conditions of the Offer are not fulfilled or waived by the times specified in the **Bidder's Statement**; or
- (b) Torian extends the Offer Period for more than one month and the Offer remains subject to one or more of the conditions at that time (see section 6(a) of Annexure A of the **Bidder's Statement** for further information).

4.12 When you will receive the Offer consideration if you accept the Offer

If you accept the Offer and each of the conditions to the Offer are satisfied or waived, Torian will issue you the Offer consideration on or before the earlier of:

- (a) one month after the date of your acceptance or, if the Offer is subject to a defeating condition when you accept the Offer, one month after the Offer becomes unconditional (whichever is later); and
- (b) 21 days after the end of the Offer Period.

Full details of when you will receive the Offer consideration are set out in section 8 of Annexure A of the **Bidder's Statement**.

4.13 Effect of any increase in Offer consideration

If Torian improves the Offer consideration under the Offer, all Cascade Shareholders, whether or not they have accepted the Offer before that increase in the Offer consideration, will be entitled to the benefit of that increase in Offer consideration provided the Offer is, or becomes, unconditional.

4.14 Lapse of Offer

The Offer will lapse if the conditions to the Offer are not satisfied or waived by the end of the Offer Period. If the Offer lapses, all contracts resulting from acceptance of the Offer and all acceptances that have not resulted in binding contracts are void. In those circumstances, you will then be able to deal with your Cascade Shares at your discretion.

4.15 Compulsory acquisition

Torian has stated in Section 6.3.2 of the Bidder's Statement that if it becomes entitled to compulsorily acquire any outstanding Cascade Shares in accordance with Part 6A.1 of the Corporations Act, it intends to proceed with the compulsory acquisition of these shares.

A summary of Torian's rights to compulsorily acquire Cascade Shares is set out below.

(a) Post bid compulsory acquisition

Torian will be entitled, under section 661A of the Corporations Act, to compulsorily acquire any Cascade Shares in respect of which it has not received an acceptance of the Offer on the same terms as the Offer if, during or at the end of the Offer Period:

- (i) Torian and its Associate have a Relevant Interest in at least 90% (by number) of the Cascade Shares; and
- (ii) Torian and its Associates have acquired at least 75% (by number) of Cascade Shares that Torian offered to acquire under the Offer.

If these thresholds are met, Torian will have one month after the end of the Offer Period to give compulsory acquisition notices to Cascade Shareholders who have not accepted the Offer. Cascade Shareholders have a right to challenge the compulsory acquisition, but the Court will only order that the Cascade Shares not be compulsorily acquired if the relevant Cascade Shareholder establishes to the satisfaction of a Court that the consideration offered does not represent "fair value" for their Cascade Shares.

If compulsory acquisition occurs, Cascade Shareholders who have their Cascade Shares compulsorily acquired will be paid their consideration later than Cascade Shareholders who accept the Offer.

4.16 Further developments

Should there be any developments during the Offer Period (for example, the emergence of a Superior Proposal from Torian or another bidder) which would alter your Independent Directors' recommendations in relation to the Offer,

Cascade Shareholders will be notified through a supplementary Target's Statement.

4.17 Taxation Consequences

In making a decision whether to accept the Offer, Cascade Shareholders should also have regard to the fact that the disposal of Cascade Shares may have taxation consequences. Cascade Shareholders should seek their own independent advice as to any such taxation consequence (please refer to section 7 of the Bidder's Statement).

5. RISKS ASSOCIATED WITH THE OFFER AND BEING A TORIAN SHAREHOLDER

Cascade Shareholders should be aware of the following key risks that arise from the Offer and from being a Torian Shareholder.

5.1 Risks associated with the Offer

(a) Conditions of the Offer

As described in Section 1 and Annexure A of the Bidder's Statement and Section 4.8 of this Target's Statement, the Offer is subject to a number of conditions.

If you accept the Offer while it remains subject to conditions, then subject to any statutory withdrawal rights that may be available to you (see Section 4.11 of this Target's Statement), you will no longer be able to sell or otherwise deal with your Cascade Shares.

If you accept the Offer and any of the conditions remain unsatisfied at the end of the Offer Period and are not otherwise waived by Torian, there is no obligation on Torian to issue Torian Shares to you as consideration for your Cascade Shares. In those circumstances, any acceptances of the Offer will be void and you would then be free to deal with your Cascade Shares.

(b) Limited withdrawal rights

As described in Part D of Section 1, Section 8.2 and Section 6 of Annexure A of **the Bidder's Statement**, once you accept the Offer, you will not be able to accept any other offer for your Cascade Shares which may arise, and there are limited circumstances under which you may withdraw your acceptance.

(c) CGT

If the Offer becomes unconditional, CGT rollover relief will not be available if Torian acquires less than 80% of the Cascade Shares under the Offer. Cascade Shareholders should refer to the general overview of the tax implication of accepting the Offer for Australian resident Cascade Shareholders set out in section 7 of **the Bidder's Statement**. The tax consequences will depend on your individual circumstances. You should seek your own independent financial and taxation advice, which takes into account your personal circumstances before making a decision as to whether or not to accept the Offer.

(d) Minority ownership consequences

The Offer is subject to a 90% minimum acceptance condition, however this condition may be waived by Torian. In section 6.3.3 of the Bidder's Statement, Torian describes its intentions in the event that it obtains control of Cascade but does not become entitled to at least 90% of the Cascade Shares (and is therefore not entitled to compulsorily acquire all outstanding Cascade Shares).

If the circumstances described in section 6.3.3 of the Bidder's Statement occurs, Cascade Shareholders who do not accept the Offer may become minority shareholders in Cascade and those Cascade Shareholders will no longer collectively control Cascade.

This has a number of possible implications including the following:

- (i) Torian will be able to cast the majority of votes at a general meeting of Cascade enabling it to control the Board and senior management, determine Cascade's dividend policy and control the strategic direction of Cascade.
- (ii) Subject to the requirements of the Corporations Act and Cascade's constitution, Torian may appoint nominees of Torian to the Board.
- (iii) Your Independent Directors believe it is reasonably likely that the liquidity of Cascade Shares would be lower than at present if a number of Cascade Shareholders accept the Offer.
- (iv) If Torian acquires 75% or more of the Cascade Shares, it will be able to pass special resolutions of Cascade. This will enable Torian to amend Cascade's constitution.

In section 6.3.4 of the Bidder's Statement, Torian describes its intentions if it does not acquire effective control of Cascade. In this section, Torian reserves its right to declare the Offer free from the 90% minimum acceptance Condition (or any other Condition) to the Offer. However, this is in Torian's discretion.

If Torian does waive the 90% minimum condition and does not acquire effective control of Cascade, Torian intends to implement the process set out in Section 6.3.1 of the Bidder's Statement to the extent possible. It is important to note that without control, it is unlikely that Torian will be able to achieve the objectives and outcomes it has described in the Bidder's Statement.

(e) Issue of Torian Shares as Consideration

Torian will offer 1 new Torian Share for each Cascade Share held. As Torian is listed on ASX, the value of the Offer consideration will fluctuate depending on the market value of Torian Shares.

Furthermore, although the Consideration Shares will be subject to a 12 month escrow period, some of the holders of Cascade Shares that receive Torian Shares as consideration under the Offer may not intend to continue to hold those Torian Shares once they become freely tradable and may wish to sell them on ASX. There is a risk that if a significant number

of holders of Cascade Shares seek to dispose of their Torian Shares, this may adversely impact the price of Torian Shares.

Accordingly, the market value of the Torian Shares at the time you receive them may vary significantly from their market value on the date of your acceptance of the Offer. This may result in the value of the consideration to Cascade Shareholders increasing as well as decreasing.

There are risks associated with investing in Torian. These risks are discussed in section 8 of the Bidder's Statement and also in section 5.2 of this Target's Statement.

(f) Duty and Government charges

Duty and other government charges may be payable by Torian in relation to the Offer. The amount of these duties and charges may be material.

5.2 Risks associated with being a shareholder of the Merged Entity

Section 8.3 of the **Bidder's** Statement sets out risks associated with an investment in the Merged Entity. **You should read that section of the Bidder's Statement** carefully and in full. As the Projects are the key projects for both Torian and Cascade, the risks associated with an investment in the Merged Entity are largely similar to the risks associated with being an investor in Cascade and you will already be exposed to a number of these risks by virtue of being a Cascade Shareholder.

By way of summary, these risks include:

- (a) there is no guarantee that the Projects will advance as expected;
- (b) The Merged Entity may not have the expected capacity to meet its future funding requirements;
- (c) Inherent uncertainty and risk relating to exploration assets;
- (d) Risk relating to the granting and renewal of tenure in respect of assets;
- (e) risks relating to the exploration, development and operation of assets of the Merged Entity;
- (f) risks relating to compliance with environmental laws in the jurisdictions in which Torian will operate;
- (g) risks specific to gold exploration;
- (h) the risk that the Merged Entity will not be able to recruit appropriately skilled and qualified individuals;
- (i) the risk that the Merger Entity is unable to raise adequate capital on favourable terms to fund its development plans;
- (j) potential changes to general economic and business conditions.

In addition, Cascade Shareholders should be aware of the following risks:

(a) Restricted securities reducing liquidity

It is a condition of the Offer that the 50,870,133 Torian Shares to be issued to the Cascade Shareholders as consideration for the Cascade Shares will be subject to a 12 month escrow period.

During the period in which these Torian Shares are prohibited from being transferred, trading in Torian Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Torian Shares in a timely manner.

(b) Integration risk

There are risks that the integration between Cascade and Torian may take longer than expected and that anticipated efficiencies and benefits of that integration may be less than estimated. These risks include possible differences in the management culture of the two groups, inability to achieve synergy benefits and cost savings and access tax losses, and the potential loss of key personnel.

Your Independent Directors strongly encourage Shareholders to consider section 8 of the Bidder's Statement before deciding their course of action in relation to the Offer.

5.3 Risks associated with rejecting the Offer

(a) Limited Liquidity

If the Offer is not successful Cascade Shareholders may not be able to sell their Cascade Shares in the future while it remains a public unlisted Company.

(b) Minority shareholding

If Torian fails to acquire sufficient Cascade Shares to be entitled to compulsorily acquire all outstanding Cascade Shares but nonetheless declared the Offer unconditional, non-accepting Cascade Shareholders may find themselves as minority shareholders in a company with potentially very limited share liquidity. In those circumstances (given Cascade is a public unlisted company with no active market for its shares) there would be a risk that Cascade Shareholders will not be able to sell their Cascade Shares or can only sell those shares at a price lower than the Offer Price.

(c) Compulsory acquisition

If, after the end of the Offer Period, Torian becomes the holder of at least 90% of all Cascade Shares (for example, by subsequent acquisitions of Cascade Shares), then Torian may be entitled to compulsorily acquire the Cascade Shares it does not own (see section 4.15 of this Target's Statement and 6.3.3 of the Bidder's Statement for more information).

(d) No Scrip for Scrip Rollover Relief

If the Offer results in Torian owning less than 80% of Cascade Shares, Cascade Shareholders will not receive scrip for scrip taxation rollover relief.

(e) Breaches of Corporations Act

As set out in the Important Information part of this Target's Statement, Cascade has not complied with its financial reporting obligations within time for the 2014, 2015, and 2016 financial years. Nor has Cascade held an annual general meeting for the years 2014, 2015 and 2016. This constitutes a significant breach of the Corporations Act, and there is a risk that Cascade may be prosecuted for these breaches. If Cascade remains a stand-alone company, it may not have the resources to satisfy any pecuniary penalty imposed in respect of these breaches of law.

If Torian does not acquire at least 90% of all Cascade Shares, Cascade may not have the resources to implement good corporate governance policies and processes to ensure that similar breaches of the Corporations Act do not occur.

6. YOUR CHOICES AS A CASCADE SHAREHOLDER

YOUR INDEPENDENT DIRECTORS UNANIMOUSLY RECOMMEND YOU ACCEPT THE OFFER IN THE ABSENCE OF A SUPERIOR PROPOSAL

However, as a Cascade Shareholder you have three options currently available to you. **You are encouraged to read this Target's Statement and the Bidder's Statement** in full and seek appropriate legal, financial and taxation advice before taking any action in response to the Offer.

Option 1 ACCEPT the Offer	<p>To accept the Offer follow the instructions on the acceptance form accompanying the Bidder's Statement. To validly accept the Offer, Torian must receive your acceptance before 5.00pm (WST) on 10 February 2017 unless the Offer Period is extended.</p> <p>Once you have accepted the Offer, you may only withdraw your acceptance in the circumstances set out in Section 4.11 of this Target's Statement. You should note that if you accept the Offer now and Torian subsequently raises its Offer Price you will receive the higher price if the Offer has become unconditional. You should be aware that the market price of Torian Shares may rise or fall after you have accepted the Offer.</p>
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Option 2 Reject the Offer	<p>To reject the Offer, you do not need to do anything. If you wish to reject the Offer, you do not need to respond to any calls or correspondence from Torian.</p> <p>Cascade Shareholders should note that if Torian acquires 90% of Cascade Shares during or at the end of the Offer Period, Torian will be entitled to compulsorily acquire the Cascade Shares it does not already own. Alternatively, if Torian acquires more than 50% but less than 90% of Cascade Shares then Torian will acquire a majority shareholding in Cascade. Accordingly, Cascade Shareholders who do not accept the Offer will become minority shareholders in Cascade.</p>
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Option 3 Sell your Cascade Shares	<p>During the Offer Period, you may sell your Cascade Shares, provided you have not accepted the Offer for those Cascade Shares. However, presently, there is no market for Cascade Shares. Cascade Shares are not quoted on a financial market and are an illiquid investment.</p> <p>Cascade Shareholders who sell their Cascade Shares may be liable for capital gains tax on the sale and may incur a brokerage charge. You should contact your tax adviser to determine your tax implications of such a sale.</p>
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7. INFORMATION ABOUT TORIAN

7.1 Important information

The following information about Torian is based on public information, including information in the Bidder's Statement, and has not been independently verified. Accordingly, Cascade does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Torian in this Target's Statement should not be considered comprehensive. Cascade Shareholder's should refer to section 3 of the Bidder's Statement for information about Torian. Information about the Merged Entity is set out in section 5 of the Bidder's Statement.

7.2 Overview of Torian

Torian is a public company listed on the official list of ASX. Torian was incorporated on 15 September 1981 in New South Wales. It was admitted to the Official List on 30 June 1986 under the name of Cluff Oil (Pacific) Ltd.

Torian is a Western Australian focused, gold developer and explorer. Since July 2014, under new management, Torian's strategy has focused on undertaking quality acquisitions alongside a highly active exploration program. Torian has four advanced projects located in the Goldfields region of Western Australia.

On 22 April 2015, Torian entered into the Zuleika Joint Venture Agreement with Cascade, pursuant to which it has the right to earn up to a 49% interest in the Zuleika Project by spending a total of \$5 million over 4 years, with a minimum expenditure of \$1.25 million in the first year (the Minimum Expenditure Requirement). On 9 May 2016, the Company announced that it satisfied the Minimum Expenditure Requirement and earned an initial interest of 12.25% in the Zuleika Project. Refer to Section 3.4.1 of the Bidder's Statement for further details on the Zuelika Project.

In addition to the Zuleika Project Torian has an interest in the the Malcolm, Bardoc and Mt Stirling Projects. Information on Torian's projects are provided in sections 3.4.1 to 3.4.4 of the Bidder's Statement.

7.3 Directors

As at the date of this Target's Statement, the following are directors of Torian:

- (a) Mr Andrew Sparke (Non-Executive Chairman);
- (b) Mr Matthew Sullivan (Managing Director);
- (c) Ms Elissa Hansen (Non-Executive Director); and
- (d) Mr Glenn Jardine (Non-Executive Director).

Biographical details of each of the Directors are set out in section 3.3 of the **Bidder's Statement**.

7.4 Capital structure

As at the date of this **Target's Statement**, Torian has 97,528,851 fully paid ordinary share on issue. Torian does not have any options or other securities convertible into Torian Shares on issue. The effect on the capital structure of Torian, of the Takeover Offer is set out in section 3.6 of the **Bidder's Statement**.

7.5 **Details of Torian's top 20 shareholders**

Torian's 20 largest shareholders are set out in section 3.14 of the **Bidder's Statement**.

7.6 Torian share price

Set out below is a table showing relevant trading prices of Torian Shares on ASX:

Comparative trading period	Price of Torian Shares
Highest trading price on ASX in the 4 months prior to the date the Bidder's Statement was lodged with ASIC	\$0.25
Lowest trading price on ASX in the 4 months prior to the date the Bidder's Statement was lodged with ASIC	\$0.15
Closing trading price on ASX on the last trading day before the date Torian announced the Takeover Offer	\$0.165
Last available closing sale price of Torian Shares (as at 6 December 2016 on ASX prior to the date the Bidder's Statement was lodged with ASIC	\$0.15
30-day volume weighted average price of Torian Shares before the Announcement Date	\$0.188

7.7 Financial information and project activities

Further information about Torian's **project** activities, financial position and capital structure is set out in sections 3.4 to 3.8 of the **Bidder's Statement**.

7.8 Profile of the Merged Entity

For details of the Merged Entity, Cascade Shareholders should refer to section 5 of the **Bidder's Statement**.

7.9 Further information on Torian

Torian is a listed disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Torian is subject to the ASX Listing Rules which require continuous

disclosure of any information Torian has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

In addition, Torian is required to lodge various documents with the ASIC. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office.

A substantial amount of information about Torian including its ASX announcements is available in electronic form from its website <http://www.torianresources.com.au>.

8. INFORMATION ABOUT CASCADE

8.1 Overview of Cascade

Cascade is a public unlisted company which was incorporated on 3 December 2007 in Western Australia. Cascade's initial focus was mineral exploration in Western Australia and the Company has assembled a portfolio of exploration projects in Western Australia.

Cascade's core asset is its interest in the Zuleika Project. On 22 April 2015, Cascade entered into a joint venture agreement with Torian, pursuant to which Torian has the right to earn up to a 49% interest in the Zuleika Project by spending a total of \$5 million over 4 years, with a minimum expenditure of \$1.25 million in the first year.

On 9 May 2016, Torian announced that it had satisfied the Minimum Expenditure Requirement and earned an initial interest of 12.25% in the Zuleika Project. Refer to Section 3.4.1 of the Bidder's Statement further details.

8.2 History

Cascade was formed in late 2007 to acquire projects and explore for gold in the Eastern Goldfields of Western Australia. Cascade's initial package of ground around Leonora was vended into Torian in 2014. Torian has since commenced drilling at various targets at Leonora.

In mid-2014, Cascade begun acquiring additional tenements near Kalgoorlie that has resulted in the Zuleika Joint Venture with Torian and other stand-alone projects at Kanowna South, Bardoc and Mt Keith. The Mt Keith Project has been held under option from a local Kalgoorlie based prospector for some years now, whilst the other projects were acquired 100% at inception.

On 10 October 2016, Torian and Cascade jointly announced their entry into the Bid Implementation Agreement under which Torian will make the Offer to acquire all Cascade Shares. As detailed in section 5.5 of the Bidder's Statement, the primary focus of the Merged Entity will be on becoming a gold producer with the core asset being the Zuleika Project in Western Australia. Additional opportunities in the Eastern Goldfields region of Western Australia provide exciting exploration and growth opportunities.

8.3 Projects

As noted above, Cascade's primary asset is its interest in the Zuleika Project. The Company also has ancillary projects in Western Australia. A high level overview of these projects are set out below. Further details of the Zuleika Project is set out in section 3.4.1 of the Bidder's Statement.

8.3.1 Bardoc Project

The Bardoc Project lies approximately 40km north of Kalgoorlie. The project comprises of 31 Prospecting Licence Applications totalling approximately 38.6km². The project lies approximately 3km south and along strike of Aphrodite Gold Ltd's 1.4Moz Aphrodite Project. Cascade has acquired approximately 30.2km² of the project area, with the remaining 8.4km² acquired by Torian.

The Bardoc Project is adjacent to major infrastructure that is owned by a number of third parties including the Goldfields highway and the Goldfields gas pipeline. The Bardoc Project covers approximately 12km of strike along the Bardoc Tectonic Zone, which contains a variably deformed Archaean sequence of all rock types including mafic, ultramafic and felsic volcanic rocks, sedimentary rocks and various felsic to intermediate porphyry intrusions.

8.3.2 Zuleika Project

The Zuleika Project lies approximately 50km northwest of Kalgoorlie. As at 10 October 2016, the Zuleika Project consisted of 122 tenements (comprising 3 Mining Leases, 1 Exploration License and 118 Prospecting Licenses) covering approximately 217 square kilometres. There are numerous significant gold deposits and former mines associated with the Zuleika Shear, such as the Kundana (+7Moz) and Mt Pleasant (+4Moz) gold deposits.

Cascade formed the Zuleika Joint Venture with Torian in April 2015 to explore and develop the Zuleika Project. Cascade currently owns 87.75% of the Zuleika Project via the Zuleika Joint Venture, with the remaining 12.25% held by Torian. Under the terms of the Zuleika JV Agreement, Torian can earn up to a 49% interest in the Zuleika Project by spending \$5 million on the project over four years. The Zuleika Joint Venture has completed Phase 1 of a 4 phase drilling program. Phase 1 of the program consisted of over 36,000m of RAB and RC drilling.

8.3.3 Kanowna South

The Kanowna South Project lies approximately 10km north east of Kalgoorlie midway between the giant Kalgoorlie and Kanowna gold deposits. The project consists of 5 Prospecting Licence Applications covering approximately 780 hectares.

The project covers a poorly exposed sequence of black shales and other sedimentary rocks. There has been limited previous exploration given the **project's location**. The work to date includes a detailed aeromagnetic survey, first pass auger soil geochemistry, and broad spaced (400m by 100m) vertical RAB drilling.

This is associated with a cross cutting structure near the black shale/epiclastic contact. There appears to never been any follow up of this drill hole since it was drilled in August 1997.

Cascade's interest in the tenements comprising the Kanowna Project is set out in the Tenement Schedule contained in Annexure C of the Bidder's Statement.

8.3.1 Five Mile Hill Project

The Five Mile Hill Project lies approximately 8km north east of Kalgoorlie. The project consists of 4 Prospecting Licences covering approximately 693Ha.

The project covers a poorly exposed sequence of mafic and sedimentary rocks. **There has been surprisingly limited previous exploration given the project's location.** The work to date includes a detailed aeromagnetic survey, first pass auger soil geochemistry, and broad spaced (100-400m by 100m) bedrock RAB drilling.

The targets are associated with various structures, especially where they contain changes of direction or are cross cut by other later structures. There appears to be limited follow up of many targets in the past 15-20 years.

Cascade's interest in the tenements comprising the Five Mile Hill Project is set out in the Tenement Schedule contained in Annexure C of the Bidder's Statement.

8.3.2 Mt Monger

The Mt Monger Project lies approximately 50km south east of Kalgoorlie. The project consists of 13 Prospecting Licences covering approximately 1,674Ha.

The project covers a poorly exposed sequence of ultramafic, mafic and sedimentary rocks. There has been surprisingly limited previous exploration **given the project's location** and the presence of several sets of old workings. The work to date includes a detailed aeromagnetic survey, first pass auger soil geochemistry, and broad spaced (100-400m by 100m) bedrock RAB drilling, and limited follow up RC drilling.

The targets are associated with various structures, especially where they contain changes of direction or are cross cut by other later structures. There appears to be limited follow up of many targets in the past 15-20 years, though some drilling on selected targets has taken place in the most recent 5 year period.

Cascade's interest in the tenements comprising the Mt Monger Project is set out in the Tenement Schedule contained in Annexure C of the Bidder's Statement.

8.3.3 Mt Keith

The Mt Keith Project is another of Cascade's advanced projects. It is located 60km south of Wiluna near the giant Mt Keith nickel mine. The project has a total area of 1,208 ha and lies on 2 granted mining leases covering approximately 1,217Ha.

The project covers a poorly exposed sequence of mafic volcanics and granitic rocks. There has been surprisingly limited previous exploration **given the project's location** and the presence of several old workings. The work to date includes a detailed aeromagnetic survey, first pass auger soil geochemistry, and broad spaced (400m by 100m) vertical RAB drilling. Limited RC drilling has also taken place to test below old workings and to follow up selected RAB anomalies.

The targets are associated with various structures, some are granite/mafic contacts and others are related to various cross cutting structures unrelated to these contacts. Apart from a limited RC drilling programme completed about 8 years ago by the vendor there appears to have been limited follow up exploration for many years.

Cascade's interest in the tenements comprising the Mt Kieth Project is set out in the Tenement Schedule contained in Annexure C of the Bidder's Statement.

8.4 Competent Person

The information in this Target's Statement that relates to Exploration Results and Mineral Resources is based on information compiled by Matthew Sullivan, who is a Member of the Australasian Institute of Mining and Metallurgy. Matthew Sullivan is a consultant to the Company as well as a director of Cascade and a director of Torian. Matthew Sullivan has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves".

8.5 Cascade structure

Cascade currently has 50,870,133 Cascade Shares on issue.

Cascade is a stand-alone company that does not either own any shares in any other entity, and is not controlled by any other entity.

8.6 Cascade officers

(a) Mr Matthew Sullivan – Managing Director

Mr Matthew Sullivan	
Appointment	Managing Director from 3 December 2007.
Qualifications	B.App.Sc (Applied Geology), AusIMM
Experience	Mr Matthew Sullivan is a Geologist with a Bachelor of Science from the New South Wales Institute of Technology and has over 25 years of experience working in the Goldfields of Western Australia. Mr Sullivan is one of only six geologists in Australia to find more than 3Moz's twice. Mr Sullivan's significant discoveries include Kanowna Belle (6Moz's), East Kundana (3.5Moz's), Selene (800Koz's), Safari Bore (400Koz's), St Patricks (400Koz's) and in the Leonora region (500Koz's). Mr Sullivan was second in Australian Explorer of the Year for 2010 for the discovery of 500Koz's in five months in Leonora. Total discovery of circa 12Moz's Au.
Special Responsibilities	Managing Director.
Directorships held in other listed entities in past three years	Torian Resources Limited (since 6 June 2014).

(b) Mr Andrew Sparke – Executive Director

Mr Andrew Sparke	
Appointment	Executive Director from 25 October 2012.
Qualifications	B.Bus (Marketing), M.Fin (Current), GAICD
Experience	Mr Sparke has over 10 years' experience that includes initial public offerings, private placements and secondary market transactions. Mr Sparke has advised a number of ASX listed companies on capital raising and corporate transactions. He is a director of a number of public and private companies including Olive Capital Pty Ltd.
Directorships held in other listed entities in past three years	Torian Resources Limited (since 6 June 2014).

(c) Mr Ian Hansen – Non-Executive Director and Company Secretary

Mr Ian Hansen	
Appointment	Non-Executive Director from 3 December 2007.
Qualifications	Zimbabwe Institute of Management Diploma
Experience	Mr Hansen has over thirty years' experience in company compliance and business management in Australia and overseas. He is a former director of a number of private companies both in Australia and overseas. Mr Hansen is also the company secretary of Cascade, but is not a director of any other ASX listed company.
Directorships held in other listed entities in past three years	None

(d) Mr Mark Borman – Non-Executive Director

Mr Mark Borman	
Appointment	Non-Executive Director from 30 September 2016.
Qualifications	Nil
Experience	Mark has over 25 years' experience as a professional land manager with 17 years in the Department of Minerals and Energy in Western Australia. He has extensive industry experience that includes the role of Land Manager for several publicly listed and private companies. He has managed nearly 5,000 mining titles across Australia and over 120 Joint Venture or Sale type agreements. Mark also has extensive knowledge and familiarity of the practical and legal issues involved in land management. Mr Borman is not a director of any ASX listed company.

Mr Mark Borman	
Directorships held in other listed entities in past three years	None

8.7 Financial profile of Cascade

(a) Basis of presentation of historical financial information

The historical financial information below relates to Cascade on a stand-alone basis and accordingly does not reflect any impact of the Offer. It is a summary only and has been extracted from the unaudited financial report of Cascade (including the notes therein) for the years ending 30 June 2014, 30 June 2015 and 30 June 2016.

The historical financial information in respect of Cascade has been prepared in accordance with the recognition and measurement principles of the Australian Accounting Standards, and in accordance with the accounting policies, as set out in the financial reports of Cascade for the full year ended 30 June 2014, 30 June 2015 and 30 June 2016.

The past performance of Cascade is not a guarantee of future performance.

(b) Cascade Consolidated Statement of Financial Position

	As at 30 Jun 2016	As at 30 Jun 2015 \$	As at 30 June 2014 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	53,730	603,691	39,005
Trade and other receivables	162,223	43,573	14,967
TOTAL CURRENT ASSETS	215,953	647,264	53,972
NON-CURRENT ASSETS			
Property, plant and equipment	1,270	-	-
Assets held for distribution to shareholders	5,181,818	4,636,364	-
Loan to Torian Resources Limited	281,128	-	-
TOTAL NON-CURRENT ASSETS	5,464,216	4,636,364	-
TOTAL ASSETS	5,680,169	5,283,628	53,972
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	1,113,173	783,353	570,558
Loans from related parties	129,146	-	-
TOTAL CURRENT LIABILITIES	1,242,319	783,353	570,558
NON-CURRENT LIABILITIES			
Loans from related parties	-	158,609	173,609
TOTAL NON-CURRENT LIABILITIES	-	158,609	173,609
TOTAL LIABILITIES	1,242,319	941,962	744,167
NET ASSETS/(LIABILITIES)	4,437,850	4,341,666	(690,195)
EQUITY			
Issued capital	2,296,249	2,139,499	1,123,801
Accumulated losses	2,141,601	2,202,167	(1,813,996)
TOTAL EQUITY	4,437,850	4,341,666	(690,195)

(c) Cascade Consolidated Statement of Comprehensive Income

	Year Ended 30 Jun 2016 \$	Year Ended 30 Jun 2015 \$	Year Ended 30 Jun 2014 \$
Sales revenue	-	-	-
Cost of sales	-	-	-
Gross profit	-	-	-
Other revenue	21,798	5,185,406	836
Gain from reversal of impairment	545,455	-	-
Administration expenses	(148,282)	(33,524)	(22,756)
Consulting expenses	(159,250)	(170,662)	(90,472)
Marketing and promotion expenses	-	-	(4,086)
Interest expense	(3)	(7)	(5)
Depreciation expense	(448)	-	-
Exploration expenses	(119,836)	(349,596)	(297,470)
Share based payments expense	(200,000)	(70,000)	(155,751)
Impairment expense	-	(545,455)	-
Loss before income tax expense	(60,566)	4,016,162	(569,704)
Income tax expense	-	-	-
Loss attributable to members of the parent entity	(60,566)	4,016,162	(569,704)
Other comprehensive income	-	-	-
Total comprehensive income for the period	(60,566)	4,016,162	(569,704)

Section 5.9 of the Bidder's Statement sets out the unaudited pro forma consolidated statement of financial position of the Merged Entity, prepared on the basis set out in section 5.8 of the Bidder's Statement.

8.8 Issued capital

As at the date of this Target's Statement, Cascade has the following securities on issue:

- (a) 50,870,133 Cascade Shares; and
- (b) 7,000,000 Options.

8.9 Substantial holdings

As at the date of this Target's Statement, so far as known to Cascade, the substantial holders of Cascade Shares are:

Substantial Holder	Number of Cascade Shares held	Voting power
Sierra Resources Ltd	10,111,500	19.88%
Turkey Investments Pty Ltd ¹	6,401,000	12.58%
Jemda Pty Ltd <The Jemda Family Trust> ²	4,437,501	8.72%
Ouro Pura Pty Ltd	4,000,000	7.86%

Notes: ¹ This entity is controlled by Mr Andrew Sparke, a Director of Cascade.

² This entity is controlled by Mr Matthew Sullivan, a Director of Cascade.

9. ADDITIONAL INFORMATION

9.1 Directors' intentions with respect to their own Cascade Shares

Each of your Directors currently intends, subject to the matters set out in section **6.4 of the Bidder's Statement in relation to Messrs Sparke and Sullivan**, and in the absence of a Superior Proposal, to accept or procure the acceptance of the Offer for all Cascade Shares which he owns or controls.

9.2 Interests of Directors

(a) Interests in securities in Cascade

Details of Cascade Shares in which each Director has a Relevant Interest are as follows:

Director	Shares
Mr Matthew Sullivan ¹	4,437,501
Mr Andrew Sparke ²	6,401,000
Mr Ian Hansen ³	1,486,801
Mr Mark Borman	Nil

Notes:

1. Jemda Pty Ltd as trustee for the Jemda Family Trust, holds these Shares. Mr Matthew Sullivan controls Jemda Pty Ltd and the Jemda Family Trust.
2. Turkey Investments Pty Ltd as trustee for the Turkey Family Trust holds these Shares. Mr Andrew Sparke is sole director of Turkey Investments Pty Ltd and is a beneficiary of the Turkey Family Trust.
3. Mr Ian Hansen personally holds 1,000,001 Shares and his wife Dawn Hansen holds 468,800 Shares.

(b) Dealings in securities in Cascade

Except as otherwise set out in this Target's Statement, no other Director acquired or disposed of a Relevant Interest in any Cascade Shares or Cascade Options during the four month period ending on the date immediately before the date of this Target's Statement.

(c) Interests in securities of Torian

The Directors of Cascade have the following Relevant Interests in Torian Shares as at the date of this Target's Statement.

Director	Torian Shares
Mr Matthew Sullivan ¹	4,904,172
Mr Andrew Sparke ²	3,613,696
Mr Ian Hansen ³	818,969
Mr Mark Borman	Nil

1. Jemda Pty Ltd as trustee for the Jemda Family Trust, holds 4,184,172 of these Shares. Mr Matthew Sullivan controls Jemda Pty Ltd and is a beneficiary of the Jemda Family Trust. 420,000 of these shares are held by James Sullivan, and 300,000 are held by Emma Sullivan, both of whom are his children.
2. Turkey Investments Pty Ltd as trustee for the Turkey Family Trust holds these Shares. Mr Andrew Sparke is sole director of Turkey Investments Pty Ltd and is a beneficiary of the Turkey Family Trust.
3. Mr Ian Hansen personally holds these Shares.

(d) Dealings in securities of Torian

On 6 December 2016, Cascade completed a pro rata in specie distribution of 27,272,727 Torian Shares held by it to Cascade Shareholders on the basis of 1 Torian Share for every 0.81897 Cascade Shares held by Cascade Shareholders as at the record date.

Other than as stated above, neither Cascade nor any Director acquired or disposed of a Relevant Interest in any securities in Torian during the four month period ending on the date immediately before the date of this Target's Statement.

(e) Agreements and benefits conditional on or connected with the Offer

No Director is a party to any agreement or arrangement with, and no Director is entitled to receive any benefit from Torian which is conditional on or connected with the Offer save in his capacity as a Cascade Shareholder.

(f) Payments and benefits

Except as disclosed in this Target's Statement, other than a benefit permitted under section 200F of the Corporations Act, no benefit is proposed to be given to a Director:

- (i) in connection with his retirement from office at Cascade or a related body corporate of Cascade; or
- (ii) in connection with the transfer of the whole or any part of the undertaking or property of Cascade.

To the extent permitted by law and subject to restrictions in the Corporations Act, Cascade indemnifies each Director against any

liabilities arising as a result of the Director acting as an officer of the Company.

Cascade has also paid an insurance premium in respect of a contract insuring all directors, secretaries and officers of Cascade against liabilities incurred in their capacity as a director or officer, as the case may be, of Cascade. The period of the policy extends from 27 November 2016 (being the renewal) until 27 November 2017.

9.3 Bid Implementation Agreement

On 8 October 2016, Torian and Cascade entered into the Bid Implementation Agreement. A summary of the terms of the Bid Implementation Agreement was announced by Torian to the ASX on the Announcement Date and is available at www.asx.com.au.

The key terms of the Bid Implementation Agreement are summarised below. The conditions of the Offer as included in the Bid Implementation Agreement are set out in section 4.8 of this Target's Statement and section 4 of the Bid Implementation Agreement.

(a) Exclusivity arrangements

The Bid Implementation Agreement contains certain exclusivity arrangements in favour of Torian. These arrangements are set out in full in clauses 8, 9 and 10 of the Bid Implementation Agreement. In summary, Cascade has agreed to the following exclusivity arrangements which apply during the exclusivity period, (which is a period beginning 8 October 2016 and ending on the earlier of either the date which is 6 months after the date of the Bid Implementation Agreement or the date the Bid Implementation Agreement is terminated):

- (i) Cascade shall not solicit, accept an approach in connection with, or negotiate with any other party in relation to a Third Party Proposal (being an expression of interest, proposal or offer by any person to review Cascade's affairs or to enter a similar transaction) or provide information or co-operate in any way in connection with a Third Party Proposal and must notify Torian as soon as practicable following receipt of a Third Party Proposal;
- (ii) Cascade must not (and must ensure that none of its representatives) solicit, or invite the submission of any enquiries, negotiations or discussions which might reasonably be expected to encourage or lead to obtaining any expression of interest, offer or proposal from any person in relation to an actual proposed or potential Third Party Proposal or communicate to any person an intention to do any of these things;
- (iii) Cascade must not:
 - (A) directly or indirectly enter into or participate in any discussions or negotiations with any person regarding a Third Party Proposal or which would reasonably be expected to encourage or lead to an actual proposed or potential Third Party Proposal;
 - (B) grant any other person any right or access to conduct due diligence investigations in respect of any one or more

of Cascade and its subsidiaries or disclose or otherwise provide any non-public information in relation to it with respect to, or which would reasonably be expected to encourage or lead to an actual proposed or potential Third Party Proposal;

- (C) enter into any agreement, arrangement or understanding in relation to, or which might reasonably be expected to encourage or lead to, an actual proposed or potential Third Party Proposal; or
- (D) communicate to any person an intention to do any of the above,

even if the actual, proposed or potential Third Party Proposal was not directly solicited, invited, encouraged, or initiated by Cascade or any of its representatives or the person has publicly announced the Third-Party Proposal.

The exclusivity arrangements described above do not prohibit any action or inaction by Cascade or its representatives if Cascade receives a Superior Proposal or the board of directors of Cascade determines acting in good faith after receiving written advice from its external advisers, that to do otherwise constitutes or would be likely to constitute, a breach of any of the fiduciary or statutory duties of the directors of Cascade.

(b) Conduct of business

The Bid Implementation Agreement sets out in clauses 6 and 12 (amongst other things) the obligations of each party from the date of the Bid Implementation Agreement until the end of the exclusivity period in relation to its conduct of business.

Amongst other things, each party has agreed:

- (i) That Torian is permitted at Torian's sole discretion, to raise funds, including (without limitation) by issuing equity, debt or hybrid securities, and to issue and allot equity securities in exchange for liabilities it has incurred, or may in the future incur; and
- (ii) Cascade shall not (without prior written approval of Torian) enter into any material contract or incur any material liability, declare any dividends, vary its capital structure (including the issue of shares or securities convertible into shares) or cause to occur by act or omission an event or series of events whether related or not which may have, from the perspective of Torian, a material adverse effect on the Offer, the Acquisition or Cascade's business, assets or financial position.

(c) Change in recommendation

The Independent Directors of Cascade have each agreed to recommend the Offer to shareholders and not to withdraw, revise, revoke or qualify, or make any public statement inconsistent with that recommendation in the absence of a Superior Proposal.

(d) Termination

Either Torian or Cascade may terminate the Bid Implementation Agreement by notice to the other if a Materially Adverse Change occurs to in respect of the other.

In addition, the Bid Implementation Agreement may be terminated in the following circumstances:

- (i) the Bid Implementation Agreement will automatically terminate on the earlier of:
 - (A) The date on which the Offer Period ends; and
 - (B) The date which is 6 months after the date of the agreement,Or such date as Torian and Cascade agree in writing;
- (ii) Torian may also terminate the agreement at any time by notice in writing to Cascade if:
 - (A) A Cascade Prescribed Occurrence occurs; or
 - (B) A Cascade Materially Adverse Change occurs; or
- (iii) Should Cascade receive a Superior Proposal, and the majority of the board of directors accept or recommend a Superior Proposal, Cascade will be liable to immediately pay to Torian a break fee of \$100,000, at which time, Torian may in its discretion, terminate the Bid Implementation Agreement by notice to Cascade.

9.4 Potential impact of Offer on Cascade's material contracts

(a) Joint Venture Agreement

In section 5.5 of the **Bidder's Statement**, Torian states that if it acquires a relevant interest in 90% of the Cascade Shares, it will terminate the Zuleika Joint Venture Agreement as Cascade will be in effect controlled by Torian and Torian will indirectly own 100% of the Zuleika Joint Venture Project.

If Torian does not acquire 90% of the Cascade Shares, Cascade and Torian will continue to develop the Zuleika Joint Venture pursuant to the Zuleika Joint Venture Agreement.

There are no other material contracts that will be impacted by the Offer.

9.5 Due diligence

Cascade has provided Torian with certain non-public information about Cascade, for the purposes of Torian conducting a due diligence review of that information in connection with the Offer.

9.6 Consent to inclusion of Statements

Each of the persons listed below has given and has not, before the lodgement of this Target's Statement with ASIC, withdrawn their consent to the inclusion of the following information in this Target's Statement in the form and context in which it is included and to all references in this Target's Statement to that information in the form and context in which they appear:

- (a) each Director, to being named as a director;
- (b) Summerslegal, to being named in this Target's Statement as legal advisers to Cascade;
- (c) Moore Stephens to be named in this Target's Statement as the Independent Expert, and to the inclusion of the Independent Expert's Report as Attachment A to this Target's Statement, and to all statements extracted from or said to be based on statements made in the Independent Expert's Report;
- (d) Matthew Sullivan, to being named in this Target's Statement as Competent Person for the purposes of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and in the form and context in which he is named and to the inclusion of matters based on this information in the form and context in which it appears.

This Target's Statement also includes statements made by, or statements based on statements made by Torian. Torian has given, and has not before the lodgement of this Target's Statement with ASIC withdrawn, its consent to inclusion of those statements. Torian has not authorised or caused the issue of the Target's Statement.

Each person named above as having given its consent to the inclusion of a statement or report or to being named in this Target's Statement:

- (a) does not make, or purport to make, any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based other than, in the case of a person referred to above as having given their consent to the inclusion of a statement or report, a statement or report included in this Target's Statement with the consent of that person; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Target's Statement, other than a reference to its name and, in the case of a person referred to above as having given their consent to the inclusion of a statement or report, any statement or report which has been included in this Target's Statement with the consent of that party.

As permitted by ASIC Class Order 13/521, this Target's Statement contains statements which are made, or based on statements made, in documents lodged with ASIC or ASX (in compliance with the ASX Listing Rules). Pursuant to this Class Order, the consent of persons to which such statements are attributed is not required for the inclusion of those statements in this Target's Statement.

Any Cascade Shareholder who would like to receive a copy of any of the documents (or parts of the documents) that contain the statements which have been included pursuant to ASIC Class Order 13/521 may obtain a copy free of

charge by writing to the Cascade Company Secretary or by contacting the Company Secretary on +61 8 6323 2395 at any time between 8:30am and 5pm (WST) on Monday to Friday.

9.7 Publicly available information

This Target's Statement contains statements which are made in or based on statements made in, documents lodged by various parties (including Cascade) with ASIC, (or given to ASX, in the case of Torian) **namely in the Bidder's Statement.**

As required by ASIC Class Order 13/521, Cascade will make available a copy of these documents (or of relevant extracts from these documents), free of charge, to Cascade Shareholders who request it during the Offer Period. To obtain a copy of these documents (or the relevant extracts), Cascade Shareholders may call the Company Secretary on +61 8 6323 2395 at any time between 8:30am and 5pm (WST) on Monday to Friday.

9.8 Material litigation

As at the date of this Target's Statement, Cascade is not aware of any current or proposed litigation or dispute that is material. There is a risk that prosecution may **be commenced in relation to Cascade's breaches of the Corporations Act** in relation to financial reporting and holding of annual general meetings.

9.9 Taxation considerations for Cascade Shareholders

A general outline of the tax implications of accepting the Offer is set out in section 7 of the **Bidder's Statement.**

As that section provides a general overview only, Cascade Shareholders are encouraged to seek their own personal advice on the taxation implications applicable to their circumstances.

9.10 ASIC declarations

Cascade has not been granted any modifications or exemptions by ASIC from the Corporations Act in connection with the Offer.

9.11 No other material information

This Target's Statement is required to include all the information that Cascade Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

- (a) only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in this Target's Statement; and
- (b) only if the information is known to any Director.

Your Independent Directors are of the opinion that the information that Cascade Shareholders and their professional advisers would reasonably require to make an informed assessment of whether to accept the Offer is:

- (a) the information contained in the Bidder's Statement;
- (b) the information lodged by Cascade with ASIC prior to the date of this Target's Statement; and

- (c) the information contained in this Target's Statement.

In deciding what information should be included in this Target's Statement, your Independent Directors have had regard to:

- (a) the nature of the Cascade Shares (being fully paid ordinary shares);
- (b) the matters which Cascade Shareholders may reasonably be expected to know;
- (c) the fact that certain matters may reasonably be expected to be known to the professional advisors of Cascade Shareholders; and
- (d) the time available to Cascade to prepare this Target's Statement.

Your Independent Directors do not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all of the statements contained in it.

10. APPROVAL OF TARGET'S STATEMENT

This Target's Statement has been approved by a resolution passed by the Independent Directors. Each Director (other than Messrs Matthew Sullivan and Andrew Sparke who did not vote on the resolution because they are not an Independent Director) has voted in favour of the resolution authorising this Target's Statement.

Signed for and on behalf of Cascade.

Dated 21 December 2016



IAN HANSEN
Non-Executive Director

11. GLOSSARY

11.1 Definitions

In this Target's Statement, unless the context otherwise requires:

A\$, \$, or AUD means the currency of Australia.

Advisers means in relation to an entity, its legal, financial and other expert advisers.

Announcement Date means the date of the announcement of the Offer by Torian, being 10 October 2016.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in section 12(2) of the Corporations Act.

ASX means ASX Limited ACN 008 624 691, and where the context requires, the Australian Securities Exchange.

Bidder's Statement means the statement of Torian under Part 6.5 Division 2 of the Corporations Act relating to the Offer lodged by Torian with ASIC on 7 December 2016.

Business Day means a day on which banks are open for business in Australian Western Standard Time, excluding a Saturday, Sunday or public holiday.

Cascade or Company or Target means Cascade Resources Ltd ACN 128 744 178.

Cascade Board or Board means the board of Directors of Cascade.

Cascade Shareholder or Shareholder means a person registered in the register of members of Cascade as a holder of one or more Cascade Shares.

Cascade Shares or Shares means fully paid ordinary shares in the capital of Cascade.

CGT means capital gains tax.

Competing Transaction means a transaction or proposed transaction notified to the Cascade board of directors which, if completed substantially in accordance with its terms, would mean a person (other than Torian or its Related Bodies Corporate) would:

- (a) directly or indirectly, acquire an interest or relevant interest in or become the holder of:
 - (i) 20% or more of all Cascade Shares; or
 - (ii) all or a substantial part of the business conducted by Cascade, including by way of takeover bid, scheme of arrangement, capital reduction, sale of assets, sale of shares or joint venture, but not as a custodian, nominee or bare trustee;
- (b) acquire control of Cascade within the meaning of section 50AA of the Corporations Act; or

- (c) otherwise acquire or merge (including by a reverse takeover bid or dual listed company structure) with Cascade.

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

Director means a director of the Company.

Government Agency means any government or governmental, semi-governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity in any part of the world.

Independent Directors means Messrs Ian Hansen and Mark Borman.

Bid Implementation Agreement means the Bid Implementation Agreement dated 8 October 2016 between Cascade and Torian.

Independent Expert means Moore Stephens.

Independent Expert's Report means the report of the Independent Expert on whether the Offer is fair and reasonable to Cascade Shareholders and attached to this Target's Statement as Attachment A.

Merged Entity means Torian and its subsidiaries, including Cascade and its subsidiaries if the Offer is successful.

Notice of Status of Conditions means the Torian notice disclosing the status of the conditions of the Offer which is required to be given by subsection 630(3) of the Corporations Act.

Offer means the offer for Shares under the terms and conditions contained in Annexure A of the Bidder's Statement.

Offer Period means the period during which the Offer will remain open for acceptance in accordance with section 2 of Annexure A of the Bidder's Statement.

Offer Price means the consideration offered under the Offer for each Cascade Share. As at the date of this Target's Statement, that consideration is 1 Torian Share for each Cascade Share held by a Cascade Shareholder.

Officer means, in relation to an entity, its directors, officers and employees.

Projects mean the projects described in section 8.3 of this Target's Statement.

Related Bodies Corporate has the meaning given to it in the Corporations Act.

Relevant Interest has the same meaning as given to it in sections 608 and 609 of the Corporations Act.

Representatives of a party includes:

- (a) Related Bodies Corporate of the party; and
- (b) each of the Officers and Advisers of the party or any of its Related Bodies Corporate.

Superior Proposal means a Competing Transaction which, following consideration of advice from advisers (including advice of an external lawyer), is in the determination of the Cascade board acting in good faith:

- (c) reasonably capable of being completed taking into account all aspects of the Competing Transaction; and
- (d) More favourable to Cascade Shareholders than the Offer taking into account all terms and conditions of the Competing Transaction.

Takeovers Panel means the Takeovers Panel established under section 171 of the *Australian Securities and Investments Commission Act 1989* (Cth).

Target's Statement means this document being the statement of Cascade under Part 6.5 Division 3 of the Corporations Act relating to the Offer.

Torian or Bidder means Torian Resources Limited ACN 002 261 565.

Torian Board means the board of directors of Torian.

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

Zuleika Joint Venture Agreement means the agreement between the Bidder and Cascade dated 22 April 2016 in relation to the project known as the Zuleika project.

11.2 Interpretation

In this Target's Statement, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a reference to an individual or person includes a corporation, firm, partnership, joint venture, association, authority, trust, state or government and vice versa;
- (c) a reference to any gender includes all genders;
- (d) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (e) a term not specifically defined in this Target's Statement has the meaning given to it (if any) in the Corporations Act or the ASTC Settlement Rules, as the case may be;
- (f) unless otherwise specified, a reference to a section, clause, annexure or schedule is to a section, clause, annexure or schedule of or to this Target's Statement;
- (g) a reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
- (h) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation under, that legislation or legislative provision;

- (i) the words “including”, “such as”, “particularly” and similar expressions do not imply limitation; and
- (j) headings are for convenience of reference only and do not affect interpretation.

Cascade Resources Limited

Independent Expert's Report and Financial Services Guide

21 December 2016

For inclusion in the Target's Statement prepared by Cascade Resources Limited

**Prepared by Moore Stephens Perth Corporate Services Pty Ltd
Australian Financial Services License No. 240773**

MOORE STEPHENS PERTH CORPORATE SERVICES PTY LTD

Australian Financial Services License No. 240773

FINANCIAL SERVICES GUIDE

This Financial Services Guide is issued in relation to our Independent Expert's Report on the proposed takeover by Torian Resources Limited ("Torian") of Cascade Resources Limited ("Cascade"), via an off-market takeover offer for all the fully paid ordinary shares in Cascade that it does not already own (the "Offer"). Our report has been prepared at the request of the Directors of Cascade for inclusion in the Target's Statement to be dated on or about 21 December 2016.

Moore Stephens Perth Corporate Services Pty Ltd

Moore Stephens Perth Corporate Services Pty Ltd ("MSPCS") has been engaged by the directors of Cascade to prepare an independent expert's report expressing our opinion as to whether or not the Offer is "fair and reasonable" to the shareholders of Cascade other than Torian.

MSPCS holds an Australian Financial Services Licence – Licence No 240773.

Financial Services Guide

As a result of our report being provided to you we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). The FSG includes information on the use of general financial product advice and is issued so as to comply with our obligations as holder of an Australian Financial Services Licence.

Financial Services we are licensed to provide

We hold an Australian Financial Services Licence which authorises us to provide reports for the purposes of acting for and on behalf of clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate restructures or share issues, and to carry on a financial services business to provide general financial product advice for securities to retail and wholesale clients.

We provide financial product advice by virtue of an engagement to issue a report in connection with the issue of securities of a company or other entities.

Our report includes a description of the circumstances of our engagement and identifies the party who has engaged us. You have not engaged us directly but will be provided with a copy of our report as a retail client because of your connection with the matters on which our report has been issued. We do not accept instructions from retail clients and do not receive remuneration from retail clients for financial services.

Our report is provided on our own behalf as an Australian Financial Services Licensee authorised to provide the financial product advice contained in this report.

General Financial Product Advice

Our report provides general financial product advice only, and does not provide personal financial product advice, because it has been prepared without taking into account your particular personal circumstances or objectives either financial or otherwise, your financial position or your needs.

Some individuals may place a different emphasis on various aspects of potential investments.

An individual's decision in relation to the proposed transaction may be influenced by their particular circumstances and, therefore, individuals should seek independent advice.

Benefits that we may receive

We will charge fees for providing our report. The basis on which our fees will be determined has been agreed with, and will be paid by, the person who engaged us to provide the report. Our fees have been agreed on either a fixed fee or time cost basis. We estimate that our fees for the preparation of this report will be approximately \$15,000 plus GST.

Remuneration or other benefits received by our employees

All our employees receive a salary. Employees may be eligible for bonuses based on overall productivity and contribution to the operation of MSPCS or related entities but any bonuses are not directly in connection with any assignment and in particular are not directly related to the engagement for which our report was provided.

Referrals

We do not pay commissions or provide any other benefits to any parties or person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships

MSPCS is the licensed corporate advisory arm of Moore Stephens Perth, Chartered Accountants. The directors of MSPCS may also be partners in Moore Stephens Perth Chartered, Accountants.

Moore Stephens Perth, Chartered Accountants is comprised of a number of related entities that provide audit, accounting, tax, and financial advisory services to a wide range of clients.

MSPCS's contact details are set out on our letterhead.

Neither MSPCS nor its related entities have previously provided any professional services to Cascade or Torian.

Complaints resolution

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Complaints Officer, Moore Stephens, PO Box 5785, St George's Terrace, Perth WA 6831.

On receipt of a written complaint we will record the complaint, acknowledge receipt of the complaint and seek to resolve the complaint as soon as practical.

If we cannot reach a satisfactory resolution, you can raise your concerns with the Financial Ombudsman Service Limited ("FOS"). FOS is an independent body established to provide advice and assistance in helping resolve complaints relating to the financial services industry. MSPCS is a member of FOS. FOS may be contacted directly via the details set out below.

Financial Ombudsman Service Limited
GPO Box 3
Melbourne VIC 3001
Toll free: 1300 78 08 08
Facsimile: 03 9613 6399
Email: info@fos.org.au

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21 December 2016

The Directors
Cascade Resources Limited
PO Box 1763
WEST PERTH WA 6872

Dear Sirs

INDEPENDENT EXPERT'S REPORT

1. INTRODUCTION

On 10 October 2016, Cascade Resources Limited ("Cascade" or "the Company") and Torian Resources Limited ("Torian") jointly announced that they had entered into a Takeover Bid Implementation Deed under which it is proposed that Torian will acquire all of the issued shares of Cascade by way of a recommended all scrip off-market takeover offer ("the Offer"). Under the Offer Cascade shareholders will receive one new Torian share for every one Cascade share held.

The Offer is subject to a number of conditions including a 90% minimum acceptance condition.

Further details of the Offer are set out in Section 4.

Torian is an Australian gold exploration company, listed on the Australian Securities Exchange ("ASX"), with advanced projects located in the Goldfield region of Western Australia.

Cascade is an unlisted public gold exploration company with several gold projects in the Kalgoorlie region of Western Australia. Cascade has a joint venture with Torian on its Zuleika Project and has other projects in which it holds varying interests.

2. SUMMARY & OPINION

2.1 Purpose of the Report

The directors of Cascade have engaged Moore Stephens Perth Corporate Services Pty Ltd ("MSPCS") to prepare an Independent Expert's Report to express an opinion as to whether or not the Offer is fair and reasonable to the shareholders of Cascade other than Torian.

This report is prepared pursuant to Section 640 of the *Corporations Act 2001* ("the Act"), as Torian and Cascade share common directors, to be included in the Target's Statement for Cascade, to be sent to all shareholders, to assist them in determining whether or not to accept the Offer. Apart from the purpose stated directly above, this report cannot be used or relied on for any other purpose or by any other person or entity.

Our assessment of the Proposed Transaction relies on financial information and instructions provided by the Company and the Directors. As instructed, we have not completed any audit or due diligence of the information which has been provided or of the entities which have been valued. This report does not contain any accounting or taxation advice.

2.2 Approach

Our report has been prepared having regard to Australian Securities & Investments Commission ("ASIC") Regulatory Guide 111 Content of Expert's Reports ("RG 111") and Regulatory Guide 112 Independence of Expert's ("RG 112")

In arriving at our opinion, we have assessed the terms of the Offer, as outlined in the body of our report, by considering the following;

- How the value of a Cascade share prior to the Offer on a control basis compares to the value of the consideration offered by Torian for each Cascade share;
- The likelihood of a superior alternative offer being available to Cascade
- Other factors which we consider to be relevant to the shareholders of Cascade in their assessment of the Offer; and
- The position of the shareholders of Cascade should the Offer not be successful.

2.3 Opinion

We have considered the terms of the Offer as outlined in the body of our report and have concluded that the Offer is not fair but reasonable to the Shareholders of Cascade.

In our opinion, the Offer is not fair because the value of a Cascade share prior to the Offer on a controlling basis is greater than the value of the consideration offered, being one Torian share, valued on a minority basis. We do however consider the Offer to be reasonable because the advantages of the Offer to shareholders of Cascade are, in our opinion, greater than the disadvantages.

In assessing if the Offer is reasonable we have given considerable weighting to our view that the takeover will result in the shareholders of Cascade benefiting from an increased ability to raise funding for the Company's projects and by holding shares than can readily be traded on ASX.

2.4 Fairness

In Section 10 we determined that the Offer consideration compares to the value of a Cascade share, as detailed below;

	Section	Low \$	Preferred \$	High \$
Value of a Cascade share on a control basis	8	0.037	0.25	0.94
Value of Offer consideration per Cascade share on a minority basis	9	0.028	0.14	0.50

The above assessment indicates that, in the absence of any other relevant information, the Offer is not fair for Cascade shareholders (in our view greater emphasis should be placed on the preferred value given the value ranges are very significant, although we note that the difference in values narrows at the lower end of the value range).

In our assessment of fairness we are required by RG 111.31 to make a comparison between the value of the securities being offered, being one share in Torian (valued on a minority basis), and the value of the target securities, being one Cascade share (valued on a control basis). This comparison reflects that;

- The acquirer is obtaining or increasing control in the target; and
- The security holders of the target will be receiving scrip amounting to minority interests in the acquirer.

2.4 Fairness (continued)

In our assessment of a value range of a Cascade share we have included a premium for control as required under RG 111.11 (b), which we have estimated to be within a range of 20% to 30%. In determining the value range of one share in Torian to be received as consideration we have factored in a minority interest discount, as required by RG 111.31, which we have determined to be within a range of 17% to 23% (linked to the premium range of 20% to 30%).

Comparing the value of a Cascade share on a minority basis with the consideration offered on a minority basis would reduce the gap between the assessed value of a Cascade share and the Offer consideration (30% reduction in value based on the preferred value, although we note that the differential narrows at the lower end of the value range), but would still result in the Offer being not fair, if that approach was able to be adopted in our fairness assessment.

2.5 Reasonableness

We have considered the analysis in Section 11 of this report, in terms of both;

- Advantages and disadvantages of the Offer;
- Other considerations, including the level of control of Cascade if the Offer is successful and the position of shareholders of Cascade if the Offer is not successful.

In our opinion, if the Offer is successful the position of shareholders is more advantageous than their position if the Offer is not successful. Accordingly, in the absence of a superior offer we believe that the Offer is reasonable for shareholders of Cascade.

The advantages and disadvantages considered are summarised below;

ADVANTAGES	
Section	
11.4	Comparing the value of a Cascade share on a minority basis with the consideration offered would reduce the gap between the assessed value of a Cascade Share and the Offer consideration, but would still result in the Offer being not fair, if that approach was able to be adopted in our fairness assessment
11.4	Torian and Cascade are a good fit given the nature of their assets and complimentary management expertise
11.4	100% ownership of the Zuleika Project under one entity and one management team will simplify project funding and improve market attraction
11.4	Cascade shareholders will benefit from a stronger board and management team who will manage the Zuleika Project and other projects through to production
11.4	Cascade shareholders will gain exposure to Torian's complementary gold projects and benefit from its position, post completion of the acquisition, as a significant player in the Goldfields Region
11.4	Eliminates a key risk for Cascade of Torian walking away from the Joint Venture
11.4	Cascade shareholders will receive shares in Torian which can be traded on ASX. At present Cascade shares cannot be readily traded in a liquid market
DISADVANTAGES	
Section	
11.5	The Offer is not fair
11.5	Dilution of existing Shareholders' interests

2.5 Reasonableness (continued)

Other key matters we have considered include:

Section	
11.1	Likelihood of alternative offers
11.2	Practical level of control
11.3	Consequences of not approving the Offer

3. SCOPE OF THE REPORT

3.1 Purpose of the Report

Torian has prepared a Bidder's Statement in accordance with section 636 of the Act. Under section 633 Item 10 of the Act Cascade is required to prepare a Target Statement in response to the Bidder's Statement.

Section 640 of the Act requires the Target Statement to include an independent expert's report to shareholders if:

- The bidder's voting power in the target is 30% or more; or
- The bidder and the target have a common director or directors.

At the date of our Report, Mr Matthew Sullivan and Mr Andrew Sparke are directors of both Torian and Cascade. Therefore, an independent expert's report is required for inclusion in the Target Statement. The Independent Directors of Cascade have engaged MSPCS to satisfy this requirement.

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act defines the meaning of 'fair and reasonable'. In determining whether the Offer is fair and reasonable, we have had regard to the views expressed by ASIC in RG 111. This regulatory guide provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

This regulatory guide suggests that where the transaction is a control transaction, the expert should focus on the substance of the control transaction rather than the legal mechanism to affect it. RG 111 suggests that where a transaction is a control transaction, it should be analysed on a basis consistent with a takeover bid.

In our opinion, the Offer is a control transaction as defined by RG 111 and we have therefore assessed the Offer as a control transaction to consider whether, in our opinion, it is fair and reasonable to the shareholders of Cascade.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is greater than the value of the securities subject of the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid.

Having regard to the above, MSPCS has completed this comparison in two parts:

- A comparison between the value of a Cascade share prior to the Offer on a control basis and the value of the consideration offered by Torian per Cascade share on a minority basis (fairness – see Section 10 – Assessment of Fairness); and

3.3 Adopted basis of evaluation (continued)

- An investigation into other significant factors to which Shareholders might give consideration, prior to accepting the Offer, after reference to the value derived above (reasonableness – see Section 11 -Assessment of Reasonableness).

RG 111 states that if a transaction is fair and reasonable then the expert can conclude that the transaction is in the best interests of shareholders; if a transaction is not fair but reasonable an expert can still conclude that the transaction is in the best interests of shareholders; if a transaction is neither fair nor reasonable then the expert would conclude that the transaction is not in the best interests of shareholders.

This assignment is also considered to be a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('APES 225').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. OUTLINE OF THE OFFER

On 10 October 2016, Cascade and Torian jointly announced that they had entered into a Takeover Bid Implementation Deed in relation to a proposal in which it is proposed that Torian will acquire all of the issued shares of Cascade by way of a recommended off-market takeover offer. Torian proposes to acquire all the fully paid ordinary shares in Cascade that it does not already own, offering one new Torian share for everyone¹ Cascade share.

Our Report has been prepared to satisfy the requirement of Section 640 of the Act as the bidder (Torian) and target (Cascade) share common directors, being Mr Matthew Sullivan and Mr Andrew Sparke.

4.1 Minimum acceptance condition

The Offer is subject to a 90% minimum acceptance such that Torian (including its associates) has a relevant interest in more than 90% of all Cascade Shares on both an undiluted and fully diluted basis.

At this time no Cascade shareholders have entered into binding pre-bid acceptance agreements or signed shareholder intention statements to accept the Offer.

If Torian (including its associates) acquires at least a 90% interest in Cascade Torian will be entitled to compulsorily acquire any outstanding Cascade shares, under section 661A of the Corporations Act. Torian has indicated that it intends to proceed with compulsory acquisition, if entitled to do so, under section 661A of the Corporations Act.

4.2 Options

The Offer extends to any Cascade shares that are issued as a result of the exercise of Cascade options during the Offer period. As at the date of our Report, Cascade has 7.0 million options outstanding ('Cascade Options').

Torian is not otherwise making an offer to holders of Cascade options.

4.2 Options (continued)

Under the Takeover Bid Implementation Deed, as at the end of the Offer period all options to acquire Cascade shares will either be cancelled or become capable of being compulsory acquired by Torian

Therefore, we have not considered the issue of shares on conversion of the Cascade Options in our valuation of the Offer consideration.

4.3 Capital structure of the Merged Entity following the Offer

The table below assumes 100% acceptance of the Offer on an undiluted and diluted basis. We have considered the shareholding of existing Cascade shareholders on a diluted basis, assuming the conversion of all Cascade Options in the table below. Cascade's interest following the proposed takeover will be reduced from 100% to 34.28% on an undiluted basis, and from 100% to 37.24% on a diluted basis.

	Undiluted	Diluted
Number of Cascade shares outstanding as at the date of our Report	50,870,333	50,870,333
Less: Number of Cascade shares held by Torian	-	-
Add: Number of shares issued on exercise of all Cascade Options	-	7,000,000
Total number of Cascade shares not owned by Torian	50,870,333	57,870,333
% held by Cascade shareholders prior to Offer	100.00%	100.00%
Add: New Torian shares issued as consideration	50,870,333	57,870,333
Total number of Torian shares on issue as at the date of our Report	97,528,851	97,528,851
Total number of Torian shares on issue following the offer	148,399,184	155,399,184
% of Cascade shareholders following the Offer	34.28	37.24
% of Torian shares held by existing Torian shareholders following the Offer	65.72	62.76

5. PROFILE OF CASCADE

5.1 History ¹

Cascade was incorporated as a public company on 3 December 2007. The Company is an unlisted gold exploration company with several gold projects in the Kalgoorlie region of Western Australia. The Company has a joint venture with Torian on its Zuleika Project and has other projects in which it holds varying interests.

The current board of directors are;

- Mr Matthew Sullivan – Managing Director
- Mr Andrew Sparke – Executive Director
- Mr Ian Hansen – Non Executive Director
- Mr Mark Borman – Non Executive Director

¹ Source: Cascade Management

5.2 Funding of Operations

In recent years the Company has funded its operations by raising capital from its shareholders, having raised \$131,500 in 2014, \$1,015,698 in 2015 and \$156,750 in 2016.

5.3 Zuleika Gold Project

The Zuleika Project is situated approximately 50km northwest of Kalgoorlie. The Project comprises of 49 prospecting licence applications totalling approximately 7,500 hectares. There are a number of significant gold deposits and former mines associated with the Zuleika Shear, such as the Kundana and Mt Pleasant gold deposits.

Cascade formed the Zuleika Joint Venture with Torian in April 2015 to explore and develop the Zuleika Project. Cascade currently owns 87.75% of the Zuleika Project with the remaining 12.25% held by Torian. Torian can earn up to a 49% interest in the Zuleika Project by spending \$5 million on the project over 4 years. Torian also has the right to earn an initial interest of 12.25% by spending \$1.25 million in the first year, which has been earned. The Zuleika Joint Venture has to date completed phase 1 of a 4 phase drilling program.

Further details of the joint venture agreement with Torian and the Zuleika Gold Project are set out in Section 6.2.

5.4 Other Gold Projects

Cascade's other assets include the Bardoc, Mt Monger, Five Mile Hill, and the Kanowna South Projects.

The Bardoc Project is located about 40km north of Kalgoorlie and comprises 31 prospecting licence applications totalling approximately 30.21km. Cascade has acquired approximately 30.21km of the project area with the remaining 13.43km held by Torian. The Project lies approximately 3km south of and along strike of Aphrodite Gold Limited's 1.4Moz Aphrodite Project.

The Mt Monger Project comprises 14 prospecting licences and 7 prospecting licence applications located approximately 50km south east of Kalgoorlie.

The Five Mile Hill and Kanowna South projects are located near Kalgoorlie. At Five Mile Hill Cascade holds 4 prospecting licence applications covering 6.93km whilst at Kanowna South Cascade holds 5 prospecting licences covering 7.78km.

Further information in relation to the above projects can be found in the Target's Statement.

5.5 The Historical Balance Sheet

Statement of Financial Position	Audited as at 30 June 2016 \$	Audited as at 30 June 2015 \$	Audited as at 30 June 2014 \$
CURRENT ASSETS			
Cash and cash equivalents	53,730	603,691	39,005
Trade and other receivables	162,223	43,573	14,967
TOTAL CURRENT ASSETS	215,953	647,264	53,972
NON-CURRENT ASSETS			
Property, plant and equipment	1,270	-	-
Assets held for distribution to shareholders	5,181,818	4,636,364	-
Loan to Torian Resources Limited	281,128	-	-
TOTAL NON-CURRENT ASSETS	5,464,216	4,636,364	-
TOTAL ASSETS	5,680,169	5,283,628	53,972
CURRENT LIABILITIES			
Trade and other payables	1,113,173	783,353	570,558
TOTAL CURRENT LIABILITIES	1,113,173	783,353	570,558
NON-CURRENT LIABILITIES			
Loans from related parties	129,146	158,609	173,609
TOTAL NON-CURRENT LIABILITIES	129,146	158,609	173,609
TOTAL LIABILITIES	1,242,319	941,962	744,167
NET ASSETS	4,437,850	4,341,666	(690,195)
EQUITY			
Issued capital	2,296,249	2,139,499	1,123,801
Retained earning	2,141,601	2,202,167	(1,813,996)
TOTAL EQUITY	4,437,850	4,341,666	(690,195)

Source: Cascade audited financial statements for the years ended 30 June 2014, 2015 and 2016

The Company's auditor issued unmodified audit reports for the years ended 30 June 2014, 2015 and 2016.

5.5 Historical Balance Sheet (continued)

We note the following in relation to Cascade's recent financial position;

- Cash and cash equivalents decreased from \$603,691 as at 30 June 2015 to \$53,730 as at 30 June 2016 largely due to expenditure on operating activities and a loan made to Torian of \$281,128.
- In March 2015 the Company sold its interests in the Malcolm and Mt Stirling Projects to Torian for consideration of 27,272,727 ordinary shares in Torian. These shares are recorded at their value as at acquisition date, subject to subsequent impairment adjustments, and disclosed as "Assets held for Distribution to Shareholders". These shares were distributed to shareholders by way of an in-specie distribution on 7 December 2016.
- Trade and other payables, comprising trade creditors and accruals, have increased significantly between 2014 and 2016 to \$1,113,173.
- Issued capital between 2014 and 2016 following a number of capital raisings during that period, whilst retained earnings increased significantly in 2015 due to the gain on sale of Malcolm and Mt Stirling projects to Torian.
- We are advised that the net asset position of Cascade has not changed materially between 30 June 2016 and the date of this report, other than for the impact of the in-specie distribution of Torian shares on 7 December 2016, as noted above.

5.6 Historical Statement of Comprehensive Income

Statement of Comprehensive Income	Audited Year ended 30 June 2016 \$	Audited Year ended 30 June 2015 \$	Audited Year ended 30 June 2014 \$
Revenue from continuing operations	21,798	5,185,406	836
Gain from reversal of impairment	545,455	-	-
Administration expenses	(148,282)	(33,524)	(22,756)
Consulting expenses	(159,250)	(170,662)	(90,472)
Marketing and promotion expenses	-	-	(54,086)
Interest expense	(3)	(7)	(5)
Depreciation expense	(448)	-	-
Exploration expenses	(119,836)	(349,596)	(297,470)
Share based payments expense	(200,000)	(70,000)	(105,751)
Impairment expense	-	(545,455)	-
Total expenses	(627,818)	(1,169,244)	(570,540)
(Loss)/Profit before income tax	(60,566)	4,016,162	(569,704)
Income tax expense	-	-	-
(Loss)/Profit for the year	(60,566)	4,016,162	(569,704)
Other comprehensive income	-	-	-
Total comprehensive (loss)/profit for the year	(60,566)	4,016,162	(569,704)

Source: Cascade's audited financial statements for the years ended 30 June 2014, 2015 and 2016.

5.6 Historical Statement of Comprehensive Income (continued)

We note the following in relation to Cascade's recent financial performance;

- In March 2015 Cascade sold its interests in the Malcolm and Mt Stirling projects to Torian, which gave rise to a gain on sale of \$5,185,406.
- Exploration expenses are attributable to exploration and evaluation expenditure on the Company's various gold projects.
- Share based payments expense are attributable to shares issued in payment of services rendered by suppliers.

5.7 Group Structure

Cascade does not control any other entities, ie it operates as a single company.

5.8 Capital Structure

Cascade currently has 50,870,133 ordinary shares on issue. Details of the 10 largest shareholders as at 13 December 2016 are as follows:

	Shareholder	Number of Ordinary Shares	% of Total Shares
1	Sierra Resources Ltd	10,111,500	19.88
2	Turkey Investments Pty Ltd <the Turkey FT>	6,401,000	12.58
3	The Jemda Family Trust	4,437,501	8.72
4	Ouro Pura Pty Ltd	4,000,000	7.86
5	Lot 99 Pty Ltd <Lot 99 Discretionary Ac>	1,000,000	1.97
6	Jason Hou	1,000,000	1.97
7	JD Taylor & EH Taylor ATF Taylor S/F	1,000,000	1.97
8	Katsun Financial Pty Ltd ATF The Katsun Trust	1,000,000	1.97
9	Shaun Richardson	1,000,000	1.97
10	Mr Ian Hansen	1,000,000	1.97

Source: Cascade's share register

5.9 Options

Cascade has the following unlisted options on issue as at 13 December 2016:

Grant Date	Date of expiry	Exercise price (cents)	Number under options
April 2011	3 years from Listing Date	22 cents	2,000,000
April 2011	3 years from Listing Date	22 cents	1,000,000
April 2011	3 years from Listing Date	25 cents	1,000,000
30 May 2013	3 years from Listing Date	22 cents	1,000,000
23 September 2013	3 years from Listing Date	22 cents	500,000
23 September 2013	3 years from Listing Date	25 cents	500,000
23 September 2013	3 years from Listing Date	22 cents	500,000
23 September 2013	3 years from Listing Date	25 cents	500,000

Source: Cascade's options register

6. PROFILE OF TORIAN

6.1 History²

Torian was incorporated as a public company on 15 September 1981 in New South Wales. The Company is listed on ASX and has a number of advanced projects located in the Goldfields region of Western Australia. The Company has a joint venture with Cascade on its Zuleika Project and has six other projects which are 100% held.

The current board of directors are;

- Mr Matthew Sullivan – Managing Director
- Mr Andrew Sparke – Non Executive Chairman
- Ms Elissa Hansen – Non Executive Director
- Mr Glenn Jardine – Non Executive Director

6.2 Zuleika Gold Project

The Zuleika Project lies north and partly along strike of several major gold mines including Norther Star, Tribune Resources and Rand Mining's 7Moz East Kundana Joint Venture and Evolution's Frogs Legs and White Foil operations. The Zuleika Project consists of 125 tenements covering approximately 214 square kilometres.

On 22 April 2015 Torian announced that it had entered into a joint venture agreement with Cascade pursuant to which it has the right to earn up to a 49% interest in the Zuleika Project by spending a total of \$5 million over 4 years, with a minimum expenditure in the first year of \$1.25 million. On 9 May 2016 Torian announced that it had met this requirement and earned an initial 12.25% interest in the Project.

As announced on 15 June 2016 Torian has recently completed Phase 1 of a large 4 phase drilling program at the Zuleika Project. Results to date are outlined in Torian's quarterly activities report for the quarter ended 30 June 2016 announced to the market on 1 August 2016.

6.3 Other Gold Projects

Torian's other assets include the Mt Stirling Project, the Malcolm Project, the Bardoc Project, the Mt Korong Project, the Boorara Project, Gibraltar South Project and the Mt Keith Project.

The Mt Stirling Project is located approximately 40km northwest of Leonora and comprises 19 prospecting licences covering an area of 23 square kilometres. The Mt Stirling Project comprises three prospects, the Mt Stirling Well Prospect, the Mt Stirling Prospect and the Mt Cutmore Prospect. Torian owns 100% of the Mt Stirling Well Prospect and 51% each of Mt Stirling and Mt Cutmore prospects. Torian may earn up to 90% of each of the Mt Stirling and Mt Cutmore Prospects pursuant to the terms of two separate joint venture agreements.

The Malcolm Project is located approximately 20km east of Leonora and comprises 54 tenements covering an area of approximately 75 square kilometres. The Malcolm Project comprises 5 prospects, the Rabbit Warren South Prospect, the Mt Stewart Prospect, the Braemore Prospect, the Malcolm Prospect and the Mt George Prospect. Torian owns 100% of the Rabbit Warren South Prospect, and 51% interests in the other prospects. Torian may earn up to 90% of each of the prospects that it does not own 100% of pursuant to the terms of various joint venture agreements.

The Bardoc Project is located approximately 40km north of Kalgoorlie and comprises 43.64 square kilometres of tenure which was jointly acquired by Torian and Cascade. 13.43 square kilometres is currently held by Torian whilst the balance of the project area is held by Cascade. The Bardoc Project lies 3km north of Excelsior Gold's Kalgoorlie North Project and 3km south of Aphrodite Mining's Aphrodite Project.

² Source: Torian publicly available information

6.3 Other Gold Projects (continued)

The Mt Korong Project is located 65km south south east of Leonora and comprises 3 prospecting licence applications covering 4.64 km where only limited exploration has been undertaken to date.

The Boorara Project is located near Kalgoorlie and comprises 11 prospecting licence applications covering 15.04km.

The Gibraltar South Project is located approximately 20km south west of Coolgardie and comprises 5 prospecting licence applications covering 7.99km.

The Mt Keith Project is located about 60km south of Wiluna and comprises two mining leases covering an area of approximately 12 square kilometres. Torian has an option to acquire 100% of the project.

Further information in relation to the above Projects can be found in the Bidder's Statement.

6.4 Historical Balance Sheet

Consolidated Statement of Financial Position	Unaudited as at 30 June 2016 \$	Audited as at 31 Dec 2015 \$	Audited as at 31 Dec 2014 \$
CURRENT ASSETS			
Cash and cash equivalents	350,226	1,542,011	48,941
Trade and other receivables	129,125	241,293	31,160
TOTAL CURRENT ASSETS	479,351	1,783,304	80,101
NON-CURRENT ASSETS			
Available-for-sale financial asset	1,429	1,429	1,429
Property, plant and equipment	10,866	7,053	8,106
Exploration and evaluation expenditure	8,412,205	7,682,700	14,534
TOTAL NON-CURRENT ASSETS	8,424,500	7,691,182	24,069
TOTAL ASSETS	8,903,851	9,474,486	104,170
CURRENT LIABILITIES			
Trade and other payables	543,077	861,382	467,925
Borrowings	363,962	385,962	315,550
TOTAL CURRENT LIABILITIES	907,039	1,247,344	783,475
TOTAL LIABILITIES	907,039	1,247,344	783,475
NET ASSETS	7,996,812	8,227,142	(679,305)
EQUITY			
Issued capital	66,639,023	66,009,823	55,725,782
Reserves	-	-	1,214,150
Accumulated losses	(58,642,211)	(57,782,681)	(57,619,237)
TOTAL EQUITY	7,996,812	8,227,142	(679,305)

Source: Torian's audited financial statements for the years ended 31 December 2014 and 2015 and reviewed financial statements for the half year ended 30 June 2016.

6.4 Historical Balance Sheet (continued)

The Company's auditor issued a modified audit report for the year ended 31 December 2014, an unmodified audit report for the year ended 31 December 2015 and an unmodified review report for the 6 months ended 30 June 2016

We have not undertaken a review of Torian's unaudited financial statements in accordance with Australian Auditing and Assurance Standard 2405 'Review of Historical Financial Information' and do not express an opinion on this financial information. We have performed procedures to provide us with sufficient comfort that there are reasonable grounds to include unaudited 30 June 2016 financial information in our Report. Nothing has come to our attention as a result of our procedures that would suggest the financial information within the unaudited financial statements has not been prepared on a reasonable basis.

We note the following in relation to Torian's recent financial position:

- Cash and cash equivalents decreased from \$1.5 million as at 31 December 2015 to \$350,226 as at 30 June 2016, largely attributable to expenditure on exploration activities.
- Capitalised exploration and evaluation expenditure increased significantly in the 31 December 2015 year due to acquisitions of interests in gold projects including the acquisition of a number of projects from Cascade in March 2015.
- Subsequent to 30 June 2016 Torian completed a placement to sophisticated and professional investors raising \$3.5 million cash.

6.5 Historical Statement of Comprehensive Income

Statement of Comprehensive Income	Reviewed for half year ended 30 June 2016 \$	Audited year ended 31 Dec 2015 \$	Audited year ended 31 Dec 2014 \$
Sales revenue	-	-	-
Other revenue	104,380	151,720	172,574
Total revenue	104,380	151,720	172,574
Advertising and marketing expenses	(50,745)	-	-
Depreciation expense	(4,342)	(8,647)	(9,505)
Impairment expense	-	(14,534)	(112,874)
Employee benefit expense	(238,014)	(184,012)	-
Due diligence and professional services	(237,030)	(603,682)	(472,100)
Finance costs	(4,217)	(8,187)	(29,164)
Exploration expenditure	(157,774)	(149,126)	23,301
Other expenses	(271,788)	(561,127)	(155,701)
Loss before income tax expense	(859,530)	(1,377,595)	(583,489)
Income tax expense	-	-	-
Loss for the period	(859,530)	(1,377,595)	(583,489)
Other comprehensive income	-	-	-
Other comprehensive loss for the period	(859,530)	(1,377,595)	(583,489)

Source: Torian's audited financial statements for the years ended 31 December 2014 and 2015 and reviewed financial statements for the half year ended 30 June 2016.

6.5 Historical Statement of Comprehensive Income (continued)

We note the following in relation to Torian's recent financial performance;

- The significant due diligence and professional services expense, particularly in 2014 and 2015 largely related to activities associated with acquisitions of interests in gold projects including the acquisitions of a number of projects from Cascade which were completed in March 2015.

6.6 Group Structure

The groups structure for Torian is as follows;

Entity	Equity Interest
Torian Resources Limited	Parent
Cluff Minerals (Australia) Pty Limited	100%
NSW Gold NL	100%
Torian Exploration Pty Ltd	100%

6.7 Capital Structure

Torian currently has 97,528,851 fully paid ordinary shares on issue. Details of the 10 largest shareholders as at 13 December 2016 are as follows;

Shareholder	Number of Ordinary Shares	% of Total Shares
1 R&R Venture Partners II LLC	5,716,485	5.86
2 Jemda Pty Ltd	3,634,172	3.72
3 Turkey Investments Pty Ltd	3,613,696	3.70
4 UBS Nominees Pty Ltd	3,585,000	3.67
5 Johns Corporation Pty Ltd <Johns Family a/c>	2,958,204	3.03
6 Doberotto Pty Limited <Jason Super Fund a/c>	2,208,246	2.26
7 Cityscape Asset Pty Ltd <Cityscape Family a/c>	2,200,000	2.25
8 Asia Insurance Holdings Pte Ltd	1,979,797	2.03
9 Katsun Financial Pty Ltd	1,947,022	1.99
10 Morgan Stanley Australia Securities (Nominee) Pty Limited <No 1 Account>	1,751,396	1.79

Source: Torian's Share register

7. VALUATION APPROACH ADOPTED

There are a number of methodologies which can be used to value a business or shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('FME')
- Discounted cash flow ('DCF')
- Quoted market price basis ('QMP')
- Net asset value ('NAV')

A summary of each of these methodologies is outlined in Appendix B.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information.

In assessing whether the Offer is fair for shareholders of Cascade, we have assessed the Offer as follows:

- A comparison between the value of Cascade shares on a control basis prior to the Offer and the value of the consideration offered on a minority basis, being 1 Torian share for every 1 Cascade share held.

7.1 Valuation of Cascade shares prior to the Offer

In our assessment of the value of Cascade shares prior to the Offer we have chosen to employ the methodology NAV as our primary approach.

We have chosen this methodology for the following reasons:

- As Cascade is an exploration and pre-development company, the core value of Cascade is in the exploration and development assets it holds. We have instructed AL Maynard & Associates ("AM&A") to act as independent specialist and provide an independent market valuation of the Company's mineral assets in accordance with the Australian Code for Public Reporting of technical Assessments and Valuations of Minerals Assets ('the Valmin Code 2015') and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('JORC Code 2012'). AM&A's full report may be found in Appendix E. We have considered this in the context of Cascade's other assets and liabilities on a NAV basis;
- The QMP basis is not a relevant methodology to consider as Cascade's shares are not listed on the ASX. This means there is not a regulated and observable market where Cascade's shares can be traded.
- Cascade does not generate regular trading income. Therefore there are no historic profits that could be used to represent future earnings. This means that the FME valuation approach is not appropriate;
- Cascade has no foreseeable future net cash inflows and therefore the application of the DCF valuation approach is not appropriate. Under RG111, it is considered that it is only appropriate to use DCF to value a mining asset where we have reasonable grounds to do so.

7.2 Valuation of a Torian share following the Offer

When assessing non-cash consideration in control transactions, RG 111.31 suggests that a comparison should be made between the value of the securities being offered as consideration (allowing for a minority discount) and the value of the target entity's securities, assuming 100% of the securities are available for sale (i.e. on a control basis). This comparison reflects the fact that:

- a) the acquirer is obtaining or increasing control of the target; and
- b) the security holders in the target will be receiving scrip constituting minority interests in the combined entity.

In our assessment of the value of an Torian share following the Offer, we have adopted the Sum-of-Parts methodology.

We have employed the Sum-of-Parts methodology in estimating the fair market value of the Merged Entity, by aggregating the estimated fair market values of its underlying assets and liabilities, having consideration to:

- The value of the Zuleika Project and surrounding exploration ground at the Zuleika Gold Project;
- The value of the other assets and liabilities of Cascade;
- The value of Torian. In our valuation of Torian, we have considered the NAV methodology as the value of net assets on a going concern basis is usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life; and
- The number of shares on issue following the Offer which will include the issue of one new Torian shares for every one Cascade share that Torian does not already own.

A minority discount is applied to the NAV to arrive at the value of a Torian share following the Offer to be used in our assessment of fairness.

8. VALUATION OF CASCADE PRIOR TO THE OFFER

8.1 Net Asset Valuation of Cascade

The value of Cascade's assets on a going concern basis is reflected in our valuation below:

Statement of Financial Position	Note	As at 30 June 2016 \$	Low value \$	Preferred value \$	High value \$
CURRENT ASSETS					
Cash and cash equivalents		53,730	53,730	53,730	53,730
Trade and other receivables		162,223	162,223	162,223	162,223
TOTAL CURRENT ASSETS		215,953	215,953	215,953	215,953
NON-CURRENT ASSETS					
Loan to Torian		281,128	281,128	281,128	281,128
Shares held in Torian	1	5,181,818	-	-	-
Property, plant and equipment		1,270	1,270	1,270	1,270
Exploration and evaluation expenditure	2	-	2,000,000	13,000,000	48,000,000
TOTAL NON-CURRENT ASSETS		5,464,216	2,282,398	13,282,398	48,282,398
TOTAL ASSETS		5,680,169	2,498,351	13,498,351	48,498,351
CURRENT LIABILITIES					
Trade and other payables		1,113,173	427,851	427,851	427,851
TOTAL CURRENT LIABILITIES		1,113,173	427,851	427,851	427,851
NON-CURRENT LIABILITIES					
Loans from related parties		129,146	195,920	195,920	195,920
TOTAL NON-CURRENT LIABILITIES		129,146	195,920	195,920	195,920
TOTAL LIABILITIES		1,242,319	623,771	623,771	623,771
NET ASSETS		4,437,850	1,874,580	12,874,580	47,874,580
Number of shares		50,870,133			
Value per share (\$)			.037	.25	.94

Source: MSPCS analysis

The Statement of Financial Position has been extracted from the audited financial statements of Cascade at 30 June 2016. We have been advised that there has not been a significant change in the net assets of Cascade since 30 June 2016. The table above indicates the net asset value of a Cascade share is between \$0.037 and \$0.94.

The following adjustments were made to the net assets of Cascade as at 30 June 2016 in arriving at our valuation.

8.1 Net Asset Valuation of Cascade (continued)

Note 1: Valuation of Shares Held in Torian

The shares held in Torian, for distribution to shareholders, are recorded at their value as of acquisition date, subject to subsequent impairment adjustments.

On 7 December 2016 the shares were distributed to Cascade shareholders by way of an in-specie distribution which was approved by shareholders. Accordingly, they have been removed from our valuation calculations.

Note 2: Valuation of Cascade's mineral assets

We instructed AM&A to provide an independent market valuation of Cascade's mineral assets, including the Zuleika Gold Project. AM&A considered a number of different valuation methods when valuing the mineral assets of Cascade. AM&A applied a form of the Yardstick methodology applicable to potential insitu mineralisation at the projects when forming an opinion on the value of Cascade's mineral assets. We consider this method to be appropriate given the pre-feasibility stage of development for Cascade's mineral assets.

AM&A's Independent Technical Specialist's Report is attached as Appendix E.

The range of values for Cascade's mineral assets as valued by AM&A is set out below:

Cascade Mineral Asset Valuation	Low value A\$	Preferred value A\$	High value A\$
Total mineral assets	2,000,000	13,000,000	48,000,000

The table above indicates a range of values for the mineral assets between A\$2 million and A\$48 million, with a preferred value of A\$13 million.

Whilst Torian has the right to earn a 49% interest in the Zuleika Gold Project, under the terms of the Joint Venture Agreement, as at the date of our Report we have attributed 87.75% of the value ascribed by AM&A to Cascade, which represents Cascade's current beneficial interest in the Project.

We recognise that Torian will only earn its 49% upon the satisfactory completion of its expenditure obligations. It is not possible to determine what the value of the Zuleika Gold Project will be at that time. As such we consider it appropriate to use AM&A's current valuation of the Project in our assessment.

8.2 Control Premium

Whilst Torian may not obtain 100% of Cascade, RG 111 states that the expert should calculate the value of a target's shares as if 100% control were being obtained. RG 111.13 states that the expert can then consider an acquirer's practical level of control when considering reasonableness. Reasonableness has been considered in Section 11.

In using the NAV method to value a Cascade share implies a premium for control has already been factored into the share value.

Therefore, our calculation of the fair market value of a Cascade share has been prepared on a control basis.

8.3 Assessment of Cascade Value including control premium

Based on Cascade's NAV share price results in the following share value including a premium for control:

	Low \$	Preferred \$	High \$
Share valuation including a premium for control	0.037	0.25	0.94

Source: MSPCS analysis

Therefore, our valuation of a Cascade share based on the quoted market price method and including a premium for control is between \$0.037 and \$0.94, with a preferred value of \$0.25.

9. VALUATION OF TORIAN FOLLOWING THE OFFER

9.1 Valuation of Torian following the Offer (the Merged Entity)

	Note	Low valuation \$	Preferred valuation \$	High valuation \$
Value of the merged entity following the Offer				
Net assets of Cascade prior to the Offer		1,874,580	12,874,580	47,874,580
Net assets of Torian prior to the Offer		7,996,812	7,996,812	7,996,812
Add: Impact of Torian placement in July 2016		2,000,000	2,000,000	2,000,000
Adjustment: values of Torian mineral assets	a	(6,412,205)	3,587,795	31,587,795
Value of Torian following the Offer (control basis)		5,459,187	26,459,187	89,459,187
Discount for minority interest	b	23%	20%	17%
Value of Torian following the Offer (minority basis)		4,203,574	21,167,349	74,251,125
Number of shares on issue	c	148,399,184	148,399,184	148,399,184
Value per share (\$)		0.028	0.14	0.50

The table above indicates the net asset value of an Torian share following the Offer is between \$0.028 and \$0.50.

The following adjustments were made to the net assets of Torian following the Offer in arriving at our valuation.

(a) Values of Torian mineral assets and funding of Buy in to Zuleika Project

The book value of Torian's mineral assets were replaced with the market value of those assets as assessed by AM&A, applying a form of the Yardstick method applicable to potential insitu mineralisation at the projects, resulting in the adjustments reflected above.

As at the date of the Target's Statement, Torian has met the initial exploration expenditure commitment in relation to the Zuleika Project. That is, Torian has spent \$1.25 million out of a total of \$5 million.

In order to earn its 49% interest in the Zuleika Gold Project, Torian will have to incur an additional \$3.75 million.

We have not made any adjustments for the outstanding exploration expenditure commitments of \$3.75 million that Torian will need to incur in order to earn a 49% interest in the Zuleika Gold Project i.e. we have taken Torian's interest as it currently stands at 12.25%.

9.1 Valuation of Torian following the Offer (the Merged Entity) (continued)

(b) Minority discount

The net asset value of a Torian share following the Offer is reflective of a controlling interest. This suggests that the acquirer obtains an interest in the company which allows them to have an individual influence in the operations and value of the company. Therefore, if the Offer is accepted, the current Shareholders of Cascade are likely to become minority interest shareholders in Torian, meaning that Shareholders' individual holding will not be considered significant enough to have an individual influence in the operations and value of the Company.

Therefore, we have adjusted our valuation of Torian share following the Offer to reflect a minority interest holding. A minority interest discount is the inverse of a premium for control and is calculated using the formula $1 - [1 / (1 + \text{control premium})]$. As noted below, we consider an appropriate control premium for Cascade, and Torian following the Offer, to be in the range of 20% to 30%, which equates to a minority discount in the range of 17% to 23%.

We have reviewed the control premiums paid in recent years by acquirers of gold companies listed on the ASX. We have summarised our findings below:

There is significant variability in control premiums paid which are effected by such factors as:

- Nature and magnitude of non-operating assets;
- Quality of management;
- Nature and magnitude of business opportunities/assets not currently being exploited;
- Ability to integrate the acquiree into the acquirer's business;
- Level of pre-announcement speculation of the transaction;
- Level of liquidity in the trade of the acquiree's securities.
- The stage in the economic cycle

The long term average control premium paid by acquirers of gold mining companies listed on the ASX in recent years is approximately 35%, after excluding transactions where the announced control premium was abnormally high or low, so as to remove the effects of specific transactions with perhaps unique circumstances attributable to them.

In determining a control premium range most appropriate for Cascade, we reviewed control transactions of a similar nature and scale. We considered this to be an appropriate approach, noting that observed control premiums are generally most influenced by factors such as the size of the deal, whether the consideration is cash or scrip and the nature of the acquiree's assets.

Based on the above analysis, we believe that an appropriate control premium to apply in our valuation of Cascade shares is between 20% and 30%. We consider a slighter lower control premium to be appropriate as Torian already has an existing right to earn up to a 49% interest in the Zuleika Gold Project (being the most significant asset of Cascade) and given the relatively small size of the acquisition.

9.1 Valuation of Torian following the Offer (the Merged Entity) (continued)

(c) Number of shares

We have adjusted the number of shares on issue to reflect the number of new Torian shares to be issued, assuming full acceptance of the Offer.

	Number of shares
Number of Cascade shares outstanding as at the date of our Report	50,870,333
Less: Number of Cascade shares held by Torian	-
Total number of Cascade shares not owned by Torian	50,870,333
New Torian shares to be issued to Cascade shareholders	50,870,333
Total number of Torian shares on issue as at the date of our Report	97,528,851
Total number of Torian shares on issue following the Offer	148,399,184

9.2 Net asset valuation of Torian

The value of Torian's assets on a going concern basis is reflected in our valuation below:

Statement of Financial Position	As at 30 June 2016 \$	Low value \$	Preferred value \$	High value \$
CURRENT ASSETS				
Cash and cash equivalents	350,226	2,350,226	2,350,226	2,350,226
Trade and other receivables	129,125	129,125	129,125	129,125
TOTAL CURRENT ASSETS	479,351	2,479,351	2,479,351	2,479,351
NON-CURRENT ASSETS				
Available for Sale financial asset	1,429	1,429	1,429	1,429
Property, plant and equipment	10,866	10,866	10,866	10,866
Exploration and evaluation expenditure	8,412,205	2,000,000	12,000,000	40,000,000
TOTAL NON-CURRENT ASSETS	8,424,500	2,012,295	12,012,295	40,012,295
TOTAL ASSETS	8,903,851	4,491,646	14,491,646	42,491,646
CURRENT LIABILITIES				
Trade and other payables	543,077	543,077	543,077	543,077
Borrowings	363,962	363,962	363,962	363,962
TOTAL CURRENT LIABILITIES	907,039	907,039	907,039	907,039
TOTAL LIABILITIES	907,039	907,039	907,039	907,039
NET ASSETS	7,996,812	3,584,607	13,584,607	41,584,607

The Statement of Financial position has been extracted from the audited financial statements of Torian as at 30 June 2016. We have been advised that there has not been a significant change in the net assets of Torian since 30 June 2016 (other than a share placement made in July 2016).

The following adjustments were made to the net assets of Torian as at 30 June 2016 in arriving at our valuation.

9.2 Valuation of Torian following the Offer (the Merged Entity) (continued)

(a) Share Placement in July 2016

We have added to the value of Torian's net assets \$2,000,000, being the net cash increment remaining as at the end of the September 2016 quarter, from the \$3,500,000 raised from a share placement in July 2016 in order to better reflect the current value of Torian's net assets.

(b) Exploration and evaluation expenditure

Exploration and evaluation expenditure of \$8,412,205 represents the book value of expenditure incurred by Torian in relation to its mineral assets to 30 June 2016.

As discussed in section 8.1 we consider it appropriate to use AM&A's current valuation of the mineral assets in replacement of the book value of \$8,412,205.

9.3 Value of the consideration

The consideration offered to Cascade shareholders is one new Torian shares for every one Cascade share held. As set out below, the value of consideration per one Cascade share is between \$0.036 and \$0.51, with a preferred value of \$0.15.

	Ref	Low \$	Preferred \$	High \$
Assessed value of one Torian share	9.1	0.028	0.14	0.50
Value of the consideration per Cascade share	9.1	0.028	0.14	0.50

10. ASSESSMENT OF FAIRNESS

The value of the Offer consideration per share compared to the value of a Cascade share is shown below:

	Ref	Low \$	Preferred \$	High \$
Assessed value of a Cascade share prior to the Offer	8.1	0.037	0.25	0.94
Value of consideration offered per share	9.1	0.028	0.14	0.50

Given the value ranges are very significant we consider greater emphasis should be placed on the preferred value when comparing the consideration offered with the assessed value of a Cascade share prior to the offer.

We note from the table above that the value of a Cascade share prior to the Offer is significantly greater than the value of consideration offered per share (although the differential narrows at the lower end of the value range), being one new Torian shares for every one Cascade share that Torian does not already own. Therefore, we consider that the Offer is not fair.

11. ASSESSMENT OF REASONABLENESS

11.1 Alternative Proposal

We are unaware of any alternative proposal that might offer the Shareholders of Cascade a premium over the value ascribed to, resulting from the Offer. Given that Torian has the right to earn up to a 49% interest in the Zuleika Gold Project upon meeting the exploration expenditure commitments, we consider it unlikely that an offer will be received from an alternative bidder.

If the Offer is not successful, the only likely party to present an alternative, or superior, offer at a future date would be Torian.

11.2 Practical Level of Control

The Offer is subject to a minimum acceptance level of 90%. If the Offer is successful, and this condition is not waived, Torian will hold between 90% and 100% of the issued capital in Cascade.

Cascade shareholders will hold a maximum of approximately 37.24% (on a diluted basis) of the issued capital of Torian (based on 100% acceptance).

11.3 Consequences of not Accepting the Offer

The minimum acceptance condition

The Offer is subject to a minimum acceptance condition of 90%. If 90% acceptance is reached, and Torian acquire at least 75% (by number) of the Cascade shares it is offering to acquire under the Offer, Torian will be entitled under section 661A of the Corporations Act to compulsorily acquire any Cascade shares not accepted under the Offer. Torian has indicated in its Bidder's Statement that it intends to proceed with compulsory acquisition if the minimum acceptance is met.

If compulsory acquisition occurs, Cascade Shareholders, who do not accept the Offer will be paid their consideration later than the Cascade Shareholders who accept the Offer and Torian has not stated in its Bidder's Statement the cash sum it would propose for any compulsory acquisition of the Cascade shares or Cascade options.

11.4 Advantages of Accepting the Offer

We have considered the following advantages when assessing whether the Offer is reasonable.

Advantage	Description												
Comparing the value of a Cascade share on a minority basis with the consideration offered would reduce the gap between the assessed value of a Cascade share and the Offer consideration, but would still result in the Offer being not fair, if that approach was able to be adopted in our fairness assessment	<p>Torian currently holds no relevant interest in Cascade and has the right to earn up to a 49% interest in the Zuleika Gold Project via a Joint Venture Agreement it executed with Cascade in April 2015.</p> <p>If we were to compare the value of Cascade on a minority basis with the value of consideration offered on a minority basis, it would reduce the gap between assessed values (more so at the lower end of the value range) prior to and following the Offer as set out below.</p>												
	<table><tr><th></th><th>Low \$</th><th>Preferred \$</th><th>High \$</th></tr><tr><td>Value of Cascade shares on a minority basis</td><td>0.028</td><td>0.20</td><td>0.78</td></tr><tr><td>Value of consideration offered per share</td><td>0.028</td><td>0.14</td><td>0.50</td></tr></table>		Low \$	Preferred \$	High \$	Value of Cascade shares on a minority basis	0.028	0.20	0.78	Value of consideration offered per share	0.028	0.14	0.50
	Low \$	Preferred \$	High \$										
Value of Cascade shares on a minority basis	0.028	0.20	0.78										
Value of consideration offered per share	0.028	0.14	0.50										
Torian and Cascade are a good fit	<p>Torian and Cascade are a good fit given the existing joint venture asset, their other adjoining assets (such as Bardoc), the close proximity of their other assets and complimentary management expertise.</p> <p>The proposed merger will give the combined entity greater operating scale, improve the depth and experience of management and will expose the shareholders of Cascade to a number of additional gold projects with the potential to accelerate project development and value-add to growth opportunities that are typically available to a larger company.</p>												
100% ownership of the Zuleika Project under one entity and one management team will simplify project funding and improve market attraction	<p>The merged entity will result in 100% project ownership under one entity and one management team. This should lead to improved funding options as development financing will be easier to source under the merged entity and on more attractive terms.</p> <p>The merged entity should also see a re-rating due to management credibility and the improved ability to finance the Zuleika Gold Project through to development.</p> <p>In addition, the Merged Entity should have broader equity market attraction resulting from scale, liquidity and simplified ownership.</p>												
Cascade shareholders will benefit from a stronger board and management team who will manage the Zuleika Project through to production	<p>Torian’s management team has a proven track record of exploration success, with the ability to make discoveries and accelerate their development cost effectively.</p> <p>Therefore, if the Offer is successful the Zuleika Gold Project will be managed by a well credentialed management team, with the necessary experience and proven success in the commercial development of a number of gold projects.</p>												

11.4 Advantages of Accepting the Offer (continued)

Advantage	Description
Cascade shareholders will gain exposure to Torian's complimentary gold projects and benefit from its position, post completion of the acquisition, as a significant player in the Goldfield Region	<p>Under the merged structure, Cascade shareholders will have exposure to a number of additional gold projects currently held by Torian.</p> <p>A number of the projects are located in close proximity to each other and all projects are located within 50 kilometres of key regional hubs</p> <p>As a significant player in the region Torian will be better placed to more efficiently use capital, to focus exploration effort and to raise capital for exploration, development and to fund other opportunities as they arise.</p>
Eliminates a key risk for Cascade of Torian walking away from the Joint Venture	<p>Accepting the Offer will eliminate the risk of Torian exiting the joint venture and Cascade losing the financial support of Torian as sole funder of exploration of the Zuleika Gold Project.</p> <p>Torian's interest is earned progressively, as set out in section 6.2, and as at the date of our Report Torian has met the initial exploration expenditure commitment. However, there still remains a risk that Torian may not advance the project further or walk away from the Joint Venture prior to funding the DFS for the development of the Zuleika Deposit to a bankable level.</p> <p>If Torian were to walk away from the Joint Venture it would also most likely limit Cascade's ability to access future development funding and market support as it is unlikely that another company would present as an alternative acquirer of Cascade.</p>
Shares can be traded on ASX	Cascade shareholders will receive shares in Torian which can be traded on ASX. At present Cascade shares can't be readily traded

11.5 Disadvantages of Accepting the Offer

If the Offer is approved, in our opinion, the potential disadvantages to Shareholders include those listed in the table below:

Disadvantage	Description
The Offer is not fair	As set out in Section 10, the Offer is not fair. RG 111 states that an offer can be reasonable even if it is not fair.
Dilution of existing Shareholders' interests	<p>In the event that the Offer is successful, existing shareholders will have their shareholding diluted from 100% to 34.28% on an undiluted basis, and to 37.24%, prior to Torian earning any interest in the Zuleika Gold Project.</p> <p>If Torian continues with the Joint Venture and earns its 49% interest, existing shareholders will have their shareholding diluted from an effective project interest of 51.0% to 17.0% on an undiluted basis, and from 51.0% to 19.0% on a diluted basis.</p>

12. SUMMARY AND CONCLUSION

We have considered the terms of the Offer as outlined in the body of our Report and have concluded that the Offer is not fair but reasonable to Shareholders.

In our opinion, the Offer is not fair because the value of a Cascade share prior to the Offer on a controlling basis is greater than the value of consideration offered; being one Torian shares, on a minority basis. However, we consider the Offer to be reasonable because the advantages of the Offer to Shareholders are, in our opinion, greater than the disadvantages.

In particular we consider that if the Offer is successful Shareholders will benefit from the experience of the management of Torian in developing gold prospects, a greater ability to raise funding for the Company's projects and by holding shares that can be readily traded on ASX.

Our opinion is based on economic, market and other conditions prevailing at the date of our report. These conditions can experience rapid change which can have a significant effect on values over a short period of time.

13. INDEPENDENCE

Moore Stephens Perth Corporate Services Pty Ltd is entitled to receive a fee of approximately \$15,000, excluding GST and reimbursement of out of pocket expenses. Except for this fee Moore Stephens Perth Corporate Services Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

Prior to accepting this engagement Moore Stephens Perth Corporate Services Pty Ltd has considered its independence with respect to Cascade and Torian and any of their respective associates with reference to RG 112, Independence of Expert's Reports. It is the opinion of Moore Stephens Perth Corporate Services Pty Ltd that it is independent of Cascade and Torian and their respective associates.

Moore Stephens Perth Corporate Services Pty Ltd and Moore Stephens Perth have not had at the date of this report any relationship which may impair their independence.

We have held discussions with management of Cascade regarding the information contained in this report. We did not change the methodology used in our assessment as a result of discussions and our independence has not been impaired in any way.

14. QUALIFICATIONS

Moore Stephens Perth Corporate Services Pty Ltd is a professional practice company, wholly owned by the Perth practice of Moore Stephens, Chartered Accountants. The firm is part of the National and International network of Moore Stephens independent firms, and provides a wide range of professional accounting and business advisory services.

Moore Stephens Perth Corporate Services Pty Ltd holds an Australian Financial Services License to provide financial product advice on securities to retail clients (by way of experts reports pursuant to the listing rules of the ASX and the Corporations Act) and its principals and owners are suitably professionally qualified, with substantial experience in professional practice.

The director responsible for the preparation and signing of this report is Mr Neil Pace who is a director of Moore Stephens Perth Corporate Services Pty Ltd and partner of Moore Stephens, Perth. Mr Pace has approximately 30 years' experience as a Chartered Accountant (Fellow) and has significant experience in the preparation of independent expert's reports, valuations and related advice.

At the date of this report neither Mr Pace nor any member or Director of Moore Stephens Perth Corporate Services Pty Ltd has any interest in the outcome of the Offer.

15. DISCLAIMERS AND CONSENTS

Moore Stephens Perth Corporate Services Pty Ltd has been requested to prepare this report, to be included in the Target's Statement which will be sent to Cascade's shareholders.

Moore Stephens Perth Corporate Services Pty Ltd consents to this report being included in the Target's Statement to be sent to shareholders of Cascade. This report or any reference thereto is not to be included in or attached to any other document, statement or letter without prior consent from Moore Stephens Perth Corporate Services Pty Ltd.

Moore Stephens Perth Corporate Services Pty Ltd has not conducted any form of audit or any verification of information provided to us and which we have relied upon in regard to Cascade or Torian, however we have no reason to believe that any of the information provided, is false or materially incorrect.

The statements and opinions provided in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

Neither Moore Stephens Perth Corporate Services Pty Ltd nor Mr Pace take any responsibility for nor have they authorised or caused the issue of any part of this report for any third party other than the shareholders of Cascade in the context of the scope and purpose defined in section 3 of this report.

With respect to taxation implications it is recommended that individual shareholders obtain their own taxation advice, in respect of the Offer, tailored to their own specific circumstances. The advice provided in this report does not constitute legal or taxation advice to shareholders of Cascade or any other party.

We have considered and relied upon independent valuations for mineral assets held by Cascade and Torian.

The valuer engaged for the mineral asset valuation, Al Maynard & Associates, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation is appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of our report and to append a copy to this report.

The statements and opinions expressed in this report are given in good faith and with reliance upon information generated both independently and internally and with regard to all of the circumstances pertaining to the Offer.

In regard to any projected financial information noted in this report, no member or director of Moore Stephens Perth Corporate Services Pty Ltd has had any involvement in the preparation of the projected financial information.

Furthermore we do not provide any opinion whatsoever as to any projected financial or other results prepared for Cascade or Torian and in particular do not provide any opinion as to whether or not any projected financial results referred to in the report will or will not be achieved.



Neil Pace - Director

Moore Stephens Perth Corporate Services Pty Ltd

APPENDIX A – SOURCE OF INFORMATION

In preparing this report we have had access to the following principal sources of information:

Draft Target and Bidders Statements on or about the date of this report

Takeover Bid Implementation Deed between Torian Resources Limited and Cascade Resources Limited.

Audited financial Statements of Cascade Resources Limited for the years ended 30 June 2014, 2015 and 2016.

Audited financial statements of Torian Resources Limited for the years ended 31 December 2015 and for the half year ended 30 June 2016.

Publicly available information in relation to Torian Resources Limited including ASX announcements.

Information in the public domain

The Zuleika Joint Venture Agreement

Share registry information for both Torian Resources Limited and Cascade Resources Limited

Independent Technical Specialists Report of Cascade Resources Limited's mineral assets date 21 December 2016 prepared by Al Maynard & Associates.

Discussions with directors and management of Cascade Resources Limited

Industry related publications, which are publicly available from Consensus forecast, the Reserve Bank of Australia, Bloomberg and other analysts.

APPENDIX B – VALUATION METHODOLOGIES

We have considered which valuation methodology is the most appropriate in light of all the circumstances and information available. We have considered the following valuation methodologies and approaches:

- Discounted cash flow methodology;
- Capitalisation of future maintainable earnings methodology;
- Net assets value method;
- Quoted market price methodology; and
- Market approach method (Comparable market transactions)

Valuation Methodologies and Approaches

Discounted Cash Flow Method

Discounted cash flow methods estimate fair market value by discounting a company's future cash flows to their net present value. These methods are appropriate where a forecast of future cash flows can be made with a reasonable degree of confidence. Discounted cash flow methods are commonly used to value early stage companies or projects with a finite life.

Capitalisation of Maintainable Earnings Method

The capitalisation of maintainable earnings method estimates "fair market value" or "enterprise value", by estimating a company's future maintainable earnings and dividing this by a market capitalisation rate. The capitalisation rate represents the return an investor would expect to earn from investing in the company which is commensurate with the individual risks associated with the business.

It is appropriate to apply the capitalisation of maintainable earnings method where there is an established and relatively stable level of earnings which is likely to be sustained into the foreseeable future.

The measure of earnings will need to be assessed and can include, net profit after taxes, (NPAT), earnings before interest and taxes (EBIT and earnings before interest, taxes, depreciation and amortisation (EBITDA).

The capitalisation of maintainable earnings method can also be considered a market based methodology as the appropriate capitalisation rate or 'earnings multiple' is based on evidence of market transactions involving comparable companies.

An extension of the capitalisation of maintainable earnings method involves the calculation of share value of an entity. This process involves the calculation of the enterprise value, which is then adjusted for the net tangible assets of the entity.

Net Assets Value Method (Orderly Realisation of Assets)

The net assets value method (assuming an orderly realisation of assets) estimates fair market value by determining the amount that would be distributed to shareholders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner.

Liquidation of assets - The Liquidation method is similar to the orderly realisation of asset method except the liquidation method assumes the assets are sold in a shorter time frame.

Net assets – The net assets method is based on the value of the assets of a business less certain liabilities at book values, adjusted to a market value.

The asset based approach, as a general rule, ignores the possibility that a company's value could exceed the realisable value of its assets as they ignore the value of intangible assets such as customer lists, management, supply arrangements, and goodwill.

The asset based approach is most appropriate when companies are not profitable, a significant proportion of assets are liquid, or for asset holding companies.

Cost Based Approach - The cost based approach involves determining the fair market value of an asset by deducting the accumulated depreciation from the asset's replacement cost at current prices.

Like the asset based approach, the cost based approach has a number of disadvantages, primarily that the cost of an asset does not necessarily reflect the assets ability to generate income. Accordingly this approach is only useful in limited circumstances, usually associated with intangible asset valuation.

Quoted Market Price Methodology

The method relies on the pricing benchmarks set by sale and purchase transactions in a fully informed market the ASX which is subject to continuous disclosure rules aimed at providing that market with the necessary information to make informed decisions to buy or to sell.

Consequently, this approach provides a "fair price", independently determined by a real market. However the question of a fair price for a particular transaction requires an assessment in the context of that transaction taken as a whole.

In taking a quoted market price based assessment of the consideration to both parties to the proposed transaction, the overall reasonableness and benefits to the non-participating shareholders must be carefully evaluated.

Market Approach Method

The market based approach estimates a company's fair market value by considering the market prices of transactions in its shares or the market value of comparable assets.

This includes, consideration of any recent genuine offers received by the target for an entire entity's business, or any business units or asset as a basis for the valuation of those business units or assets, or prices for recent sales of similar assets

APPENDIX C – ECONOMIC AND INDUSTRY INFORMATION

Economic analysis

Cascade and Torian are exploration companies with interests in projects located in the Kalgoorlie region of Western Australia. The companies have a gold focus, with global demand for gold closely linked to the health of the global economy and financial markets. In this section we have addressed the economic factors impacting Cascade and Torian.

Global

The global economy has continued to grow, albeit at a lower than average pace. Labour market conditions in the advanced economies have improved over the last year, but growth in global industrial production and trade remains subdued. Conditions have become challenging for a number of emerging market economies, while many advanced economies have improved over the past year but not at rates desired by their governments. Economic conditions in China have steadied recently, supported by growth in infrastructure and property construction, although medium term risks to growth remain.

Commodity prices have risen over recent months, following the very substantial declines over the past few years. The higher commodity prices have supported a rise in Australia's terms of trade, although they remain much lower than they have been in recent years.

Financial markets are functioning effectively. Funding costs for high quality borrowers remain low and, globally, monetary policy remains remarkably accommodative. Government bond yields have risen, but are still low by historical standards.

Australia

The Australian economy overall is continuing to grow at a moderate rate, despite considerable falls in business investment in recent years. The large decline in mining investment is being offset by growth in other areas, including residential construction, public demand and exports. Household consumption has been growing at a reasonable pace, but appears to have slowed a little recently. Measures of household and business sentiment remain above average.

The labour market has been mixed of late, however we have generally seen the continued expansion of employment over the last 12 months, although there have been recent signs of deterioration. Part time employment has been growing strongly whilst employment growth overall has slowed. The inflation rate remains quite low in Australia with underlying inflation continuing to run at about 1.5% pa. and given the low growth in labour costs and very low cost pressures, this is expected to continue for some time.

Low interest rates have been supporting domestic demand and the lower exchange rate since 2013 has been helping the traded sector. These factors have been assisting the economy to make the necessary adjustments, although an appreciating exchange rate could complicate this.

The outlook for output growth and inflation are little changed from those of three months ago. Over the next year the economy is expected to grow at close to its potential rate, before gradually strengthening. Inflation is expected to pick up gradually over the next two years.

Commodity prices have increased recently, however they are still much lower than that of a few years ago, with terms of trade remaining much lower than it has been in recent years. Prices tend to rely on demand, in particular from the Chinese industrial sector, along with the response to changes in supply.

Gold demand reached 1,290 tonnes in the first quarter of 2016, which is the second largest quarter on record with a 21% increase. This rise in demand was primarily driven by huge inflows into exchange traded funds. Prices have soared even further in recent times, increasing by approximately 5% on the day of the British decision to exit the European Union.

Australia (continued)

The financial markets have recently improved after experiencing high levels of volatility over the past six months. The uncertainty surrounding the global economic outlook and policy settings tend to have investors concerned. However, funding costs for borrowers remain low and monetary policy around the globe remains loose, thereby generally supporting asset values.

Credit is recording moderate growth overall. Low interest rates are acting to support borrowing, spending and domestic demand. In the housing market supervisory measures have strengthened lending standards and some lenders are taking a more cautious attitude to lending in certain segments. Turnover in the housing market and growth in lending for housing have slowed over the past year. The rate of increase in housing prices is also lower than it was a year ago, although prices in some markets have been rising briskly over recent months. Considerable supply of apartments is scheduled to come on stream over the next couple of years, particularly in the larger capital cities. Growth in rents is the slowest for some decades

Source: largely from recent statements by Reserve Bank Governor on monetary policy and MSPCS analysis.

Industry analysis

Cascade and Torian are exploration companies with their primary focus being a number of gold projects located in the Kalgoorlie region of Western Australia.

Gold

Gold is both a commodity and an international store of monetary value. Once mined, gold continues to exist indefinitely, often melted down and recycled to produce alternative or replacement products. This characteristic means that gold demand is supported by mine production, gold recycling and central bank selling.

Gold mine production was approximately 3,155 tonnes ('t') in 2015 and gold consumption was 4,252t. Demand for gold has consistently exceeded supply over the last 10 years, and the escalated level of economic and financial uncertainty during recent years has caused investors to move capital from risky assets to gold assets, which are perceived to be a good store of monetary value.

Until the late 1980's, South Africa produced approximately half of the total gold produced. More recently however, gold production has become geographically segmented with production dominated by China, Australia, Russia and the United States.

Gold Prices

The price of gold fluctuates on a daily basis depending on global demand and supply factors. The softening of gold prices from 2013 to 2015 is reflective of the recovery of global economic conditions. The value of gold peaked at US\$1,900 per ounce in September 2011. This peak was largely caused by the debt market crisis in Europe, but it was also driven by the Standard and Poor's downgrade of the US credit rating. This sent global stock markets tumbling and a flood of investors towards safer havens such as gold.

Prices contracted in December 2011 reaching a low of US\$1,545 per ounce followed by a recovery in 2012, reaching US\$1,790 per ounce on 4 October 2012. Gold prices were on a steady decline over 2013 and 2014. More recently, gold prices from January 2015 through to December 2015 have averaged US\$1,160 per ounce, ranging from a low of US\$1,051 per ounce on 17 December 2015 to a high of US\$1,302 per ounce on 22 January 2015. Since then, the gold price has benefited from global uncertainty, along with Britain's proposed exit from the European Union. This has seen the price of gold reach its highest levels in almost two years, with the price of gold peaking in early August 2016 at US\$1,361 per ounce. However, since then the price has weakened by about 17% closing at US\$1,135 per ounce on 16 December 2016.

According to Consensus Economics, gold prices are forecast to decrease slightly in the short to medium term, after having climbed 24% in the first half of this year. It is forecast that the gold price will remain steady in the long term to be approximately US\$1,255 per ounce by 2020.

Source: Bloomberg, Consensus Economics and MSPCS analysis

APPENDIX D - GLOSSARY

In this report, unless the context requires otherwise:

Term	Meaning
ASIC	Australian Securities and Investments Commission
Associated Shareholders	Shareholders and directors of both Torian Resources Limited and Cascade Resources Limited
ASX	Australian Securities Exchange or ASX Limited ACN 008 624 691
Business Day	has the meaning given in the Listing Rules
Torian	Torian Resources Limited
Cascade	Cascade Resources Limited
Income Tax Assessment Act	the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997
Listing Rules	the official listing rules of ASX and includes the business rules of ASX
Moore Stephens or MSPCS	Moore Stephens Perth Corporate Services Pty Ltd
Option	an option to subscribe for Cascade Shares
Register	the register of members of Cascade shareholders or option holders, as the case requires
The Offer	The off-market all scrip takeover offer by Torian Resource Limited for all the fully paid ordinary shares in Cascade Resources Limited, offering 1 new Torian share for every Cascade share on issue
The Bidder	Torian Resources Limited
The Target	Cascade Resources Limited

APPENDIX E – INDEPENDENT TECHNICAL REVIEW AND VALUATION BY AL MAYNARD & ASSOCIATES

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Australian & International Exploration & Evaluation of Mineral Properties

INDEPENDENT TECHNICAL VALUATION
OF THE
TORIAN & CASCADE PORTFOLIO OF PROJECTS

PREPARED FOR
RSM CORPORATE AUSTRALIA PTY LTD & MOORE
STEPHENS PERTH CORPORATE SERVICES PTY LTD

Author: Brian J. Varndell, BSc(Spec.Hons.), FAusIMM.
Peer Review: Allen J Maynard BAppSc(Geol), MAIG, MAusIMM
Company: Al Maynard & Associates Pty Ltd
Date: 21st December, 2016

EXECUTIVE SUMMARY

This Independent Technical Valuation Report (“ITV”) of the Torian Resources Limited (“Torian”) and Cascade Resources Ltd (“Cascade”) West Australian projects has been prepared by Al Maynard & Associates (“AM&A”) at the request of Mr Andrew J. Gilmour (Director) of RSM Corporate Australia Pty Ltd (“RSM”) and Mr Neil Pace (“Director”) of Moore Stephens Perth Corporate Services Pty Ltd (“MooreS”) for inclusion in their Independent Expert’s Reports (“IER”) in relation to a Proposal whereby Torian will acquire Cascade. The 296 tenements concerned include six Mining Lease Applications (“MLA”) which cover current granted ground and accordingly do not contribute to the approximate 458 km² covered in the Yilgarn Goldfields of Western Australia (Figure 1).

This report provides an independent technical valuation of the project as at 10th October, 2016. The AM&A report has been prepared in accordance with the guidelines of the Valuation of Mineral Assets and Mineral Securities for Independent Expert’s Reports (the “Valmin Code”) (2015) as adopted by the Australian Institute of Geoscientists (“AIG”) and the Australasian Institute of Mining and Metallurgy (“AusIMM”).

Torian and Cascade are parties to the Zuleika Joint Venture in which the companies have 122 tenements including one Exploration Licence (“EL”), three Mining Leases (“ML”), 97 Prospecting Licences (“PL”) and 21 Prospecting Lease Applications (“PLA”). Besides the Zuleika Joint Venture tenements Torian owns or holds the rights to 116 tenements including one Mining Lease (“ML”) and the rights to a further six MLAs, 72 Prospecting Licences (“PL”) and 37 Prospecting Lease Applications (“PLA”). Torian is an ASX Listed public company formed with its principal business being in mineral exploration and mining (Appendix 2). Cascade in turn, besides the tenure in the Zuleika Joint Venture, owns or has the right to acquire 100% of all its 58 tenements that includes two Mining Leases (“ML”), 26 Prospecting Licences (“PL”) and 30 Prospecting Licence Applications (“PLA”) as listed in Appendix 3 that are prospective for gold mineralisation. In addition as at the date of this report Cascade holds 28% of Torian’s shares.

The combined projects include a total of 296 tenements that comprise six MLs one EL 195 PLs and 88 PLAs with a further 6 MLAs covering some current PLs as separate mineral titles that collectively currently attract \$100,610 annual rent, \$86,312 annual rates and have a combined work commitment of \$1,274,600. The projects are located in the Eastern Goldfields where the key infrastructure elements of roads, railway, electricity and water supply are well developed.

This valuation appraises the projects using a form of the Yardstick Method applied to Exploration Target potential mineralisation, with suitable discounts, where there is sufficient geological information and in some other minor cases where mineralisation potential is less understood a figure of one year expenditure commitment has been applied.

Given the relevance of the assumptions and factors underlying the development and conceptual prospectivity for resources of the projects, AM&A has concluded that it is reasonable to rely on this data for the purposes of this report and the derivation of a current valuation is accordingly based on that information. AM&A has relied on the technical data supplied by Torian and accepted that data in reaching our conclusions, unless AM&A expressly states otherwise.

The summary of the valuation conclusions is presented in Table 7. This current valuation has used a form of the Yardstick method applied to potential insitu mineralisation at the projects. The Yardstick method was selected as the most appropriate method for valuation estimate purposes.

This Report concludes that the cash value of 100% of both the Torian & Cascade Projects in Western Australia at 10th October, 2016, is ascribed at \$25M from within the range of \$4M

to \$88 M. The resultant Torian value is accordingly ascribed at \$12 M from within the range of \$2 M to \$40 M and the Cascade component at \$13 M from within the range of \$2 M to \$48 M.

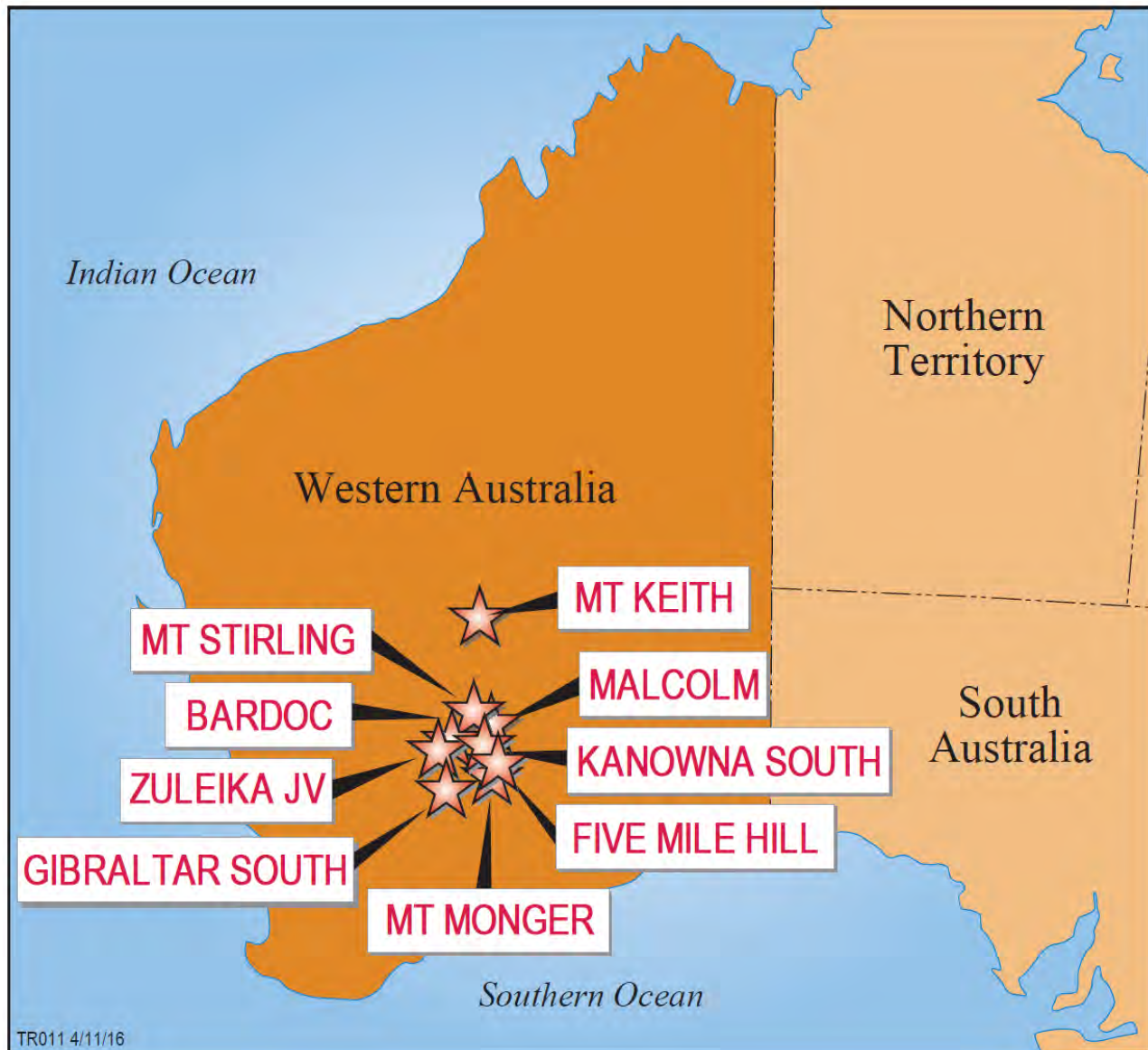


Figure 1: Torian Projects Location Plan.

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Australia

21st December, 2016

and

The Directors
Moore Stephens Perth Corporate Services Pty Ltd
Level 15, Exchange Tower, 2 The Esplanade, Perth,
WA, 6000
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Dear Sirs,

VALUATION OF THE TORIAN & CASCADE WESTERN AUSTRALIAN PROJECTS

1.0 Introduction

This Independent Technical Valuation Report ("ITV") of the Torian Resources Limited ("Torian") and Cascade Resources Ltd ("Cascade") West Australian projects has been prepared by Al Maynard & Associates ("AM&A") at the request of Mr Andrew J. Gilmour (Director) of RSM Corporate Australia Pty Ltd ("RSM") and Mr Neil Pace ("Director") of Moore Stephens Perth Corporate Services Pty Ltd ("MooreS") for inclusion in their Independent Experts' Reports ("IER") in relation to a Proposal whereby Torian will acquire Cascade. The tenements concerned cover approximately 436 km² in the Yilgarn Goldfields of Western Australia (Figure 1).

Torian is an ASX Publically Listed company formed with its principal business being mineral exploration and mining. Cascade in turn owns or has the right to acquire 100% of all of the 192 tenements listed in Appendix 3 that are prospective for gold mineralisation. In addition, as at 10 October 2016 Cascade holds 28% of the issued shares in Torian.

This report provides an independent technical valuation of the Projects as at 18th December, 2016. The AM&A report has been prepared in accordance with the guidelines of the Valuation of Mineral Assets and Mineral Securities for Independent Expert's Reports (the "Valmin Code") (2015) as adopted by the Australian Institute of Geoscientists ("AIG") and the Australasian Institute of Mining and Metallurgy ("AusIMM") and specifically:-

- ASIC Regulatory Guideline 42 - Independence of Experts' Reports ("RG 42");
- ASIC Regulatory Guideline Note 43 - Valuation Reports and Profit Forecasts ("RG 43");
- ASIC Regulatory Guideline 111 – Content of expert's Reports ("RG 111")
- ASIC Regulatory Guideline 112 – Independence of Experts ("RG 112"); and
- AusIMM's Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports ("the Valmin Code").

1.1 Scope and Limitations

This Report is valid as of 21st December, 2016 which is the date of the latest review of the data and technical information and there have been no material changes to this data or valuation since that date. The valuation can be expected to change over time having regard to political, economic, market and legal factors. The valuation can also vary due to the success or otherwise of any mineral exploration that is conducted either on the mineral assets concerned or by other explorers on prospects in the near environs. The valuation could also possibly be affected by the consideration of other exploration data from adjacent

licences with production history affecting the mineral assets which have not been made available to the writers.

In order to form an opinion as to the value of any mineral asset, it is necessary to make assumptions as to certain future events, which might include economic and political factors and the likelihood of exploration success. The writers have taken all reasonable care in formulating these assumptions to ensure that they are appropriate to the case. These assumptions are based on the writers' technical training and 40 years' experience in the exploration and mining industry. Whilst the opinions expressed represent the writers' professional opinion at the time of this Report, these opinions are not however, forecasts as it is never possible to predict accurately the many variable factors that need to be considered in forming an opinion as to the value of any mineral asset.

The information presented in this Report is based on technical reports provided by Torian supplemented by our own inquiries as to the reasonableness of the supplied data. At the request of AM&A, copies of relevant technical reports and agreements were readily made available. There is also information available in the public domain and relevant references are listed in Section 6.0 –References. A site visit was undertaken by Brian Varndell in October, 2012 to become familiar with the type of terrane covered by the tenements. Sufficient technical information has been also been provided to enable an informed opinion to be derived.

Torian will be invoiced a fee between \$15,000 to \$25,000+GST for the preparation of this Report. This fee comprises a normal, commercial daily rate plus expenses. Payment is not contingent on the results of this report. Except for these fees, neither the writer nor any family members nor Associates have any interest, nor the rights to any interest in Torian nor any interest in the mineral assets reported upon. Torian has confirmed in writing that all technical data known to it was made available to the writer. The working papers and models for this valuation are being kept in our files and would be available for further references.

The valuation presented in this Report is restricted to a statement of the fair value of the mineral asset package. The Valmin Code defines fair value as "The estimated amount of money, or the cash equivalent of some other consideration, for which, in the opinion of the Expert reached in accordance with the provisions of the Valmin Code, the mineral asset or security shall change hands on the Valuation date between a willing buyer and a willing seller in an arms' length transaction, wherein each party had acted knowledgeably, prudently and without compulsion".

It should be noted that in all cases, the fair valuation of the mineral assets presented is analogous with the concept of "valuation in use" commonly applied to other commercial valuations. This concept holds that the assets have a particular value only in the context of the usual business of the company as a going concern. This value will invariably be significantly higher than the disposal value, where there is not a willing seller. Disposal values for mineral assets may be a small fraction of going concern values.

In accordance with the Valmin Code, we have prepared the "Range of Values" as shown in Table 13, Section 14.3. Regarding the Project it is considered that sufficient geotechnical data has been provided from the reports covering the previous exploration of the relevant area to enable an understanding of the geology. This provides adequate information to enable an informed opinion as to the current value of the mineral assets. A site visit was not undertaken since the authors are familiar with the terrane types from the earlier visits to the goldfields areas and to other similar nearby environs over previous years for other clients.

1.2 Statement of Competence

This Report has been prepared by Allen J. Maynard and Brian J. Varndell. Maynard is the Principal of AM&A, a qualified geologist, a Member of the Australasian Institute of Mining &

Metallurgy (“AusIMM”) (No 104986) and a Member of the Australian Institute of Geoscientists (“AIG” #2062). He has had over 35 years of continuous experience in mineral exploration and evaluation and more than 30 years’ experience in mineral asset valuation. Brian J. Varndell BSc (SpecHonsGeol), FAusIMM (No 111022), is a geologist with over 40 years in the industry and 35 years in mineral asset valuation. The writers each hold the appropriate qualifications, experience and independence to qualify as an independent “Expert” and “Competent Person” under the definitions of the Valmin Code.

2.0 Valuation of the Mineral Assets – Methods and Guides

With due regard to the guidelines for assessment and valuation of mineral assets and mineral securities as adopted by the AusIMM Mineral Valuation Committee on 17th February, 1995 – the Valmin Code (updated 1999 & 2015). AM&A has derived the estimates listed below using the Yardstick method for the current technical value of the mineral assets as applied to the JORC Code (2004) compliant resources estimates declared for the Torian and Cascade Projects.

The ASIC publications “Regulatory Guides 111 & 112” have also been referred to and duly considered in relation to the valuation procedure. The subjective nature of the valuation task is kept as objective as possible by the application of the guideline criteria of a “fair value”. This is a value that an informed, willing, but not anxious, arms’ length purchaser will pay for a mineral (or other similar) asset in a transaction devoid of “forced sale” circumstances.

2.1 General Valuation Methods

The Valmin Code identifies various methods of valuing mineral assets, including:-

- Discounted cash flow,
- Joint Venture and farm-in terms for arms’ length transactions,
- Precedents from similar comparable asset sales/valuations,
- Multiples of exploration expenditure,
- Ratings systems related to perceived prospectivity,
- Real estate value and rule of thumb or yardstick approach.

2.2 Discounted Cash Flow/Net Present Value

This method provides an indication of the value of a mineral asset with identified reserves. It utilises an economic model based upon known resources, capital and operating costs, commodity prices and a discount for risk estimated to be inherent in the project.

Net present value (‘NPV’) is determined from discounted cash flow (‘DCF’) analysis where reasonable mining and processing parameters can be applied to an identified ore reserve. It is a process that allows perceived capital costs, operating costs, royalties, taxes and project financing requirements to be analysed in conjunction with a discount rate to reflect the perceived technical and financial risks and the depleting value of the mineral asset over time. The NPV method relies on reasonable estimates of capital requirements, mining and processing costs.

2.3 Joint Venture Terms

The terms of a proposed joint venture agreement may be used to provide a market value based upon the amount an incoming partner is prepared to spend to earn an interest in part or all of the mineral asset. This pre-supposes some form of subjectivity on the part of the incoming party when grass roots mineral assets are involved.

2.4 Similar or Comparable Transactions

When commercial transactions concerning mineral assets in similar circumstances have recently occurred, the market value precedent may be applied in part or in full to the mineral asset under consideration.

2.5 Multiple of Exploration Expenditure

The multiple of exploration expenditure method ('MEE') is used whereby a subjective factor (also called the prospectivity enhancement multiplier or 'PEM') is based on previous expenditure on a mineral asset with or without future committed exploration expenditure and is used to establish a base value from which the effectiveness of exploration can be assessed. Where exploration has produced documented positive results a MEE multiplier can be selected that take into account the valuer's judgment of the prospectivity of the mineral asset and the value of the database. PEMs can typically range between 'zero' to 3.0 and occasionally up to 5.0 where very favourable exploration results have been achieved, applied to previous exploration expenditure to derive a dollar value. Typical PEM Factors are shown in Table 1.

PEM Range	Criteria
0.1 – 0.5	Exploration (past and present) has downgraded the tenement prospectivity, no mineralisation identified
0.5 – 1.0	Exploration potential has been maintained (rather than enhanced) by past and present activity from regional mapping
1.0 – 1.3	Exploration has maintained, or slightly enhanced (but not downgraded) the prospectivity
1.3 – 1.5	Exploration has considerably increased the prospectivity (geological mapping, geochemical or geophysical)
1.5 – 2.0	Scout Drilling has identified interesting intersections of mineralisation
2.0 – 2.5	Detailed Drilling has defined targets with potential economic interest.
2.5 – 3.0	A resource has been defined at Inferred Resource Status, no feasibility study has been completed
3.0 – 4.0	Indicated Resources have been identified that are likely to form the basis of a prefeasibility study
4.0 – 5.0	Indicated and Measured Resources

Table 1: Typical PEM Factors.

2.6 Ratings System of Prospectivity (Kilburn)

The most readily accepted method of this type is the modified Kilburn Geological Engineering/Geoscience Method and is a rating method based on the basic acquisition cost ('BAC') of the mineral asset that applies incremental, fractional or integer ratings to a BAC cost with respect to various prospectivity factors to derive a value. Under the Kilburn method the valuer is required to systematically assess four key technical factors which enhance, downgrade or have no impact on the value of the mineral asset. The factors are then applied serially to the BAC of each mineral asset in order to derive a value for the mineral asset. The factors used are; off-property attributes on-property attributes, anomalies and geology. A fifth factor that may be applied is the current state of the market.

2.7 Empirical Methods (Yardstick – Real Estate)

The market value determinations may be made according to the independent expert's knowledge of the particular mineral asset. This can include a discount applied to values arrived at by considering conceptual target models for the area. The market value may also be rated in terms of a dollar value per unit area or dollar value per unit of resource in the ground. This includes the range of values that can be estimated for an exploration mineral asset based on current market prices for equivalent assets, existing or previous joint venture and sale agreements, the geological potential of the mineral assets, regarding possible potential resources, and the probability of present value being derived from individual recognised areas of mineralisation.

This method is termed a "Yardstick" or a "Real Estate" approach. Both methods are inherently subjective according to technical considerations and the informed opinion of the valuer.

2.8 General Comments

The aims of the various methods are to provide an independent opinion of a "fair value" for the mineral asset under consideration and to provide as much detail as possible of the manner in which the value is reached. It is necessarily subjective according to the degree of

risk perceived by the mineral asset valuer in addition to all other commercial considerations. Efforts to construct a transparent valuation using sophisticated financial models are still hindered by the nature of the original assumptions where no known resource exists and are not applicable to mineral assets without an identified resource or reserve.

The values derived for this Report have been concluded after taking into account the general geological environment for the mineral assets under consideration with respect to the exploration potential of each tenement.

2.9 Environmental implications

Information to date is that there are no identified existing material environmental liabilities on the mineral assets. Accordingly, no adjustment was made during this Report for environmental implications.

2.10 Indigenous Title Claims

No native style claims over the project area have been indicated to AM&A.

2.11 Commodities-Metal prices

Where appropriate, current metal prices are used sourced from the usual metal market publications or commodity price reviews (e.g. "Kitco.com" or "Alibaba").

2.12 Resource/Reserve Summary

There are no JORC Code (2012) compliant resource estimates (only JORC Code 2004) so Exploration Target potential mineralisation has been used for valuation purposes at most of the projects.

2.13 Previous Valuations

No previous valuations of the tenement package are known to the authors.

2.14 Encumbrances/Royalty

The Projects may be subject to government royalties as stipulated by the Government where currently applicable. Some projects are also subject to third party royalties.

No royalty payments are considered in this valuation as no mining is yet occurring.

3.0 Background Information

3.1 Introduction

This valuation has been provided by way of a detailed study of existing information and field data provided by Torian regarding operations completed at the project to date. Previous JORC Code (2012) compliant Indicated and Inferred resource estimates supplemented with Exploration Target potential mineralisation have been declared for the Project to date so AM&A used them to form the basis for this valuation using the Yardstick method.

3.2 Specific Valuation Methods

There are various methods acceptable for the valuation of a mineral prospect ranging from the most favoured DCF analysis of identified Proved & Probable Reserves to the more subjective rule-of-thumb assessment when no Reserves have yet been calculated but Resources may exist. These are discussed above in Section 2.0.

For the Torian and Cascade projects the Yardstick method has been applied to determine a value range as at 10th October, 2016 and a preferred or most likely value ascribed within that range.

3.3 Tenement Holding

Torian owns or has acquired rights to 116 tenements in Western Australia, with a further 122 tenements that are subject to the Zuleika Joint Venture arrangements with Cascade and the Company has provided the full tenement details to AM&A.

The status of the tenements has been verified pursuant to paragraphs 67 and 68 of the VALMIN Code. The tenements are believed to be in good standing at the date of this valuation as represented by Torian and Cascade. Torian is in the process of completing acquisition of all Cascade tenements within the project areas.

This Table is presented in Appendix 2.

The general configuration of the licences held by Torian and Cascade, are presented in Figures 2 and 3.

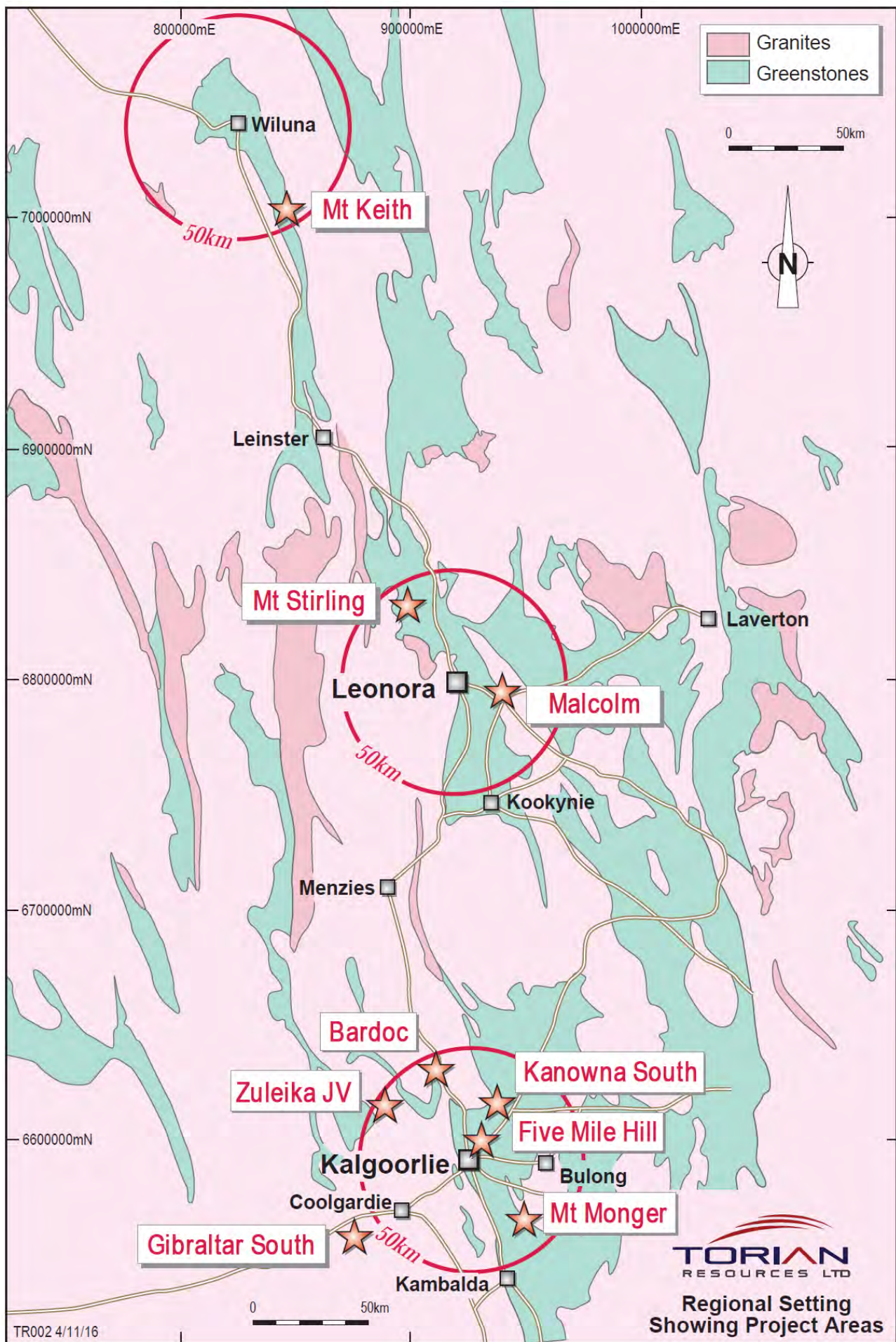


Figure 2: Torian and Cascade Project Areas.

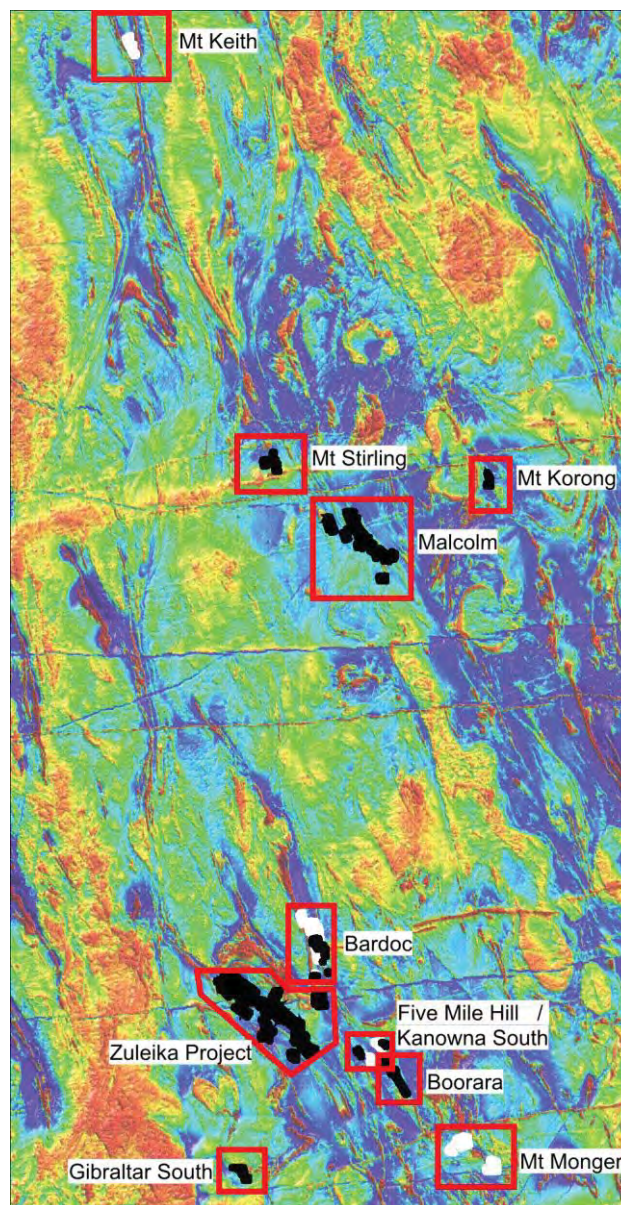


Figure 3: Torian and Cascade Project Areas draped over Magnetic Image.

4.0 General characteristics of the Torian and Cascade Projects, Western Australia

4.1 Introduction to Geological Setting

The Torian and Cascade project areas are located in the Eastern Goldfields Province of the Yilgarn Craton of Western Australia. Most of the rocks within the tenements are of Archaean age. Such ancient rocks host many of the earth's major gold, nickel and base metal deposits and have been dated at between 2.5-3.0Ga years old. The famous gold mines at Kalgoorlie which have produced over 70 Moz Au and the huge nickel sulphide deposits at Kambalda and Mt Keith are hosted by rocks of similar ages and origins.

The Archaean rocks of the Yilgarn Craton are broadly subdivided into granites and greenstones. The granites form large, coalescing, ovoid shaped regions up to several hundreds of kilometres in length and width, generally separated by narrow elongate Greenstone Belts composed of ancient volcanic rocks and sediments that have subsequently been deformed and metamorphosed by complex tectonic and mineralising events. Such events are believed to have been responsible for the formation of major gold, nickel and base-metal deposits in a wide variety of rock-types.

The Australian continental landmass is very ancient and as a result the majority of the rocks of the Western Australian Yilgarn Craton are deeply weathered and oxidised. As a consequence they are overlain by a variety of superficial sedimentary deposits often referred to as “cover”. As a result of this history, outcropping rocks of Archaean age within the Yilgarn Craton are not very common and usually only account for around 5-10% of the landforms of any particular region. In the past, the effect of these weathering processes has greatly hampered mineral exploration but even so, many world-class mineral deposits, particularly gold, have been discovered in the region, dating from as far back as the 1890s.

During the past 10-20 years, a number of modern exploration techniques have been developed to overcome the surface cover problem. These include geophysical methods such as aeromagnetic and electromagnetic surveys and more recently gravity measurements. Geochemical exploration techniques have also become more sensitive and reliable, such as the Mobile Metal Ion (“MMI”) technique. In addition, modern drilling methods have allowed areas that are obscured by regolith to be assessed more easily and economically by targeted exploration.

The large Yilgarn Craton constitutes the bulk of the Western Australian land mass and is surrounded by various sedimentary basins or Proterozoic fold and thrust belts.

Zircon grains from the Jack Hills, Narryer Terrane have been dated at ~4.27 Ga, with one detrital zircon dated as old as 4.4 Ga. The Craton appears to have been assembled between ~2.94 and 2.63 Ga by the accretion of a multitude of formerly present blocks or terranes of existing continental crust, most of which formed between 3.2 Ga and 2.8 Ga.

This accretion event is recorded by widespread granite and granodiorite intrusions, which comprise some 70% of the craton, the voluminous tholeiitic basalt and komatiite volcanism; regional metamorphism and deformation as well as the emplacement of the vast majority of the craton's endowment in gold mineralisation. These accretion events occurred in several phases, probably by accretion of continental fragments separated by pauses in subduction, with renewed activity occurring episodically.

The craton is primarily composed of approximately ~2.8 Ga granite-gneiss metamorphic terrain (the Southwestern Province and Western Gneiss Belt), and three granite-greenstone terrains of the NE Goldfields, Southern Cross and the greenschist metamorphic Murchison Province. Some Greenstone Belts and granites are as old as 3.1-2.9 Ga, and some are younger, at ~2.75-2.65 Ga. The craton forms one of the distinct physiographic provinces of the West Australian Shield physiographic division that also includes the Stirling-Mount Barren Block, Darling Hills, and Recherche Shelf sections.

The Archaean Norseman-Wiluna Greenstone Belt in the Eastern Goldfield Province contains most of Australia's lode gold deposits, including the famous Kalgoorlie Golden Mile that includes the Super Pit. These gold deposits are generally of large tonnage and are confined to the volcanic-intrusive-sedimentary sequences of the Greenstone Belts and not the granites. There is a pattern of gold distribution along the Archean Boulder-Lefroy shear zone. Intrusive komatiites also occur along the Norseman-Wiluna Greenstone Belt. A change from volcanic-dominated to plutonic-dominated magmatism occurred in the Norseman-Wiluna Greenstone Belt approximately 2.69–2.68 Ga and voluminous high-Ca granite intrusions occurred 2.67–2.66 Ga.

Much of the gold mineralisation was deposited between 2.65–2.63 Ga with much of this associated with strike-slip reactivation of both normal and reverse earlier faults. A slightly earlier gold event was associated with major extension during normal faulting and granite doming that resulted in the formation of late basins and the intrusion of mantle-derived magmas and associated syenites and mafic-type granites/porphyries.

The Yilgarn Craton is bound on all sides by younger terranes of various ages, but predominantly of Proterozoic age. The boundaries between the various flanking terranes provide considerable evidence of the post-Archaeon events which have involved the craton.

4.2 Location and Access

All of project areas are located relatively close to major bitumen highways with local access via gravel roads in a good condition. The project areas are within well developed Mineral Field in the Kalgoorlie and Mt Malcolm District of the NE Goldfields of WA. All projects have similar mining histories with projects that have benefitted from several mining booms during their lifetime.

The general Kalgoorlie to Leonora district has a long and rich gold mining history. The areas are well serviced regional centres for the mining, exploration and pastoral industries. The main towns currently support reasonably self-sustaining populations and all have their own sealed, all weather air-strips with regular flights to Perth.

Leonora is situated 832 km from Perth and 230 km north of Kalgoorlie. The sealed Great Eastern and Goldfields Highways provide excellent access into the region for road transport. A standard gauge railway line also services Leonora via Kalgoorlie and links it with the major mineral export port of Esperance as well as Perth and the eastern States.

The projects are located on the following GSWA 1:250,000 Geological Map Sheet SH series and the GSWA 1:100,000 Leonora Geological Map Sheets (3140) respectively:-

- Kalgoorlie - Kalgoorlie SH51-09, Kalgoorlie 3136,
- Mt Keith - Sir Samuel SH51-13, Mount Keith 3043,
- Bullabulling – Boorabbin SH51-13, Woolgangie 3035,
- Mt Korong - Laverton SH51-02, Laverton 3340,
- Bardoc/Zuleika on – Kalgoorlie SH51-09, Bardoc 3137 and
- Mount Monger - Widgiemooltha SH51-14, Lake Lefroy 3235.

Access into the project areas is via the sealed highways plus a number of graded gravel roads and tracks. Fair weather access using 4WD transport within the leases is reasonable utilising existing station, fence-line and exploration tracks. Some unsealed tracks can become impassable during the infrequent wet weather.

The climate is arid to semi-arid, with an average annual rainfall of only 250 mm. However, rainfall can vary widely from year to year, with droughts followed by very wet years, usually as a result of the spin-off from tropical cyclones and lows. The very low rainfall cannot support agriculture, but a substantial area of land is used for very low density grazing for sheep and cattle.

Five classes of vegetation are recognised in the district, viz: mulga woodlands, acacia and tea-tree scrub, grasslands with scattered trees, succulents and salt-lake communities. Variations in vegetation can generally be attributed to changes in regolith, bedrock and rainfall.

The Yilgarn craton is believed to have remained at or above sea level for a considerable length of time and some of the regolith is the oldest in the world, recording weathering events as early as the Cretaceous Period. This has been created by the generally subtropical latitudes and conditions of the area, with minimal to no glaciation and generally flat topographical relief resulting in comparatively minor erosion.

The regolith is extremely deeply weathered, in some areas completely converted to saprolite up to 100 m below surface. This is considered to have been produced during Cainozoic to

Palaeocene tropical conditions, as evidenced by mottled duricrust which records fossilised tree roots, some over 60 M years old. Previous weathering events have been recorded in magnetically remnant ferruginous laterite of a Jurassic age, at about 180 Ma.

The regolith impacts directly on the flora and fauna, as some of the soil is essentially fossilised. Much of the groundwater of the Yilgarn is hypersaline, with some being supersaturated in salt. This renders swathes of land barren, with significant salt lakes, and high saline water tables. The origin of this salt is thought to be from precipitation of sea salt carried over the Australian landmass for the past several dozen million years, and the high evaporation rate leaving the salt behind.

4.3 Regional Geological Setting.

All of the project areas are located in the Eastern Goldfields Province of the Yilgarn Craton of Western Australia. Most of the rocks within the tenements are of Archaean age. The Archaean rocks of the Yilgarn Craton are broadly subdivided into granites and greenstones. The granites form large, coalescing, ovoid shaped regions up to several hundreds of kilometres in length and width, generally separated by narrow elongate Greenstone Belts composed of ancient volcanic rocks and sediments that have subsequently been deformed and metamorphosed by complex tectonic and mineralising events. Such events are believed to have been responsible for the formation of major gold, nickel and base-metal deposits in a wide variety of rock-types.

In the Eastern Goldfields Province, several world-class “blind” ore-bodies have been discovered under alluvial cover during the past decade. These include the Wallaby gold deposit (7.1Moz Au), the Thunderbox gold discovery (2.1Moz Au) and the Cosmos nickel deposit (around 1Mt at 8% Ni).

Torian believes that the potential for further such discoveries in the region remains high and the Company has accordingly chosen project areas that reflect this philosophy.

4.4 Mineralisation

The Yilgarn Craton is Australia's premier mineral province. It attracts more than half of Australia's minerals exploration expenditure, and produces two thirds of all gold and most of the nickel mined in Australia. The craton contains some 30% of the world's known gold reserves, about 20% of the world's nickel reserves, 80% of the world's tantalum reserves, considerable iron deposits, copper, zinc and minor lead reserves. The craton contains significant platinum, vanadium and hard-rock titanium. Mining is conducted mostly in the Greenstone Belts around the major mining centres including Kalgoorlie, Kambalda, Norseman, Meekatharra and Wiluna, as well as minor centres such as Laverton, Leinster, Leonora and Southern Cross.

The Yilgarn Craton is host to around 30% of the world's economically recoverable reserves of gold.

Major gold deposits occur at Kalgoorlie, Kambalda, Mount Magnet, Boddington, Laverton and Wiluna, and are hosted in Greenstone Belts. These form linear belts of mafic, ultramafic and felsic volcanics, intercalated with sedimentary sequences, and have been deformed and metamorphosed. The mode of occurrence of the gold mineralisation tends to be small to medium-sized structurally controlled lodes, shears, and quartz veins. A key feature beneath many of the region's gold deposits are granite-cored domes at a range of scales. These provided an architecture that focussed fluid-metals into the upper crust's depositional sites. Signatures of the mantle are found in many large deposits, including melts from metasomatised mantle wedges as well as lamprophyres. Debate continues whether these mantle rocks were a fluid and/or metal source, or simply reflect a favourable pathway.

The Eastern Goldfields province includes the Leonora-Laverton region that is second only to the Kalgoorlie-Kambalda region in Western Australia for its number and size of economic gold and nickel deposits. Within an 80 km radius of the Leonora area, known gold endowment (including historic production), totals approximately 40 Moz with nine deposits containing in excess of 1 Moz Au; including two deposits in excess of 5 Moz. There are five operating gold treatment plants within the same area as well as the Glencore Ni-Co laterite mine and pressure acid leach processing plant at Murrin Murrin.

Gold mineralisation occurs within a variety of rock types and appears to be primarily controlled by tectonic features (faults and shear zones) rather than by lithological considerations. In contrast, both sulphide and lateritic nickel mineralisation are confined specifically to ultramafic rocks. Nickel sulphide deposits may be of the massive type (e.g. Cosmos and Rocky's Reward) or disseminated (such as Mt Keith and Agnew). The lateritic nickel deposits now being exploited by Glencore at Murrin Murrin are formed by the weathering and near-surface enrichment of ultramafic rocks into nickeliferous clays and silicates. Such deposits commonly grade 0.8 - 1.2% Ni and are usually cobalt-rich (0.06-0.10% Co). Recent deeper drilling has confirmed the existence of nickel and cobalt rich massive sulphides directly beneath these lateritic deposits.

Copper, zinc and silver deposits associated with felsic to intermediate volcanics and sediments have been exploited at several locations close to the Murrin Murrin deposit during the early 1900s. These were small but rich mines similar to the larger Teutonic Bore deposit, 55 km north of Leonora, mined by Seltrust/BP Minerals between 1978-1985 and the high grade Jaguar Zn-Cu-Ag deposit currently being mined underground by Independence Group (ASX: IGO).

4.5 Exploration Targets

The Torian exploration philosophy for its project areas is to initially gain an understanding of the structural controls which created the known mineral deposits of the region. Priority will be given to understanding the geological setting of the largest deposits in the region but it is considered that smaller, higher-grade gold and possibly nickel deposits could also be developed profitably and possibly more quickly.

A preliminary structural geological appraisal of the district has already been conducted and a number of high-quality targets identified that are not associated with historical workings or known mineral occurrences. These targets have been developed over many years by a combination of very detailed geological mapping and geophysical interpretation. Many of the major targets identified occur below cover in areas of deeply buried Archaean bedrock, for example along strike from Kundana. Most of these targets had very little or no exploration carried out over them to date, although they are often close to areas of previous investigation. From interpretation of aeromagnetic surveys, Torian has identified the major SMWL as a subtle tectonic lineament trending in a WNW direction through the district that is interpreted to have had a major controlling influence on gold mineralisation. The SMWL is a craton-scale aeromagnetic trend which links the rare earths-rich carbonatite at Mt Weld, south of Laverton to the historic high-grade gold deposits at Sandstone. Between Mt Weld and Sandstone, the Wallaby gold deposit (7.1Moz Au) and the historic Mt Morgans Gold Mine (1.5Moz Au) occur along this lineament, as do the smaller abandoned Jupiter and Mertondale open-cut gold mines. The Granny Smith Gold Mine also lies very close to this trend, as does the Bannockburn Gold Mine 60km NW of Leonora. This philosophy is applied to all major known shears in the Province since many project areas are associated with magnetic anomalies lying directly on lineaments.

Previous JORC (2004) compliant inferred resources are listed in the Table below. These Inferred Resources have been superseded at the Mt Stirling project by a significant (approximately 5,000m) RC drilling program and at the other projects by more extensive Exploration Target potential with a larger geographical footprint.

Note that an Exploration Target estimate is only conceptual in nature as it is estimated without sufficient verifiable accurate data for a reliable resource estimate and so it cannot be assumed that any part of an Exploration Target estimate will eventually be converted to a resource after further exploration.

JORC Code (2004) compliant resources exist within some of the Project areas, and these resources are listed in the Table 2.

Project	Prospect	JORC Category	Total Project Resource		
			Tonnes	g/t Au	Oz
Mt Stirling	Stirling	Inferred	259,750	2.44	20,400
	Mt Stirling Well	Inferred	41,250	8.54	11,327
Malcolm	Malcolm Dam	Inferred	48,000	3.72	5,750
Mt Keith	Mt Keith	Inferred	165,000	3.11	16,500
Total			514,000	3.27	53,977

Table 2: Previous JORC Code (2004) Inferred Resource Table.

The individual resources, parameters and other details used in these resources are described in Section 6 below.

The resource figures (which are listed at the beginning of this report) have been calculated using the following parameters:

- Only data from RC or diamond drilling has been used.
- Very little digital data has been found and most of the data has been located in printed reports. The data from the reports has been entered directly into a digital data base from drill logs, assay sheets, cross-sections, underground plans and collar files.
- Where more than one Au assay was recorded, only the first Au assay was used (rather than repeats or duplicates).
- Wireframes (using Micromine software) were digitised from interpreted cross-sections.
- Data from old workings was digitised from old mine plans and cross-sections, and volumes removed from the mineralised wireframes.
- SG's were assumed as very little data was available. The SG's used were either 2.0 or 2.2, depending upon the weathering profile.
- No "top cuts" were applied due to the lack of statistical information.
- Maximum extrapolation from drill holes was 25 metres although mineralisation was omitted from the wireframes if it lacked continuity.
- All resources estimates are JORC (2004) compliant and all are in the "Inferred" category.

5.0 Mt Keith Project

5.1 Introduction

The Mt Keith Project consists of two granted MLs, M53/490 and 491, under an option to purchase to Cascade, and covering 12.09 km² with both leases granted on 11th June 2004. Several significant deposits and operating mines occur in the area, with BHP Billiton's Mt Keith nickel mine approximately 5 km to the south of the project and the +1 Moz Wiluna gold deposits to the north. Several other significant gold and nickel deposits occur within 100 km of the project, such as the Cosmos Nickel Mine and the closed Thunderbox gold mine.

The Mt Keith Project occurs in a belt with a significant previous production history of gold and nickel. The project contains the historic Barton's Reward, Waldecks, Comtesse and Kerry's Find gold mines. In addition a number of zones have been outlined to contain significant deposits of gold nuggets in areas where traditional exploration methods only returned mixed results. The project area has an as yet unknown potential to host significant gold deposits.

RC drilling completed to date has been limited to generally <100 m in depth and a significant number of RAB holes drilled in the 1980s did not penetrate to semi-fresh or fresh bedrock, and so are been largely ineffective.

5.2 Location and access

The Mt Keith Project is approximately 60 km south of Wiluna and some 60 km north of Leinster in the northern part of the Eastern Goldfields of Western Australia. The project has excellent access since it is only a few kilometres east of the bitumen Goldfields Highway to Wiluna.

5.3 Local Geology

The Mt Keith Project lies in the northern part of the Archaean Norseman-Wiluna Greenstone Belt. The geology can be divided into two metamorphic domains, the Wiluna Domain in the east and the Matilda Domain to the west. The major NW trending Perseverance Fault (also known as the Erawalla Fault) separates the domains. The project is located within the attenuated southern continuation of the Wiluna Domain and is interpreted to host the same stratigraphy of tholeiitic basalts and dolerites that host the Wiluna Gold Mine. The Mt Keith domain nickel bearing ultramafic and felsic rock types are located immediately west of the tenements (Figure 4).

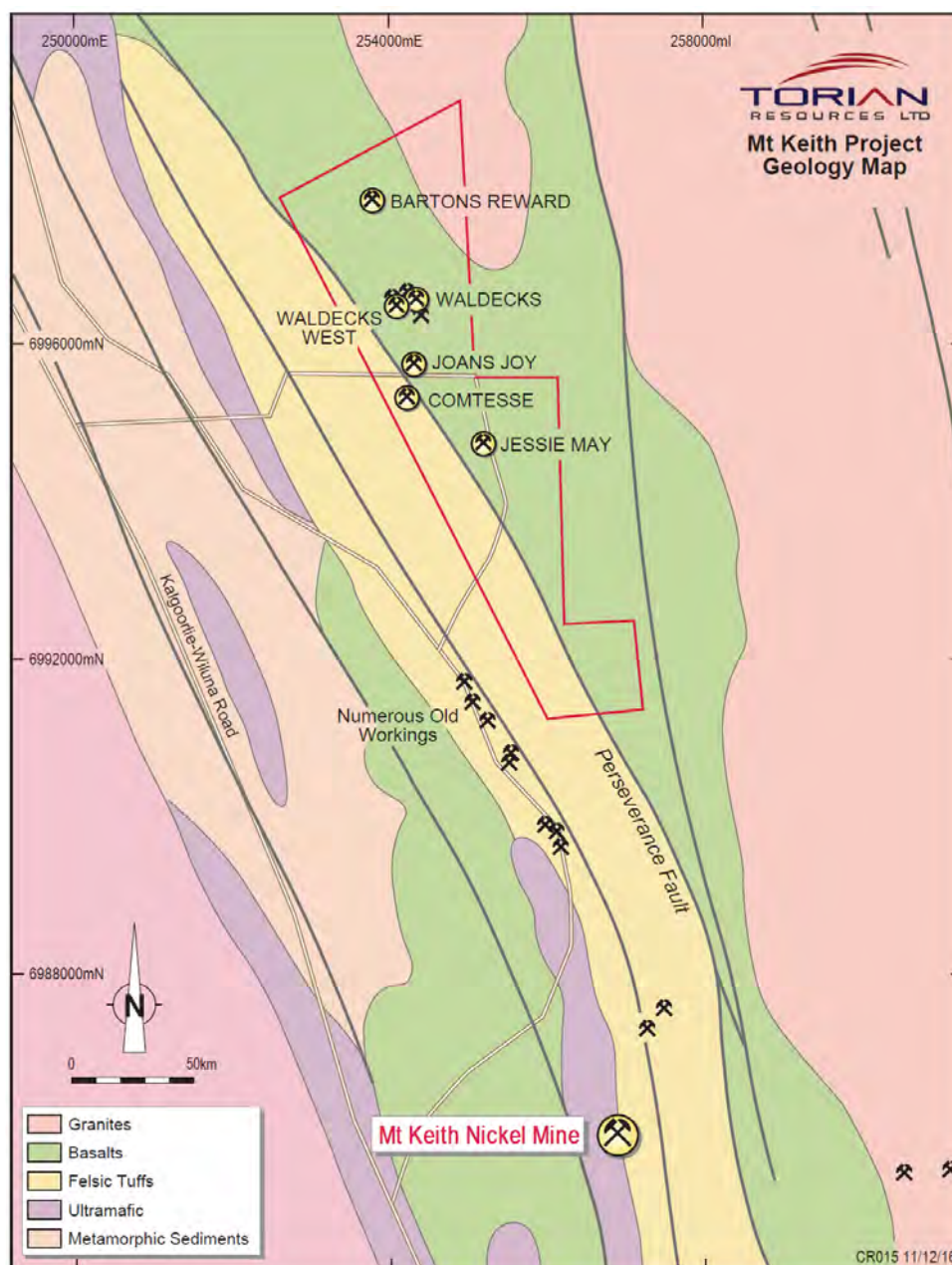


Figure 4: Mt Keith Project Regional Geology with Prospects.

5.4 Mineralisation

Overall, the mineralisation located to date occurs along an 8 km strike, with the greatest concentration of known gold mineralisation occurring within the western part of the area in association with a strong NNW trending magnetic lineament. This lineament is thought to be related to the regional Perseverance fault, but this relationship is yet to be proven.

5.5 Previous Exploration

Previous operators have conducted geochemical sampling programs, aerial magnetic surveys, mapping and several rounds of both RC and RAB drilling, by previous explorers that includes Barrack Exploration, Gascoyne Gold Mines NL and Finders Gold NL. Early historic production totals some 776 t for 722 oz Au at 28.9 g/t Au. The many low order soil anomalies and areas where gold nuggets have been found are unrelated to existing workings and have not yet been drill tested.

Key RAB and RC drillhole intersections from the 495 holes for 15,875 m drilled for the Bartons Reward ("BR"), Bartons Reward South ("BRS"), Waldecks ("WD"), Waldecks West ("WW") and Jessie May ("JM") Prospects are presented in Table 3. Additional drilling is warranted to check all the soil gold targets.

HOLE	E GDA9 4	N GDA94	EOH (m)	AZIMUT H	DI P	TYP E	From (m)	To (m)	Interval (m)	Au g/t	Deposit
B005	25308 8	6997613	84	55	-60	RC	81	83	2	1.62	BR
B013	25316 5	6997516	120	55	-60	RC	17	18	1	24.00	BR
MK131	25303 8	6997649	25	70	-60	RAB	10	12	2	1.03	BR
MK149	25313 9	6997519	44	70	-60	RAB	20	26	6	1.40	BR
MKC026	25312 7	6997514	70	70	-60	RC	33	35	2	8.70	BR
RMK007	25300 1	6997652	89	70	-60	RC	50	52	2	2.50	BR
MKC032	25313 0	6997501	53	70	-60		35	37	2	3.42	BR
MKC040	25335 2	6997125	80	70	-60	RC	36	38	2	1.83	BS
MK028	25423 2	6996440	60	90	-60	RAB	44	46	2	4.14	WD
MK044	25420 5	6996698	60	70	-60	RAB	56	58	2	2.46	WD
MKC007	25570 4	6993215	50	70	-60	RC	19	21	2	2.93	WD
MKC035	25412 9	6996681	70	70	-60		56	57	1	3.06	WD
MKC051	25420 1	6996434	80	70	-60	RC	28	30	2	3.07	WD
RMK009	25419 9	6996689	94	70	-60		56	66	10	Stope	WD
						and	66	68	2	15.00	WD
W2	25421 4	6996750	60	70	-60	RC	41	43	2	7.48	WD
W4	25420 5	6996726	120	70	-60	RC	60	64	4	2.93	WD
MKC045	25374 1	6996411	80	70	-60	RC	18	20	2	1.11	WW
MKC007	25570 4	6993215	50	70	-60	RC	19	21	2	2.93	JM

Table 3: Mt Keith Project Significant Drill Intersections >1 g/t Au.

5.6 Resources

An Inferred Resource of 165,000 t at 3.11 g/t Au for 16,500 oz has been estimated by Cascade Resources in 2013.

An Exploration Target potential for the 8 km strike with 20% pay between 2.0 – 4.0 g/t Au with widths between 1.0 to 5.0 m and SG 2.5 has been used at the Bartons, Waldecks, Jessie and Waldecks West deposits in the valuation assessment.

*Note that an Exploration Target estimate is only conceptual in nature as it is estimated without sufficient verifiable accurate data for a reliable resource estimate and so it cannot be assumed that all or any part of an Exploration Target estimate will eventually be converted to a resource after further exploration.

The soil anomalies depicted in Figure 5 warrant additional exploration investigation.

5.7 Resource Potential

The Mt Keith Project has the potential for additional economic gold discoveries, in areas that have not yet been adequately explored, and for the further definition of narrow, but high grade deposits beneath the existing areas of workings. The project warrants further exploration.

6.0 Mt Stirling Project

6.1 Introduction

Torian's Mt Stirling Project consists of 18 granted PLs and six MLAs covering 22.5 km² in total held by Torian either outright or under various joint ventures situated some 40 km NW of Leonora within the Mt Malcolm District of the Mt Margaret Mineral Field. The Project is located some 8 km NW of the Tarmoola Gold Mine, which has produced in excess of 1 Moz of gold at an average grade of approximately 2.0 g/t Au. Current unmined resources are still believed to be in the order of 2.46 Moz at an average grade of 5.3 g/t Au.

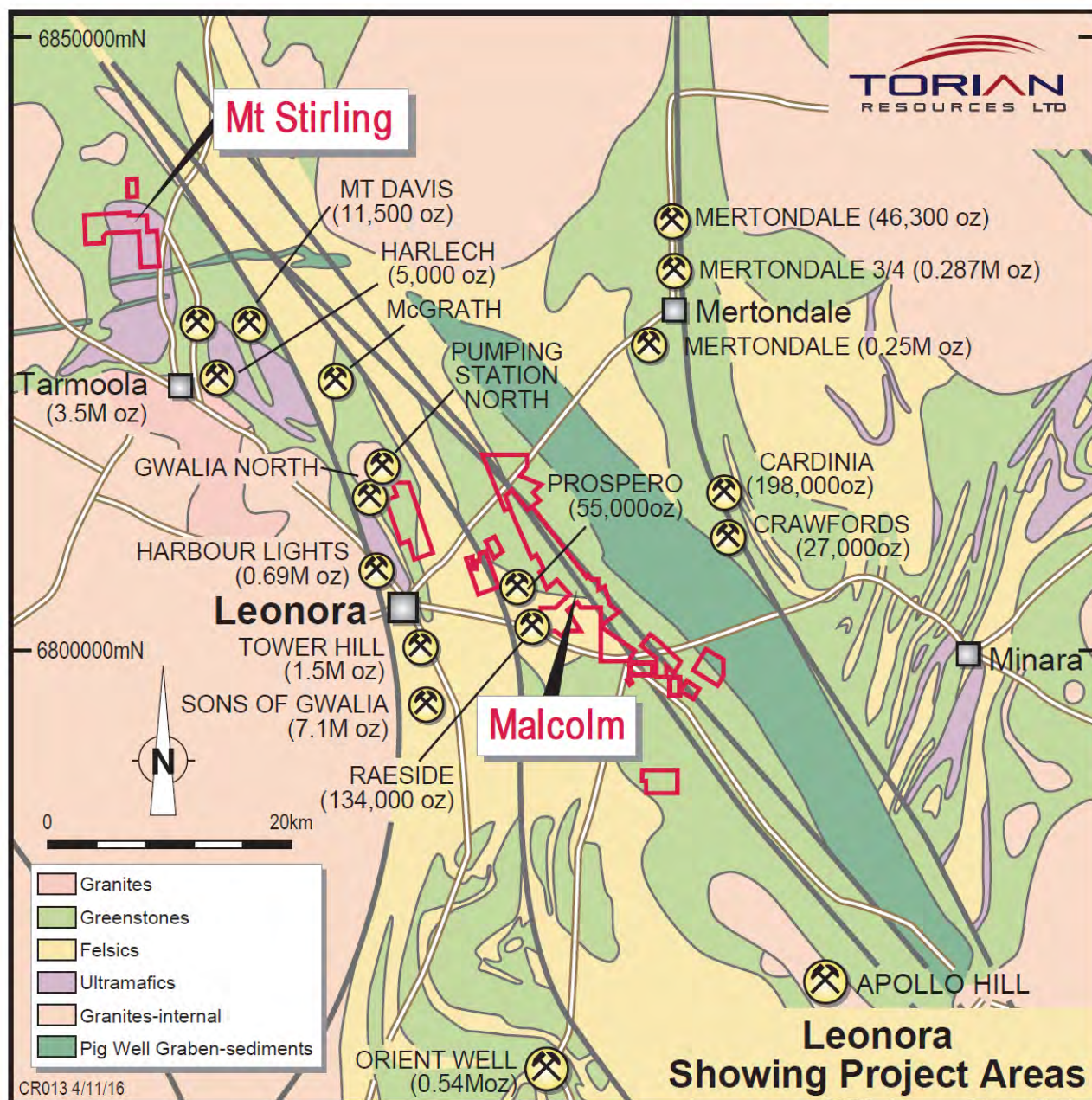


Figure 5: Leonora Project Regional Geology Plan and Location Map.

6.2 Location and access

The prospect can be accessed via the Goldfields Highway north from Leonora, then heading northwest along the Old Agnew Road to the Darlot Road turnoff. The route is then by station tracks to the tenement. Access is restricted following heavy rain.

6.3 Local Geology

The area is covered by extensive basalt outcrop sub crop with minor areas of alluvial cover. The basalt is gently north-dipping and can be divided into predominantly massive basalts in the west and pillowed, variolitic basalts in the east. The massive basalts have been intruded by the Mt Stirling monzogranite, parts of which outcrop on the tenements.

The project area is located in the hinge zone of the gently north-plunging Tarmoola anticline. The greenstone sequence is suggested to overlie a major detachment fault separating a granite gneiss complex of the Leonora Batholith from the overlying greenstones. This detachment fault hosts the Sons of Gwalia 7.2 Moz gold deposit at Leonora.

In the west of the project area are massive predominantly unaltered basalts intruded by the Mt Stirling syenogranite-monzogranite. In the east is a succession of variolitic, pillowed high Mg basalts that contain differentiated dolerite/gabbro sills. These two basalt lithotypes are divided by a central shear zone which trends ~310-330° and consists of chlorite ± tremolite/actinolite schist with narrow quartz veins. Widely spaced sinistral shear bands trending 300-320° overprint the main foliation within the shear zone. Some quartz veins are conformable with the sinistral movement indicated by the shear bands. The main, well developed, steep (65-80°) east-dipping fabric locally contains a well-developed sub horizontal mineral lineation. Some minor chlorite, silica and pyritic alteration is observed within the shear zone. The Mt Stirling granitoid outcrops near the southeast corner of the project area. Finer grained phases are present on the pluton margins especially in the east. Extensive millimetre to centimetre scale quartz veining is present with sericite-muscovite-epidote-pyrite alteration selvages adjacent to many veins. Alteration however is not pervasive and only associated with veining. Multiple quartz vein sets occur as local stockwork arrays. Numerous felsic dykes and plugs are observed throughout the area with most dykes trending broadly north (340-030°), with less common dykes trending broadly east-west. Some of the dykes may be associated with deeper intrusive bodies which are interpreted to exist from aeromagnetic/gravity data.

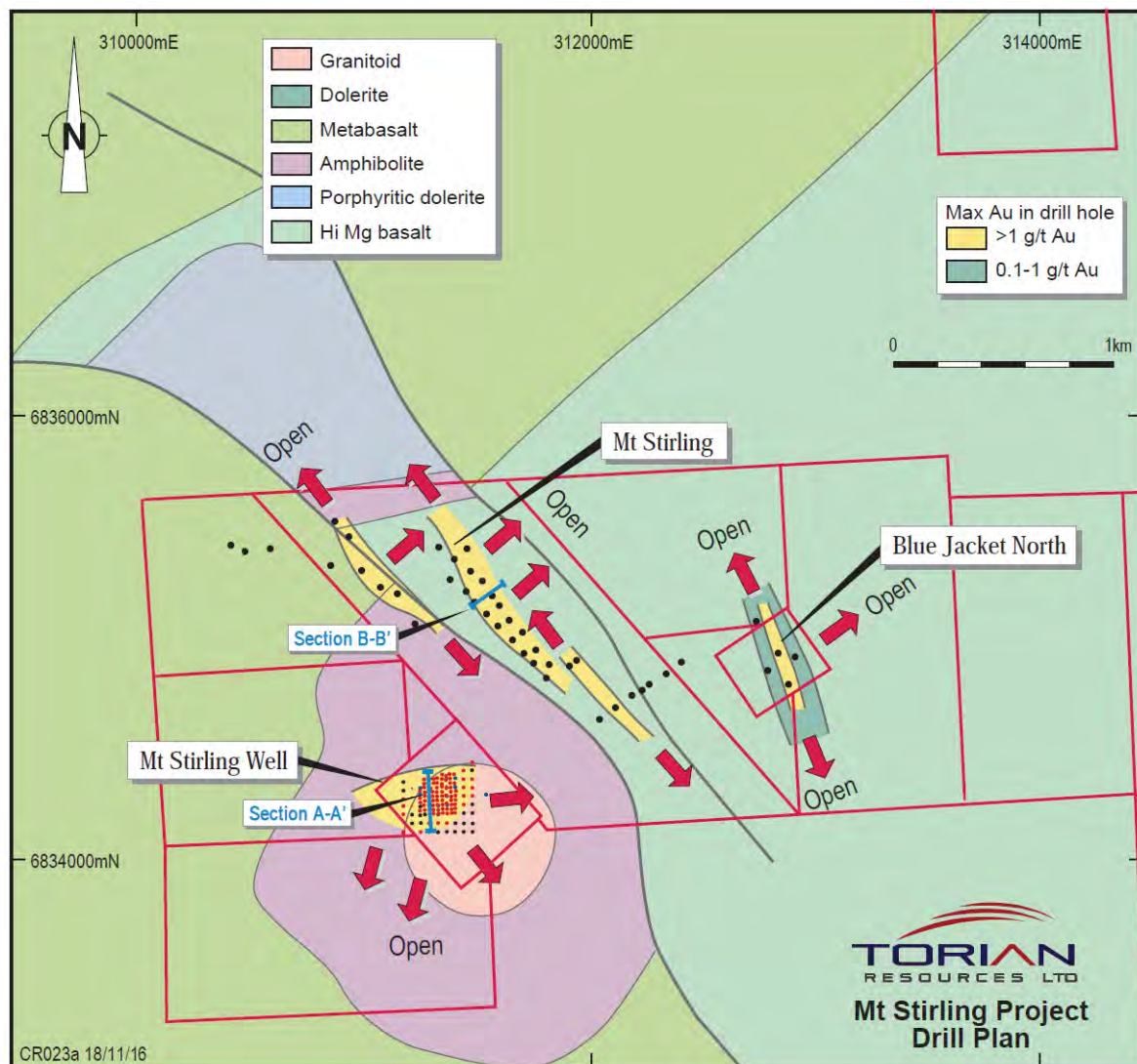


Figure 6: Mt Stirling Project Geology with Drilling and Prospect Locations.

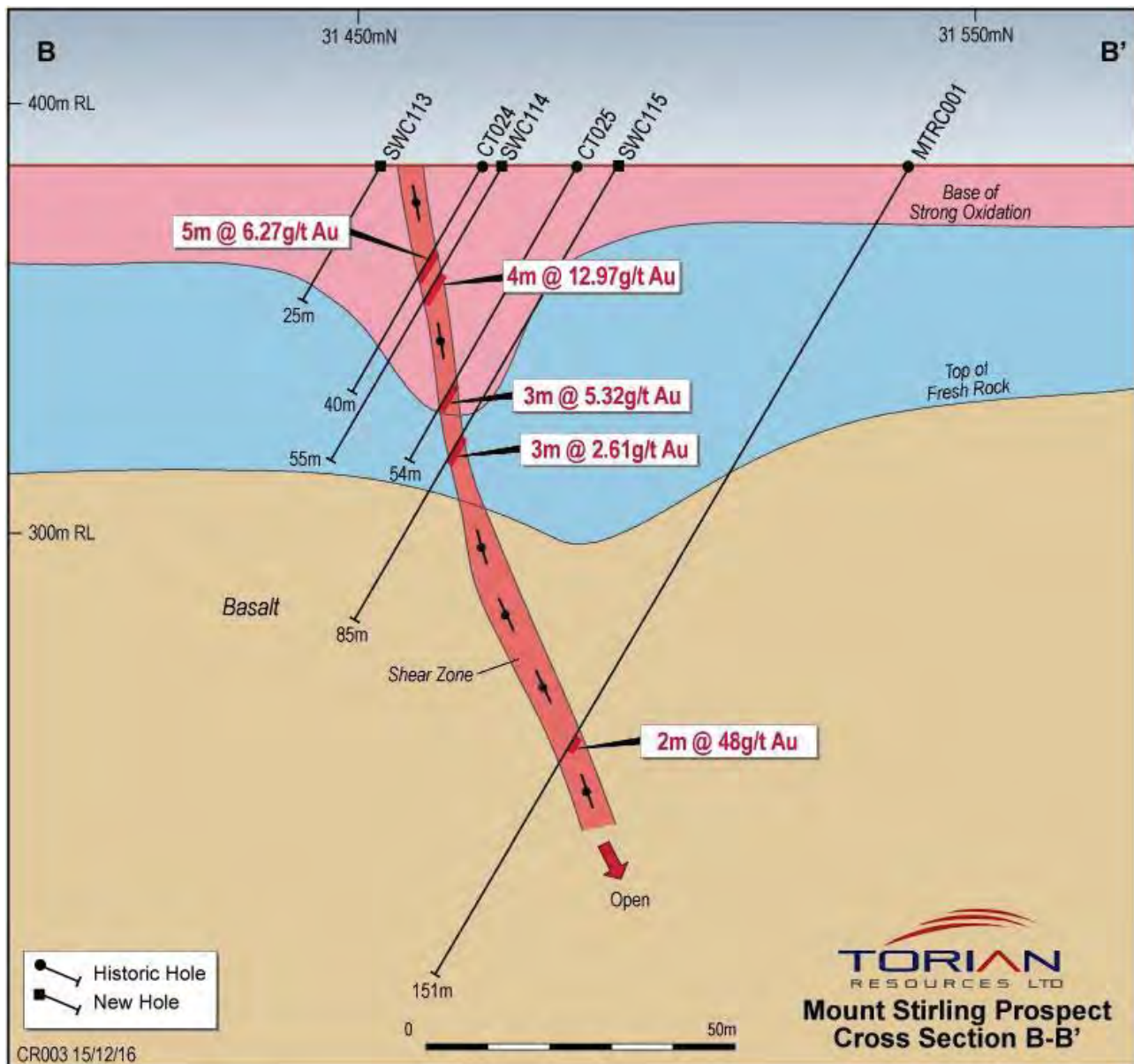


Figure 8: Mt Stirling Prospect - Typical Cross Section.

6.4 Mineralisation

There are two distinct styles of mineralisation that include the Mt Stirling type with the gold mineralisation contained within flat lying (approx. 10-20°) quartz veining wholly enclosed within a granite host that is characterised by disseminated pyrite and trace copper mineralogy. Silicification is the dominant alteration assemblage with lesser sericitic and haematitic alteration. At Mt Stirling Well the second style is gold mineralisation contained within an axial plane shear which has a steep easterly dip and is in the order of 10 m wide. The shear is characterised by chlorite, carbonate and pyritic alteration within metabasalts. Gold mineralisation is associated with quartz veining within the shear.

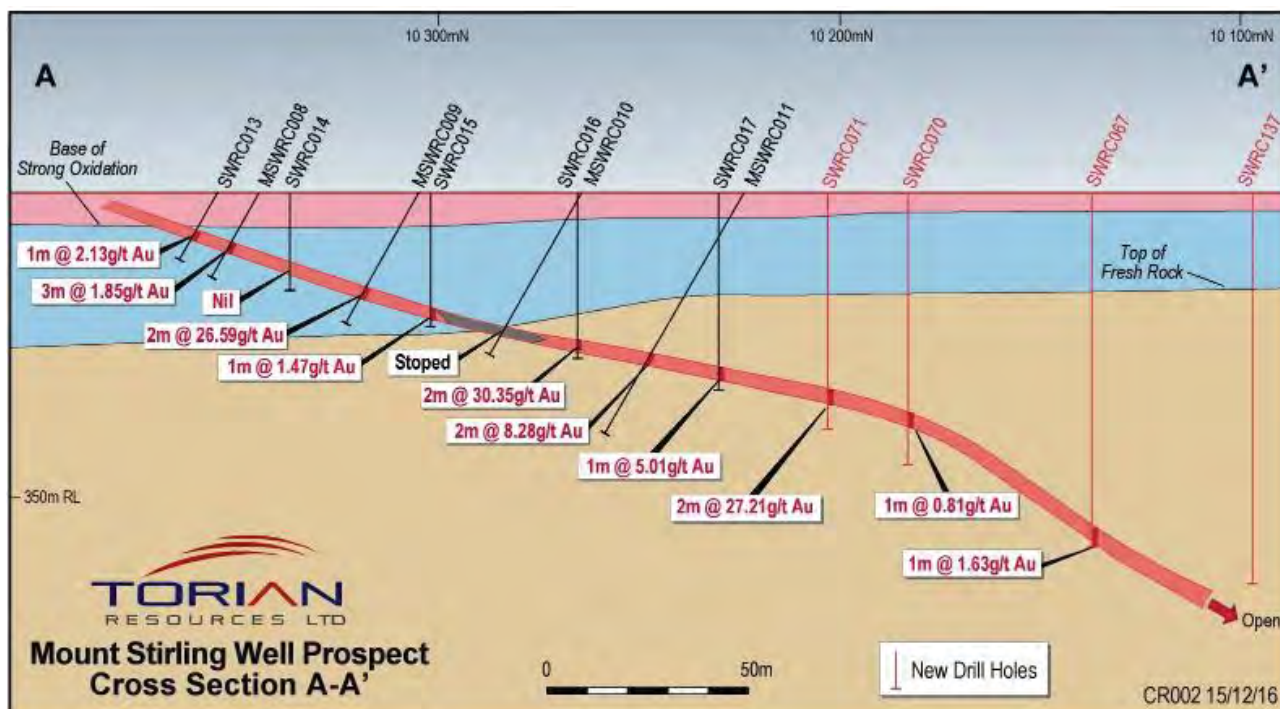


Figure 9: Typical Drill Cross Section through the Mt Stirling Well Prospect.

6.5 Previous Exploration

Tern Minerals NL (1983-1994) carried out soil sampling and RAB drilling over selected tenements. Results were predominantly low order. Seven hundred and ninety nine shallow RAB holes were completed for geochemical sampling on an 800 x 40m grid and 371 soil samples (sieved to -2mm) were taken from the surface where RAB drilling was impracticable.

Four RAB holes (CT18-21) tested a northwest-trending anomaly defined from the soils. The maximum value recorded in the drilling was 0.11g/t Au.

Dominion Mining (1991-1993) carried out lag sampling over most of the tenements. Approximately 250 samples were taken with a maximum gold value of 770 ppb being recorded. Dominion also drilled 17 RC holes for 700 m and also conducted mapping and selective rock chip sampling with 6.82 g/t Au being recorded adjacent to an old shaft.

In 1998 North Ltd drilled 11 RC holes for 1150 m.

Significant intersections >2.0 g/t Au for the Mt Stirling ("SW"), Mt Stirling Well ("MSWell") and Blue Jacket North ("JN") deposits are presented in Table 4.

Hole ID	E GDA94	N GDA94	Azimuth	Dip	EOH (m)	From (m)	To (m)	Interval (m)	Au g/t	Project
MSRC002	308636	6838547	51	-60	40	16	18	2	13.50	SW
MSRC004	308675	6838564	51	-60	41	23.5	25	1.5	Stope	SW
		and	51	-60		25	26	1	Stope	SW
MSRC009	308716	6838647	51	-60	38	27	29	2	26.90	SW
MSRC009		includes				27	28	1	52.00	SW
MSRC011	308766	6838581	51	-60	70	47	49	2	8.28	SW
		includes				47	48	1	15.00	SW
CRC014	308537	6837510	190	-60	48	42	44	2	2.64	SW
		and				14	23	9	4.28	SW
		includes				15	17	2	13.20	SW
CT025	306902	6837414	240	-60	54	40	47	7	2.79	SW

		includes				40	41	1	11.80	SW
CT027	308680	6837155				3	4	1	2.08	SW
CT037	306832	6837446	240	-60	40	8	10	2	4.29	SW
CT042	306758	6837605	240	-60	20	3	4	1	4.86	SW
MSRC001	308617	6838571	240	-60	40	106	108	2	48.00	SW
		and				127	128	1	2.80	SW
MSRC002	308636	6838547	240	-60	40	115	119	4	2.09	SW
MSRC0024	307275	6837142	240	-60	144	32	36	4	5.30	SW
SRC005	306979	6837300	240	-60	38	0	5	5	2.16	SW
MSRC002	308636	6838547	0	-60	40	16	18	2	13.50	MSWell
MSRC009	308716	6838647	0	-60	38	27	29	2	26.90	MSWell
MSRC011	308766	6838581	0	-60	70	47	49	2	8.28	MSWell
CRC008	312472	6837450	108	-60	30	22	24	2	2.19	JN

Table 4: Mt Stirling Project - Significant Intersections >2.0 g/t Au.

6.6 Recent Exploration

Since December 2015 Torian has drilled 253 holes for 8,434m in three campaigns at the project with SWC and RB holes (141 RC, 6,994m, 112 RAB, 1,440m). All RC samples were riffle split as single metre intervals and dispatched to a commercial lab in Kalgoorlie for routine gold determination using 40 g fire assay. QA/QC samples were regularly inserted into the sample stream and these have all returned results in line with expectation. Twelve holes to date have intersected old workings, whilst 28 holes have intersected values greater than 5g/t Au (Table 5).

Hole	N	E	From	To	m	Au
SWRC002	10178	5200	17	18*	1	21.10
SWRC003	10230	5240	11	11.2	0.2	Stope
SWRC006	10138	5240	27	31	4	5.33
SWRC008	10220	5280	18	20	2	5.10
SWRC010	10180	5280	29	30	1	5.81
SWRC016	10184	5320	35	37	2	30.35
SWRC017	10147	5320	46	47	1	5.01
SWRC019	10181	5358	26	27	1	11.00
SWRC020	8262	5265	39	40	1	8.85
SWRC022	10220	5220	10	11	1	16.20
SWRC023	10200	5220	16	17	1	12.50
SWRC030	10200	5260	21	22	1	9.06
SWRC031	10180	5260	25	26	1	16.20
SWRC040	10200	5300	29	30	1	5.35
SWRC041	10180	5300	33	34	1	7.76
SWRC043	10140	5300	44	45	1	7.37
SWRC049	10180	5340	42	44	2	2.84
SWRC051	10140	5340	31	32	1	6.33
SWC053	5358	10121	20	21	1	10.90
SWC056	10180	5359	43	44	1	5.43
SWC071	10120	5320	55	57	2	27.21
SWC072	10121	5300	50	51	1	8.50
SWC073	10102	5299	59	60	1	8.00
SWC074	10118	5280	46	53	7	10.80
SWC090	5196	10115	14	15	1	8.26

Table 5: Mt Stirling Project - Significant Intersections >5.0 g/t Au.

The RAB Samples were composited into 4m samples and assayed by a commercial lab in Perth for gold via routine aqua regia digestion with AAS readings of the gold values. No significant results were returned from this drilling.

6.7 Resources

The Exploration Target potential for Mt Stirling, Mt Stirling Well and Jacket North were used for the valuation.

6.8 Resource Potential

The potential exists for further resources to be defined, both along strike and underneath historic workings. The workings are relatively shallow and not developed to depths that would prohibit further cost effective development.

7.0 Malcom Project

7.1 Introduction

The 59 tenement Malcom Project includes the Mt George, Pig Well, Malcom, Rabbit Warren South, Mt Stewart and Calypso prospect areas and comprises one ML, 52 PLs and 6 PLAs covering a total area of 88.84 km² located some 15 km east of Leonora and centred on the old Malcolm Township area (Figure 11).

7.2 Location and access

The Malcom group of prospects cover some +20 km of strike east of Leonora. Access is via the Leonora-Laverton Road and station tracks. The tenements occur on part of the Leonora Common Reserve and Melita Station in the Mt Margaret Mineral Field.

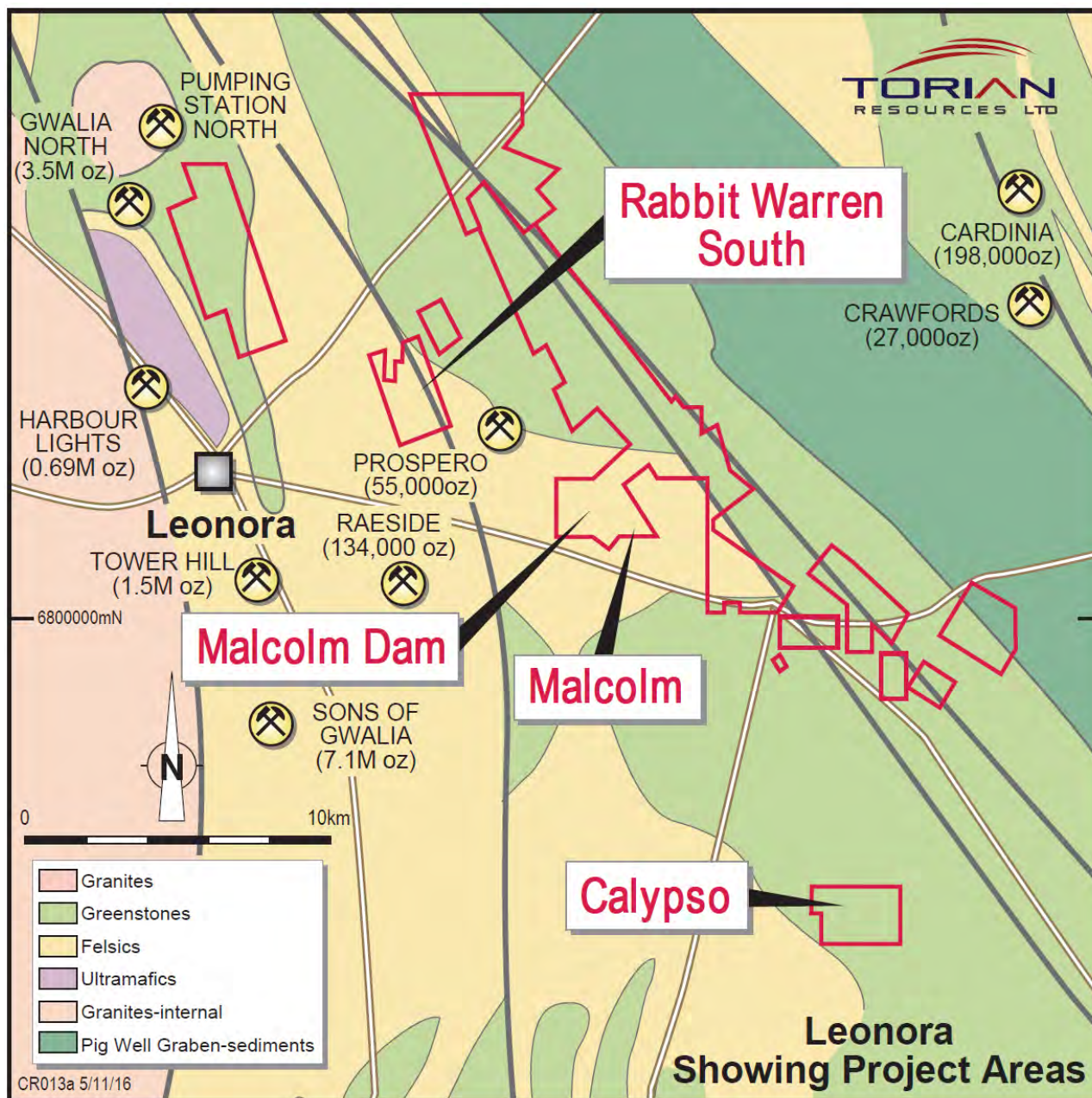


Figure 10: Malcom Project Prospects draped on Regional Geology.

7.3 Local Geology

The Leonora district generally has a subdued topography with deep weathering and is often covered with aeolian sand and red brown lacustrine clays which range in depth from a few metres to approximately 40 m. The lacustrine clays commonly contain maghemite. Areas of outcrop and sub crop contain a thin patchy veneer of pisolitic red brown soil which constitutes part of an erosional regime. The area separating lake sediments and outcrop tends to be covered with several metres of stratified red brown manganiferous soils, which are also pisolitic and constitute part of the depositional regime. The latter is commonly known as "Wiluna Hardpan".

The dominant rock type in this area contains a succession of NNW trending greenschist facies basalt, intrusive fine to medium-grained dolerite and feldspar phyric dolerite, black shale, siltstone, grits and medium-grained greywacke of Archaean age. Minor quartz-feldspar-porphyry dykes are located within a shear zone. Siliciclastics and carbonaceous sediments are confined to NNW trending intra-cratonic basins or grabens measuring some 1 to 2 km in strike and 1 to 5 km in width. These rifts are subsidiary structures located to the west of the major Pig Well Graben with 90 km in strike and several kilometres width.

To the west a succession of dacitic to andesitic tuffs, breccias and lavas, feldspathic sediments, basalt, dolerite and cross-cutting granodiorite porphyry occur. Lesser chert and ferruginous sediments are possibly the weathering product of black shales or represent silicified dacite or andesite.

Shallow (10-40°) to moderately (40-60°) east or north-dipping extensional faults (lags) and lesser thrusts record the earliest deformation event and are responsible for regional stratigraphic trends within the Leonora District. The western margin of the Pig Well Graben, or Keith-Kilkenny Lineament, is characterised by linear NNW trending, steeply east-dipping structure and stratigraphy. The area extending west of the Keith-Kilkenny Lineament, including the area of the tenement group, is marked by curvilinear fault traces, rapid variation in dip of foliation (from 10-40° to steep >70°), disrupted stratigraphy due to the development of a number of fault sets (NW, NNW, northerly and NE trending) and variability in fold style from open to isoclinal.

Shear or fault zones are marked by penetrative foliation, rapid changes in the strike and/or dip of foliation and quartz vein development. North-trending faults appear to be late in the overall deformation history as they truncate fold axes and other fault sets. Shears or fault zones are persistent for hundreds of metres in strike and range in width from 5 to 150 m. Some shear zones are crosscut by the later regional foliation and are therefore likely to have formed relatively earlier in the deformation history (e.g. Richmond Gem Shear). Asymmetrical kink bands, sigmoidal quartz-carbonate veinlets and right stepping shear development indicate a right lateral sense of movement along north-trending and NW trending fault sets. Quartz within these shears occurs as veins, veinlets or boudins. Numerous pits and shafts occur within the tenement group. Most prospects appear to have exploited high grade >20 g/t Au portions of quartz veins and did not pursue other styles of gold mineralisation.

7.4 Mineralisation

Gold mineralisation is hosted by NW, NNW and east-west trending shear zones and is typically associated with quartz, iron carbonate, iron chlorite and sericite alteration and variable (minor to 5%) pyrite and arsenopyrite.

The mineralised portions of shear zones tend to occur on the contact or close to a contact between two lithologies. For example, gold mineralisation is located on the contact between basalt and dolerite or is located within basalt close to the basalt-dolerite contact at the Dumbarton prospect. At the Caribbean prospect, gold mineralisation is located within black carbonaceous shales on the contact with carbonaceous grits, sandstone or conglomerate. Lithological contacts are important because they tend to be zones of transposition of bedding into foliation and are also zones of relatively higher rheological contrasts. The left or right stepping flexures in shears, zones of shear zone bifurcation or shear zone width also appear to play an important role on the distribution of gold mineralisation within shear zones.

Gold mineralisation can also be associated with quartz-sericite-pyrite-silica altered dacitic to andesitic fragmentals that are coincident with shallow north-plunging quartz boudins or "chert" boudins within shallow north or moderately east-dipping extensional (lag) shears. The "chert" boudins represent pipes of silicified pyritic dacite or andesite.

7.5 Previous Exploration

Past production from underground workings at the Malcom Prospect are 6,009 t for 5,251 oz Au, a recovered grade of 27.2 g/t Au. The Rabbit Warren South workings produced 436 t for 584 oz Au at a recovered grade of 41.6 g/t Au. Past exploration within these areas has only been superficial with only minor recent work conducted in the vicinity of old gold workings. No exploration has addressed beneath the lake sediments in the southern half of the tenement group.

7.5.1 Malcolm Prospects

Ninety nine angle RAB holes for 4,288 m were drilled either to follow up some geochemical anomalies or beneath old workings. RAB holes at the Malcolm Dam Prospect intersected significant gold anomalism associated with sericite-quartz-pyrite alteration within sheared andesite fragmentals adjacent to relatively more competent andesite lava flows. Gold mineralisation is localised within high grade shoots that plunge at 30° to the north parallel to the mineral lineation within shallow 10-40° northerly-dipping extensional shears.

The most consistent grouping of holes which contain elevated gold values were drilled on the Malcolm Dam Prospect 100 m south of a previous line of RAB drilling that intersected relatively strong gold anomalism including 2 m at 10.40 g/t Au and 8m at 1.30 g/t Au. Although gold assay results for the latest phase of drilling are not of the same intensity as those drilled previously, they do indicate (along with gold anomalism of similar tenor 100 m north) the possibility of a lower grade gold halo. In most instances these zones appear to be associated with quartz veining, where elevated gold values occur in strongly weathered andesite at relatively shallow depths. There remains a possibility of higher grade gold intercepts at depth along an interpreted NE trending zone of mineralisation. Deeper drilling may be warranted to ascertain the extent of quartz veining and/or the possibility of a primary source for the gold mineralisation.

Significant intersections >2.0 g/t Au in previous drilling over the Malcom Project is presented in Table 6.

Hole	E GDA94	N GDA94	Azimuth	Dip	EOH (m)	From (m)	To (m)	Interval (m)	Au g/t
MSR145	353388	6797158	270	-60	64	4	12	4	2.30
MSR344	348937	6802958	270	-60	60	32	36	4	10.00
MSR185	354887	6798158	270	-60	42	4	20	16	3.75
MSR197	354212	6799173	270	-60	26	12	16	4	2.60
MRC053	349127	6802898	270	-60	35	17	21	4	5.01
MRC055	349117	6802914	270	-60	37	15	27	12	2.38
MRC067	349135	6802903	270	-60	45	29	37	8	3.17
MRC070	349098	6802891	0	-90	30	27	29	2	2.28
MRC011	353028	6800717	270	-60	33	13	15	2	2.86
MRC014	353016	6800755	270	-60	35	25	29	4	2.02
MRC018	353006	6800805	270	-60	55	19	21	2	2.80

Table 6: Malcolm Prospects - Significant Drill Intersections >2.0 g/t Au.

7.5.2 Rabbit Warren South Prospect

From 1979 to 1987 exploration by Esso Exploration ("Esso") and Production Australia Inc. was initially for the apparent potential to host a Teutonic Bore style Zn-Cu-Ag VMS deposit. The Esso work outlined two prospects defined by low grade gold-arsenic anomalies at the South Germatong and the Providence Prospects. Work included RAB, RC, diamond drilling, mapping, trench and dump sampling.

City Resources (WA) Pty Ltd (City) acquired the Germatong leases in May 1987 and tested the entire Providence Prospect by RAB drilling on a 100x50 m grid pattern. Anomalies north, west and east of the South Germatong Prospect were also tested, but results proved disappointing.

Following a review of the data, Sons of Gwalia completed an exploration program during 1992 to 1993 designed to test unexplored areas within the Germatong Project area and follow-up broad N-S and NW-SE trending gold-arsenic anomalies defined by earlier RAB drilling. Drilling

results were generally sub-economic and reflected wide and erratic gold distribution within the tenement block.

Drilling at the Rabbit Warren South prospects is 546 holes for 22,378 m with significant intersections >1.0 g/t Au presented in Table 7.

Hole	E GDA 94	N GDA 94	Azimuth	Dip	EOH (m)	From (m)	To (m)	Interval (m)	Au g/t
GMP022	343391	6808511	60	-60	88	36	37	1	1.18
GTR053	343259	6808557	90	-60	60	44	47	3	1.71
GTR017	343206	6808530	270	-60	54	45	48	3	1.56
GER079	342110	6807004	Vert	-90	40	24	38	14	2.04
GER276	342945	6808952	Vert	-90	48	18	20	2	1.16
GMP013	342176	6806872	260	-60	99	10	12	2	1.77
GMP013		and				22	24	2	2.1
GMP014	342150	6806980	255	-60	78	29	30	1	1.28
GMP014		and				32	33	1	1.73

Table 7: Rabbit Warren South Prospect - Significant Drill Intersections >1.0 g/t Au.

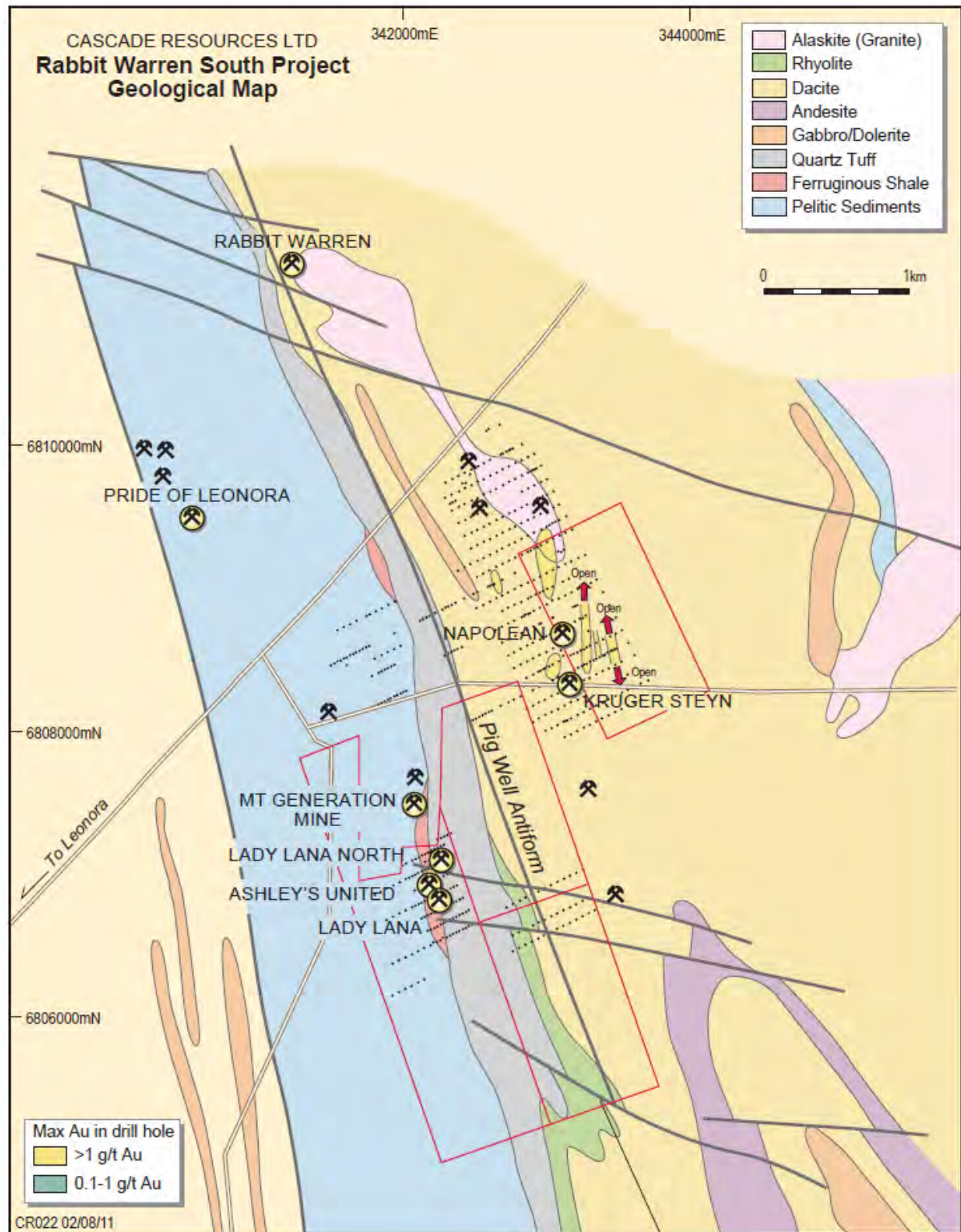


Figure 11: The Rabbit Warren South Prospects with Geology, Mines and Drillholes.

7.6 Recent Exploration

No recent exploration has been conducted by Torian.

7.7 Resources

Exploration Target potential for several deposits at Malcom and Rabbit Warren South while for Mt George, Pig Well, Mt Stewart and Calypso an annual commitment were used for the valuation.

7.8 Resource Potential

The Malcolm Project has potential for the discovery of economic gold deposits as the historic workings are relatively shallow in depth and potential exists for additional resources to be defined below the level of the old workings and along strike.

8.0 Mt Korong Project

8.1 Introduction

The Torian owned Mt Korong Project comprises 3 PLAs covering 4.64 km² where only limited exploration in the recent past has been undertaken. The project requires follow up soil geochemistry and drilling to test several targets.

In 1981 and 1989 resource estimates were completed by Carpentaria Exploration Company Pty Ltd ("CEC") at the nearby Mt Korong and Waihi Deposits that are both hosted in Banded Iron Formation ("BIF") host rocks. The non JORC Code 2012 estimates form the basis of an exploration model for the project area.

8.2 Location and access

The project area is located at Mt Korong, a former gold mining centre 65 km SSE of Leonora (Figure 12). Access to the area is provided by shire roads from the Leonora-Laverton Road.

Station roads or exploration tracks provide access within the tenement, which can be limited following heavy rain.

8.3 Local Geology

The Mt Korong Project lies within the central Archaean Norseman-Wiluna Greenstone Belt. The Project Area is underlain by mafic and ultramafic rock units with minor intercalated BIF, chert and volcanogenic sedimentary units that are a continuation, around a broad anticlinal structure, of the succession developed closer to and further south of Laverton. The greenstone belt is flanked by granite rocks, which form the core of regional anticlines. Additional minor granite bodies are known along strike from Mt Korong within the Greenstone Belt.

The BIF horizons are located near the middle of the greenstone succession. There are five BIF units in this district that are contained in a package of rocks up to 100 m in thickness. In places the BIF is very cherty. Interleaved with the BIF horizons are mafic rocks, probably basaltic. Some of these mafic rocks are sheared and quite deformed, raising the possibility that some of the BIF units have been repeated by structures that trend sub parallel to the stratigraphic succession.

The regional succession faces and dips towards the SW but in the project area the rock package is overturned and dips towards the NE. All rocks have been modified by Tertiary lateritisation and covered in part by Tertiary and Recent superficial deposits.

North of Mt Korong there is a distinct kink in trend of the stratigraphy. A drainage system, crosses the stratigraphy at this point almost at right angles. This drainage system has been extensively mined for alluvial gold in the past. Drainage systems often occupy fracture systems or shear zones. The fact that this one has been extensively mined for alluvial gold directly identifies it and its analogies as a priority target for exploration. Other drainage systems developed along the strike of the BIF also have alluvial workings.

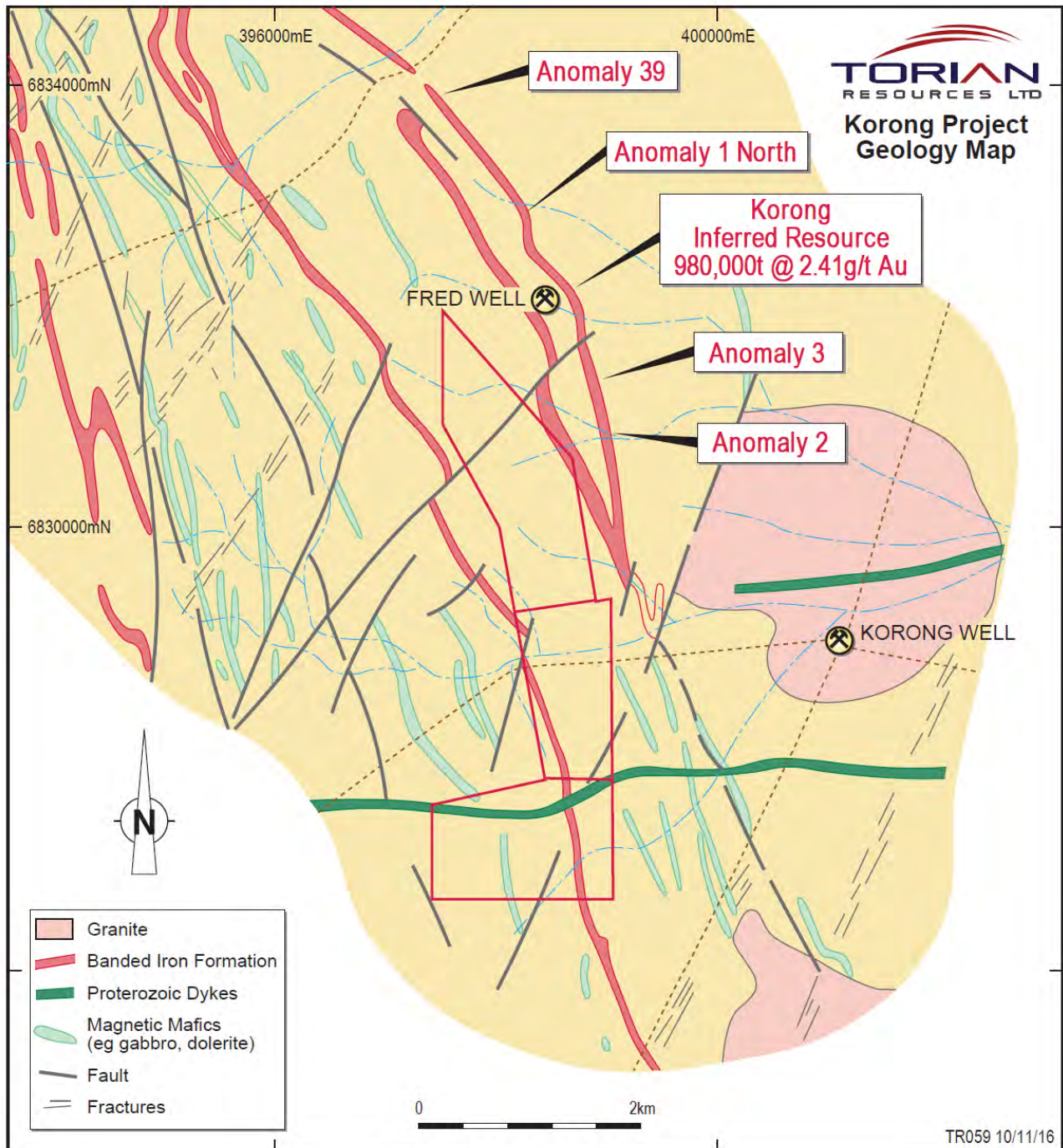


Figure 12: Mt Korong Project Tenements on Regional Geology.

8.4 Mineralisation

In the Mt Korong resource area the lowermost and thickest individual BIF horizon is approximately 13 m thick. Gold mineralisation is contained by quartz veins in shears in association with sulphides including pyrite and chalcopyrite. Quartz veining is also present in all the overlying thinner BIF horizons but they tend to be more sporadic, and not demonstrated to be economically important to date. The quartz veins and shears occur at a high angle to the rock units.

8.5 Previous Exploration

Historical production at the Mt. Korong mine is reported to be approximately 2875 t of ore at an average grade of 35.7 g/t Au and at the Waihi mine 424 t averaging 64 g/t Au. These areas lie outside the Torian project area.

The known gold resources located near these old mines are in close association with BIF horizons. Past gold production was mostly derived from quartz veins located in shears or fractures cutting the BIF horizons or in mafic rocks that lie adjacent to them.

Modern exploration has recorded gold mineralisation hosted by the rocks on either side of the BIF and sometimes some distance from it in interpreted splay fault structures. Western Mining's exploration in the district characterised the area with deep weathering of the bedrock with numerous intervals of felsic rocks, weakly mineralised quartz veins in BIF, and silica-carbonate-altered mafic rocks.

These features in an area directly under extensive alluvial workings and in a structural kink zone are very encouraging. This target requires further examination as a priority. The deep weathering and apparent alteration features should be tested as possible primary alteration haloes to mineralisation in a suitable structural setting.

8.6 Recent Exploration

In 1998 Greenstone Resources NL collated available exploration data and carried out a detailed ground magnetic survey on 50 and 100 m spaced lines approximately normal to the regional trend over the area of the tenement block. This data confirmed parts of the pre-existing geological interpretation but resulted in some new information.

Regional and detailed structural patterns may play a significant role to the control of the gold mineralisation. Interpretation of the ground magnetic survey tends to confirm that structural deformation may in part explain the distribution of some of the BIF horizons and also the distribution and orientation of some of the gold-bearing quartz veins and structures.

This ground magnetic survey demonstrates the usefulness of the magnetic techniques in the Mt Korong area and it is strongly recommended that an ultra-detailed aeromagnetic survey over the entire Project is completed. This airborne survey will have considerable advantages over the previously completed ground magnetic surveys.

8.7 Resource Potential

The two BIF zones to the SW with a strike length of some 1.8 km have exploration potential to host mineralisation similar to that at Mt Korong. The Mt Korong mineralised envelope has been used to generate an Exploration Target Potential that was used in the valuation.

9.0 Bardoc Project

9.1 Introduction

Both Torian and Cascade hold tenements respectively in the Bardoc Project which is situated 40 km north of Kalgoorlie consisting of Torian 5 PLs and 8 PLAs over 13.43 km² and Cascade 7 PLs and 19 PLAs over 30.21 km² for a total of 43.64 km². This project has significance since it is located 3 km north of the Excelsior (ASX:EXG) 1.4 Moz Kalgoorlie North Project and 3 km south of the Aphrodite (ASX:AQQ) 1.4 Moz Aphrodite Project.

The region has a history of numerous shallow mines with little structural focus and minimal drilling below 100 m. Considerable strike and depth potential is considered possible.

The region has considerable potential.

9.2 Location and access

Aligning with the general Torian strategy the Project is adjacent to the bitumen Goldfields Highway and is 16 km north of Zijin Mining's (HK:2899) 3 Mtpa Paddington Plant.

9.3 Local Geology

The project area straddles a major Greenstone Belt between Kalgoorlie and Menzies. The project covers part of the Bardoc Tectonic Zone ("BTZ") that occupies the axis of this belt. The BDZ is interpreted as a domain boundary separating the Ora Banda and Boorara domains (Figure 13). Note that Torian's tenements are shown in blue, Cascade's tenements in red and the tenements recently acquired by Torian are shown in yellow.

The stratigraphic succession of the Ora Banda Domain comprises a lower basalt unit which is divided into the Wongi and overlying Missouri Basalt units that are separated by a 20 -40 m felsic volcanoclastic unit that has been intruded by dolerite. This sequence is overlain by the Siberia Komatiite that is in turn overlain by a thin and discontinuous upper basalt followed by a felsic volcanic of the Black Flag Beds.

For the Boorara Domain the succession comprises Scotia Basalt overlain by the Highway Ultramafics with sporadic preservation of the upper basalt beneath a blanket cover of felsic volcanic and sedimentary rocks.

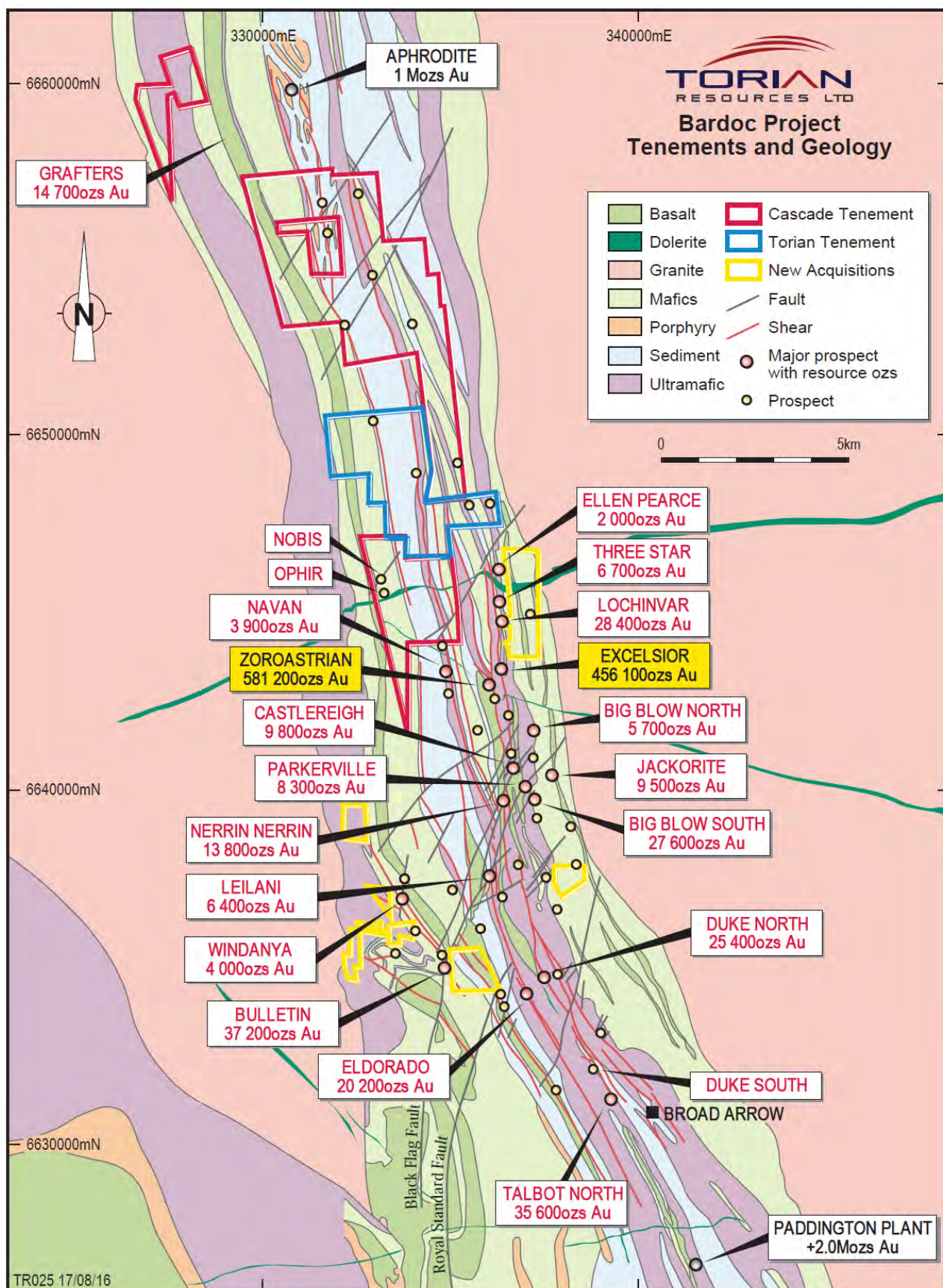


Figure 13: Bardoc Project Tenements on Regional Geology.

Regional D₁ compressional deformation involved early recumbent folding and brittle–ductile thrusting that caused much large scale stratigraphic repetition. Younger D₂–D₃ brittle–ductile transpressional involving folding, thrusting and sinistral shearing caused strike-parallel dislocation and obscured D₁ structures. Subsequent brittle compressional deformation during D₄ resulted in the formation of regional fault zones oblique to the D₂–D₃ tectono-stratigraphic trends. D₁ structures are commonly only preserved in low strain zones of D₂–D₃ deformation

and generally penetrative D₂ – D₃ structures dominate. The BTZ represents a major D₂ – D₃ high strain zone with well-developed D₄ structures.

9.4 Mineralisation

Gold mineralisation in the BTZ can occur in all rock types but in the historical producers is mainly focussed in mafic rocks. The host rock types control the style of deformation, and the resultant structural setting and timing of mineralisation. The larger deposits in the BTZ tend to occur in either transpressional or compressional D₂ – D₃ structural settings. Strike slip D₂ – D₃ settings appear less prospective whereas D₄ settings are locally more important.

9.5 Previous Exploration

Previous exploration dates mainly from the 1980s and 1990s, and has been remarkably light in the past 20 years. Previous explorers include Selection Trust, Pancontinental Mining, CRA Exploration, Goldfields Limited, WMC Resources Ltd, Minotaur Resources Ltd, Barrick Exploration and Aberfoyle Resources Limited. Various smaller private groups have also completed reconnaissance exploration in the area. Previous work includes auger soil geochemistry, wide spaced bedrock RAB drilling including 490 holes for 6,472 m, rock chip sampling, magnetics interpretation and surface prospecting. Limited follow up RC drilling has been completed at several prospects. Table 9 shows the significant intersections of +1g/t Au from previous drilling.

Hole	N	E	Depth	Az	Dip	From	To	m	g/t Au	
GDB5	4733	7924	42	257	-60	16	17	1	1.57	
					and	38	40	2	2.18	
GDB6	4733	7907	42	257	-60	29	33	4	1.67	
GDB9	4833	7867	41	257	-60	32	35	3	4.39	
					including	33	34	1	9.47	
BAR057	11964	8508	32	90	-60	4	8	4	9.40	
BAR060	11911	8473	26	90	-60	20	24	4	1.85	
WR044	12294	8498	1.8	0	-90	surface	1.8	1.8	4.50	eoH
SCMR044	16482	7976	60	90	-60	42	44	2	2.71	
SCMC010	16493	7938	60	90	-60	4	5	1	1.01	
					and	11	12	1	1.27	
					and	21	26	5	1.27	
SCMC011	16498	7918	60	90	-60	23	26	3	1.80	
SCMC012	16503	7899	102	90	-60	47	49	2	1.46	
					and	57	58	1	1.21	
SCMC012						81	90	9	1.73	
SCMC004	16285	7944	60	90	-60	54	56	2	1.29	
SCMC005	16290	7924	60	90	-60	29	30	1	1.18	
SCMC006	16295	7905	60	90	-60	26	27	1	1.15	
					and	37	38	1	1.26	
					and	45	46	1	1.53	
SCR294	17314	7301	90	270	-60	32	36	4	2.64	
SCRC229	17298	7359	150	270	-60	127	131	4	1.61	
HBNB001	18393	6549	67	90	-63	48	52	4	2.00	
EXRAB8	15341	7406	20	90	-60	14	17	3	1.67	
BCRC039	12618	5595	112	90	-60	63	65	2	1.44	
SCR184	22898	6374	66	270	-60	65	66	1	1.00	eoH
SRC47	25210	5520	108	0	-90	88	90	2	2.92	
SCR193	21757	5243	75	270	-60	24	28	4	2.21	

Table 8: Bardoc Project Significant Drillhole Intersections >1.0 g/t Au.

Note eoh means that the hole ended in mineralisation.

9.6 Recent Exploration

No recent exploration has been undertaken by Torian.

9.7 Resource Potential

The Bardoc Project has potential for the discovery of economic gold deposits over the BTZ and potential exists for identification of resources below the level of the old workings and along strike over the shear zone.

Exploration Target potential for several deposits were used for the valuation supplemented by an annual commitment style over the balance of the project away from the historical workings.

10.0 Zuleika Project

10.1 Introduction

Collectively the 122 tenement Torian and Cascade Zuleika Project comprises one EL, three MLs, 97 PLs and 21 PLAs covering 217.66 km² of Coolgardie Domain stratigraphy along the highly productive and high grade Zuleika Shear Corridor near Kundana, just 40 km west of Kalgoorlie. The Zuleika Corridor with >7 Moz in resources is the fifth largest West Australian goldfield today with seven major new discoveries in contiguous tenements. The Zuleika Shear continues to the south and also hosts the SR2 Polar Bear deposits.

The Zuleika tenements include a cumulative 25 km of strike over the black Centenary Shale within the K2/Strzelecki Structures that host the most important high grade deposits in the Zuleika Corridor Goldfield (Figure 18). The district includes the Northern Star Resources Limited ("NST") operated East Kundana Joint Venture ("EKJV") Hornet, Rubicon, the new Pegasus 1.2 Moz at 12 g/t Au deposit, the NST Millennium and, Carbine/Paradigm operations and Evolution Mining's ("EVN") Mungari operations of Frog's Legs, White Foil and the new discovery at Johnson's Rest as well as the Zijin Mining Bullant deposit.

TNR has compiled a proprietary data base covering a substantial share of the public drill information along the Zuleika Corridor that includes records from more than 50,000 drillholes each >20 m deep. Recent tenement acquisition has focussed on the K2 and Strzelecki structures which are the most productive zones.



Figure 14: Zuleika Project Tenements over Regional Geology.

10.2 Location and access

The Zuleika Project is some 20 km west of Kalgoorlie and 8 km north of Kundana.

10.3 Local Geology

The Archean Greenstone Belts within the Yilgarn Craton provide important and productive gold mineralisation systems. These belts of greenstone, ultramafic and metasediments between granitic masses provide the softer rock weaknesses that have had development of large scale fault structures that aid plumbing systems to deliver gold mineralising fluids and to form gold deposits. The Zuleika Shear is a large scale structure that extends over 250 km of strike and provides a connected environment for massive volumes of gold bearing rock. The Coolgardie Domain zone some 40 km west of Kalgoorlie and supports a > 7 Moz resource with an ~405,000 ozpa gold output. The sequences of ultramafics and volcanics host quartz veins in shear zones between the cratonic areas.

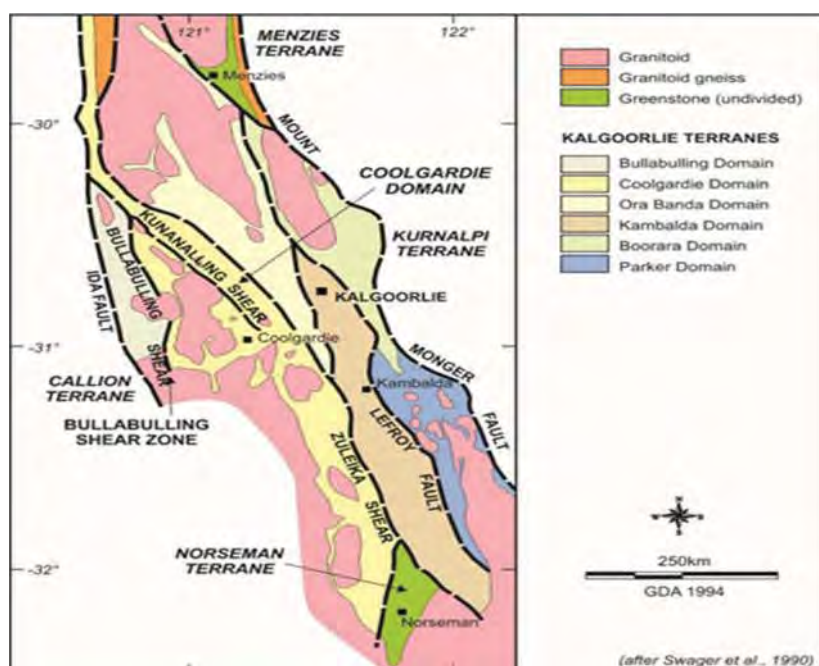


Figure 15: Zuleika Shear Location Map with Coolgardie Domain.

The Zuleika Corridor is located in the central part of the Archaean Norseman- Wiluna Greenstone Belt west of Kalgoorlie. The belt is approximately 800 km in length, and is characterised by thick sequences of ultramafic, mafic and felsic volcanics, as well as various intrusives and sedimentary rocks (Figure 15). Generally, the mafic and ultramafics occur at the base of the sequence, with felsic volcanic to volcanoclastic rocks overlying. The Strzelecki Structure within the Zuleika Corridor is only 5 km wide but supports high grade mineralisation along several sub structures including the K2 suture.

Mapping by the Geological Survey of Western Australia indicates that coarse grained sandstones and conglomerates uncomfortably overly, or are in fault contact with, greenstones in synclinal basins adjacent to or overlying major regional faults.

The understanding of the Zuleika Shear has improved markedly over the past decade as the open cuts of Kundana have extended underground into the Strzelecki, Barker and Centenary deposits, then Raleigh and Rubicon from 2002, Bullant in 2002 and then Frog's Legs in 2005. The mines at Millennium, Pope John, Absolute, Blue Funnel, Broads Dam, Bullant, Wattle Bird and Moonbeam have all contributed to the geological picture of the zone. Almost all of these deposits on the K2 are high grade narrow veins in hard magmatic and metamorphic rocks where in many cases the Centenary Shales are also present. Key mineralisation factors now include recognition of the K2 and Strzelecki Shear structures, contacts between rock types and the importance of gold attractive carbonaceous shales. The structural portion of the K2 and

Strzelecki features is augmented by various cross structures that may link northwards with the Mt Pleasant deposit. In contrast, the White Foil and Castle Hill gold deposits are lower grade diffused deposits formed in more 'porous' metasediments and fractured gabbros and ultramafic rocks to the west of the K2 (Figure 16).

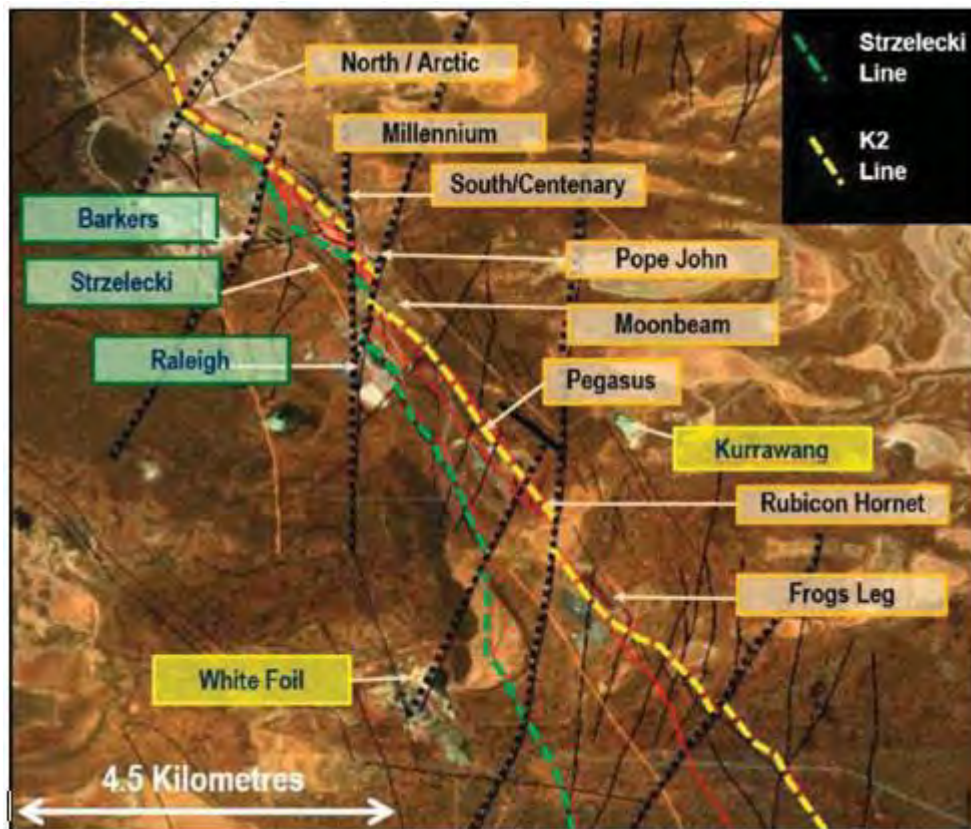


Figure 16: Zuleika Shear – Mines in association with the K2 Structure (after NST).

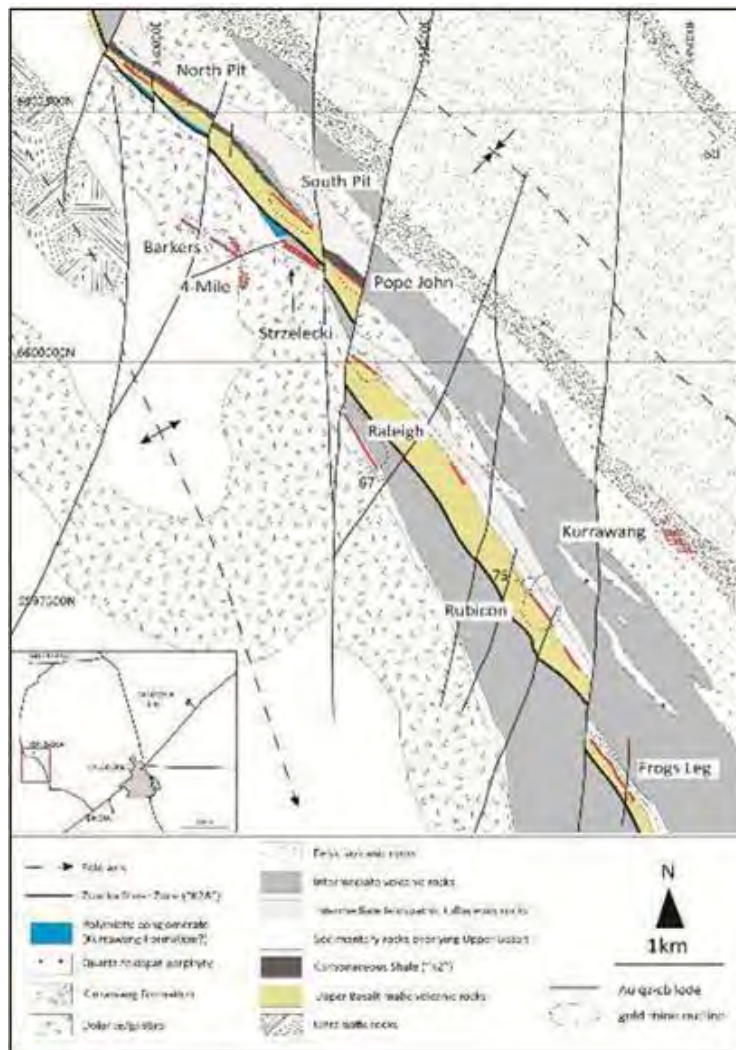


Figure 17: Zuleika Shear – K2 and Strzelecki Structure (from Gerard Tripp).

The K2 suture, which hosts important deposits such as Hornet, Pegasus and Moonbeam, is the primary feature but the K2A, K2B and K2E are also features. The Raleigh and Barkers deposits are to the west on the Strzelecki structure (Figures 16 and 17). The significance of these minor structures and the cross structures is linked to the rock types, including the black Centenary Shales. The cross structures may also act as fluid conduits as gold mineralisation accumulators.

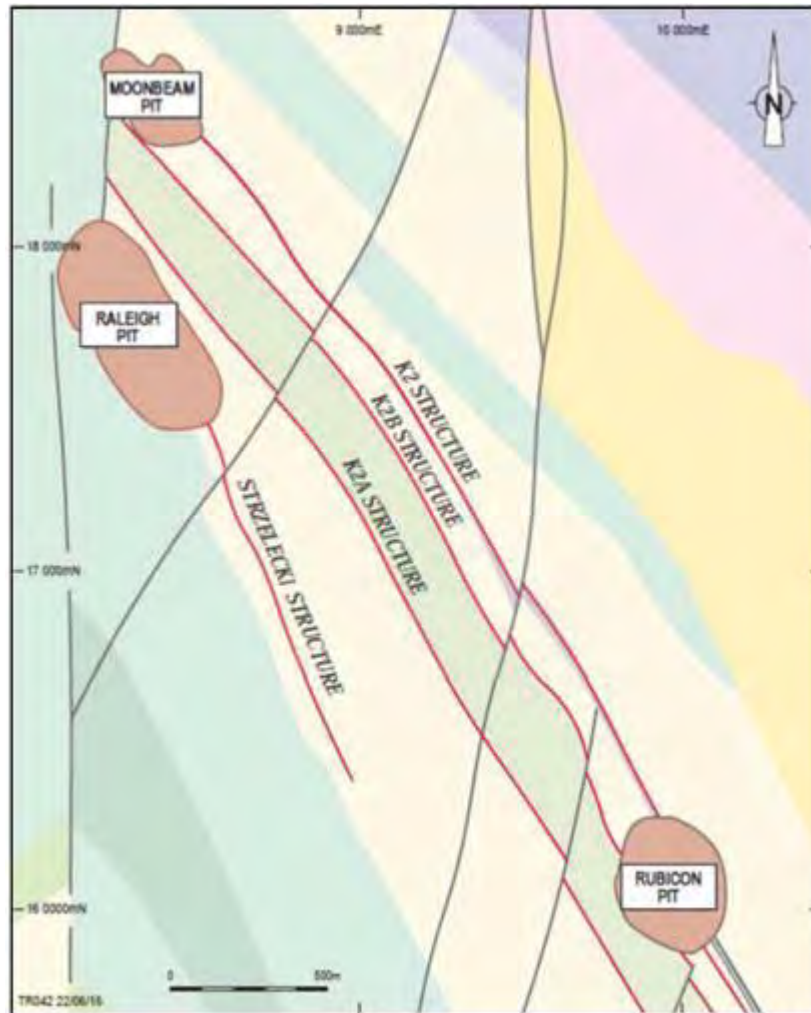


Figure 18: Minor Structures Parallel to the K2 Suture.

Recent releases by NST indicate a more detailed series of substructures with a significant relationship to the black Centenary Shales at the Podge deposit (Figures 18, 19).

The various K2 structures appear as narrow laminated quartz veins with local brecciation. The bulk of the mineralisation is thin and planar laminate quartz veins that often run over 20 g/t Au over narrow widths that dilute to 10-15 g/t Au over mining widths. Additional 'Polaris' zones of mineralised sections into the hanging wall have been encountered with good widths at 4.0-8.0 g/t Au.

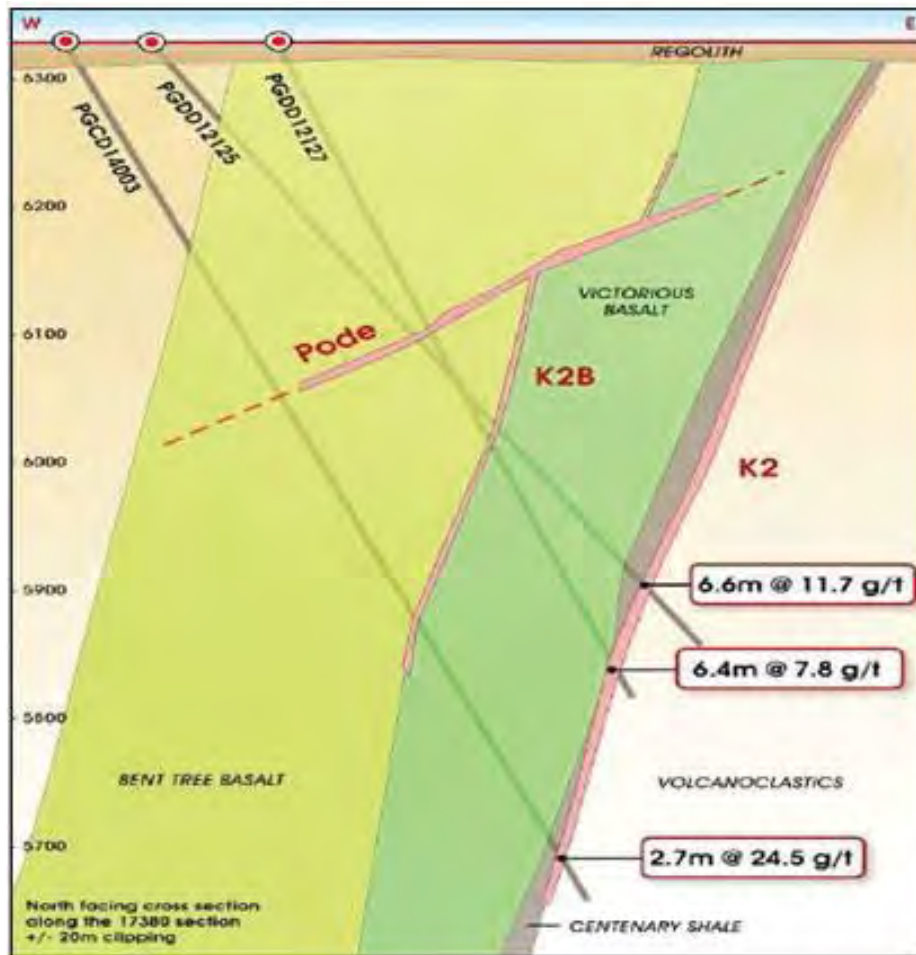


Figure 19: Pode Deposit - Cross-section West – East with K2 suture, Strzelecki Shears and Centenary Shales.

Elsewhere the Barkers, Strzelecki and Raleigh deposits are to the west and with a gabbro contact setting (Figure 20).

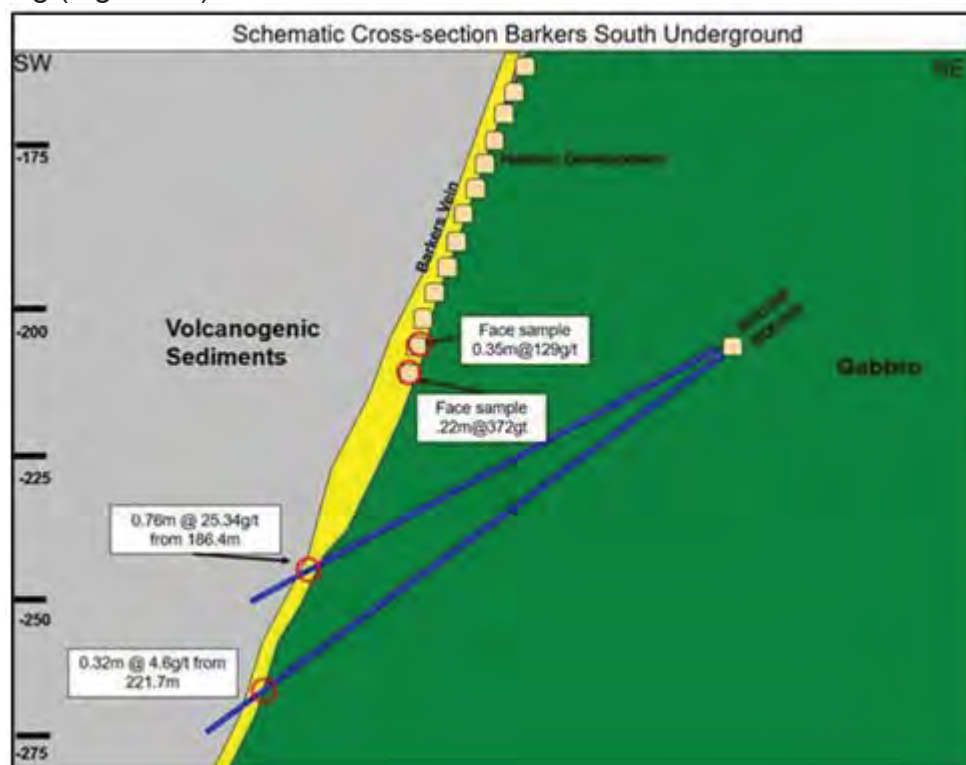


Figure 20: Bakers, Strzelecki and Raleigh deposits in Gabbro Contact Setting.

The Coolgardie Domain sits between the Zuleika Shear and the Kunanalling Shear and is about 75 km along strike and up to 10 km wide, some 500 km² of prospective ground. The Zuleika Corridor has numerous mines with considerable potential for future output (Table 10 and Figure 25). The region has been the subject of significant corporate action in recent years with Northern Star, Evolution and Zijin all acquiring ground through tenement acquisitions and takeovers. Their high grade deposits supply the existing mills using infrastructure in perhaps Australia's best served mining region.

The district includes these following deposits:

	Owner	Resource Mt	Grade g/t	Koz
Raleigh*	EKJV	0.1	23.6	1.20
Frogs Legs	EVN	13.8	2.9	1.27
Rubicon/Hornet*	EKJV			0.50
White Foil	EVN	9.77	1.52	0.48
Pegasus	EKJV	8.6	11.2	1.20
Bullant	Zijin	3.0	5.4	0.70
Castle Hill	EVN	55.7	1.54	2.77
Millennium	NST	1.8	5.8	0.35
Centenary*	Historic	1.01	4.8	0.16
Barkers*	Historic	0.9	8.3	0.23
Strzelecki*	Historic	1.1	11.5	0.49
* Mined resources				

Table 9: Zuleika Project District Major Deposits.

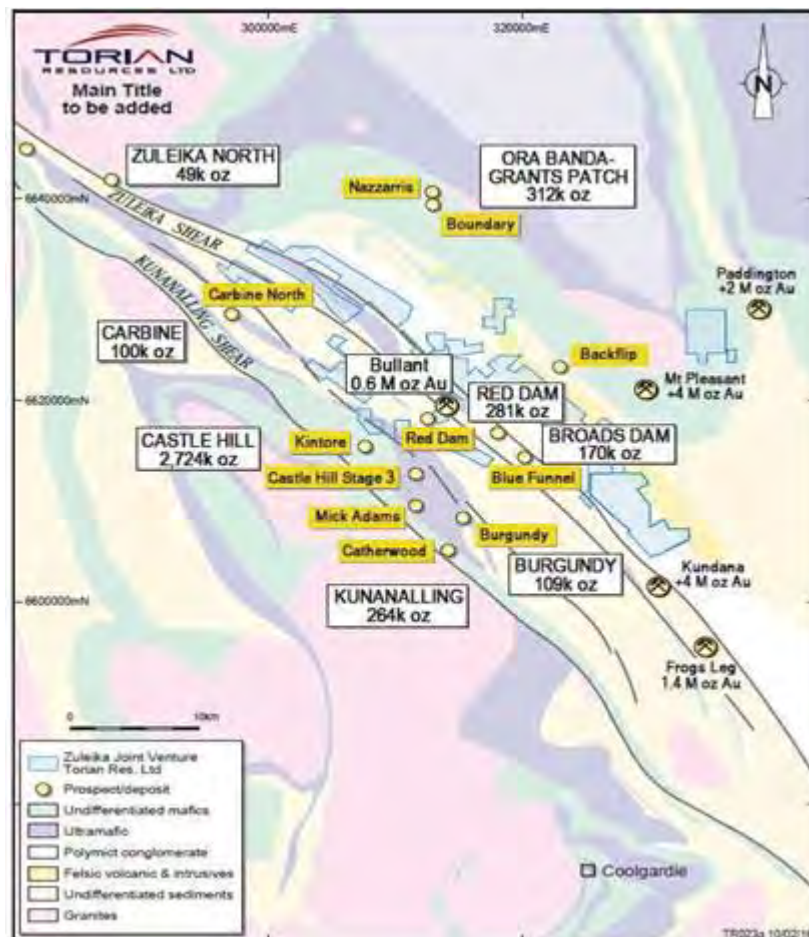


Figure 21: Zuleika Project District Major Deposits over Geology.

NST has provided strong evidence of gold mineralisation to depth and an increasing possibility that ore deposits along the K2 structure may link along strike and coalesce at depth. Now that Pegasus-Hornet-Rubicon link at depth suggests the possibility doubling the resources.

10.4 Mineralisation

In the Yilgarn region gold is most commonly found in the greenstone belts of ultramafic rocks, mafics and metasediments that lie between the granitic cratonic blocks. In the Coolgardie Domain recent exploration and mining has revealed a greater understanding regarding the position of mineralisation in relation to rock type. The softer greenstone belts often provide zones of weakness that host major fault structures. These can be shallow or very deep and are postulated to even extend 30-60 km into the basement rocks and act as conduits for fluids that may be gold bearing. Very deep structures may over time convey very large volumes of fluids bearing gold and the Zuleika Shear is probably one such structure (Figure 21).

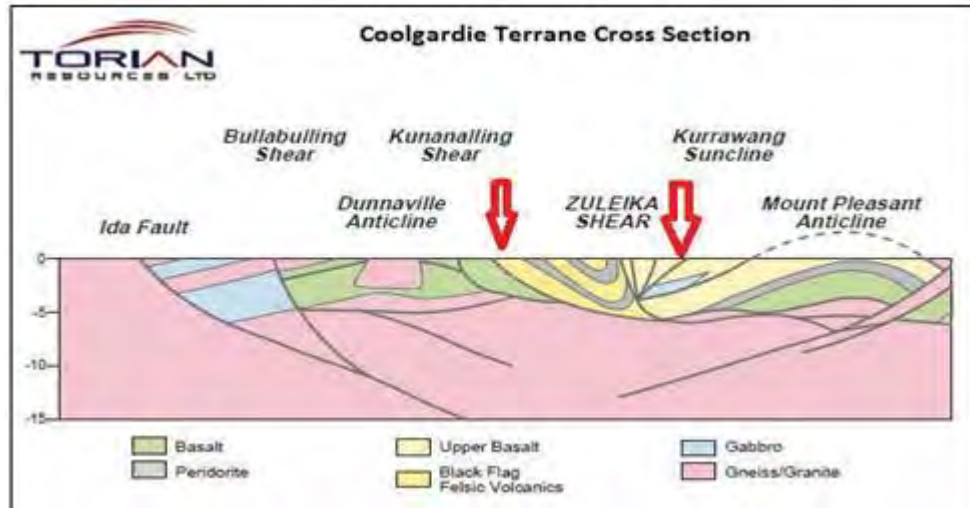


Figure 22: Zuleika Project – Cross Section through Coolgardie Terrain.

It is postulated that at Kundana the black carbonaceous Centenary Shales have a carbon content that has sometimes geochemically aided precipitation of gold. The black shale, up to 20m thick, is graphitic, pyritic and strongly sheared and is often associated with deposits along the Zuleika Shear. Most recent drill programs have targeted this black shale. In the Coolgardie Domain, mineralisation styles are predominantly shale hosted along the K2 and gabbro contact along the Strzelecki suture (Table 11).

Deposit	Structure	Contact	Size (moz)	Au g/t	Company
Kundana	K2	Shale	0.5	8	PCM
Strzelecki	Strzelecki	Gabbro	0.485	8	PCM
Centenary	K2	Shale	0.309	8	Goldfields
Barkers	Strzelecki	Gabbro	0.287	8	Goldfields
Raleigh	Strzelecki	Gabbro	1.02	14	Goldfields
Rubicon/Horn	K2	Shale	0.50	23	EKJV*
Pegasus	K2	Shale	1.2+	12	EKJV*
Bullant	K2	Volcanics	~0.7	5.4	Zijin
Frogs Legs	K2		2.1	5	EVN
White Foil		Gabbro	0.5	2	EVN
Castle Hill	Kunanalling	Tonalite	1.5	1.3	EVN
Bullant	K2		0.6	5	Zijin
Millennium	K2		0.346	5.8	NST
Carbine/Paradigm	K2		0.317	1.4	NST
Broads Dam	K2		0.17		EVN
Johnson's Rest	K2		???		EVN

Table 10: Coolgardie Domain Main Deposit Host Styles.

10.5 Previous Exploration

During the 1980-90 gold boom the Zuleika district was more the subject of tenement trading rather than exploration until Pancontinental Mining acquired the Kundana mining operations as a high grade standalone operation with growing production of 40-60,000 oz pa. Discovery of the Strzelecki Pit and its subsequent extension underground started identification of the potential along the narrow K2 Shear and through the Centenary and Barkers underground mines and shortly thereafter output exceeded 100,000 oz pa.

Initially the East Kundana JV between Tribune/Rand with Goldfields/Aurion was the initial production unit which was later taken over by Barrick and subsequently sold to NST with its 51% interest in the EKJV in early 2014. The Rubicon and later Pegasus deposits were developed as high grade extensions underground along the K2 Shear. During this period operations on the K2 at Bullant and Frogs Legs deposits added to the region's high grade output. Despite the recent activity the district is still remarkably underexplored.

The public domain information available to assist modelling and target generation includes 3,478 holes for 139,537 m.

10.6 Recent Exploration

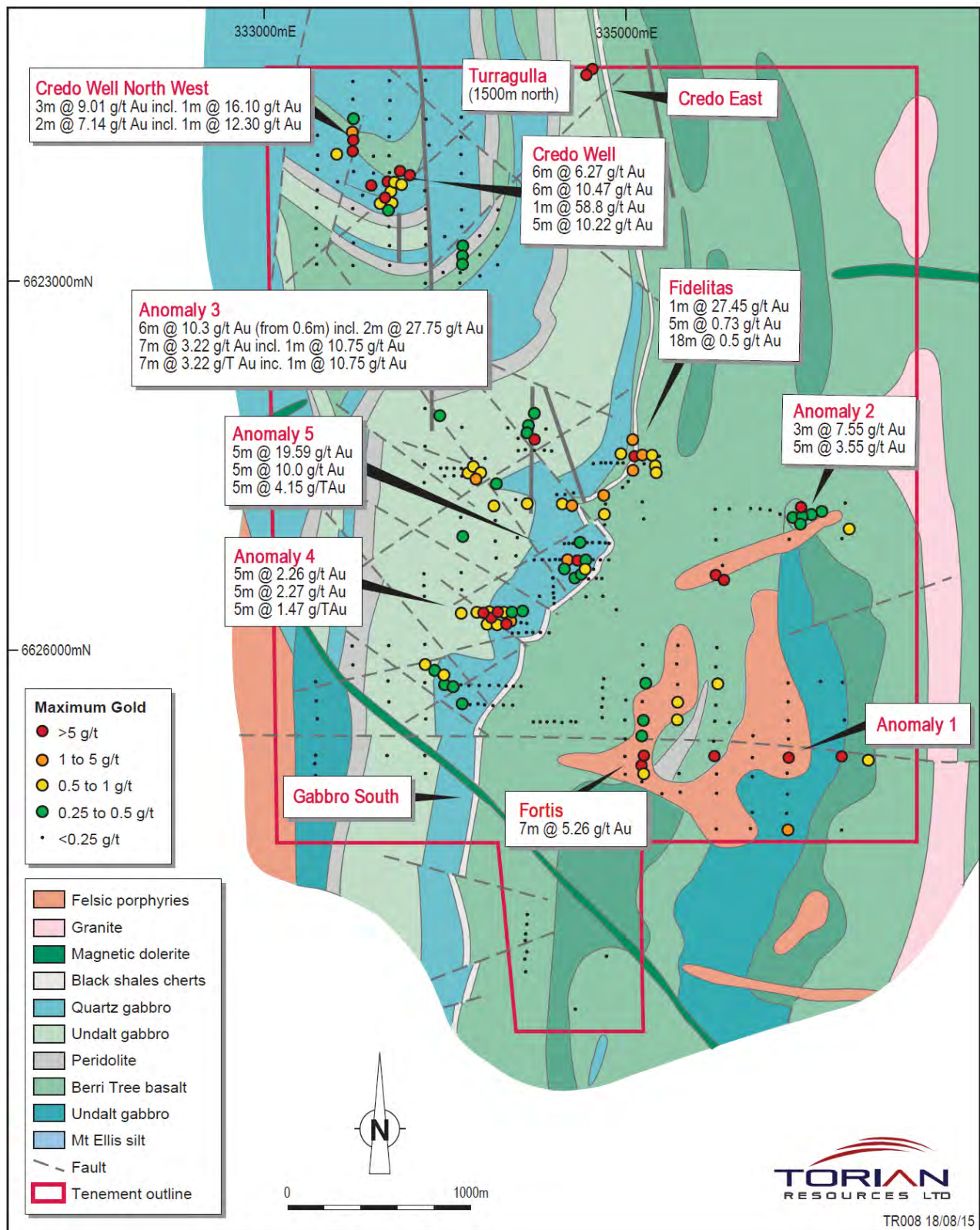


Figure 23: Zuleika Project – Credo Area Deposits.

The Torian and Cascade tenements in the Zuleika Corridor pass from the EKJV in the SE to beyond Carbine in the NW over a strike distance of approximately 25 km. The southern boundary of the Project lies some 8 km NW of the Kundana Gold Deposit that has production and resources >7 Moz at an average grade of approximately 10.00 g/t Au.

Previous exploration in the project area comprises broad spaced sampling on 200x50 m grids with approximately 190 shallow 20-50 m reconnaissance RAB and air core drill holes over various geochemical and structural targets. The average depth of previous drilling is 36.6 m.

The current strategy is a four phase exploration program along the Zuleika Corridor includes testing for anomalous mineralisation of ppb level Au in the oxide zone of the black shales that can be indicative of higher grade mineralisation at depth below. Accordingly four phases of exploration include 400 m spaced RAB drilling over likely targets infilled to 200 spaced RAB drilling with some deeper RC drilling. Anomalous targets will then be drilled on 50 m spaced RC lines with some deeper holes and finally infill to 20x20 m RC drillout for resources definition and engineering.

Already more than 36,000 m of shallow RAB drilling through the covering alluvium/colluvium of up to 60 m depth and then to 'refusal' which is typically a further 1-3 m into the underlying bedrock to test for bedrock geochemistry.

Quarter	RAB (holes and metres)		RC (holes and metres)	
September Quarter 2015	94	5,914m	6	618m
December Quarter 2015	456	21,612m	51	1,712m
March Quarter 2016	209	7,463m	0	
June Quarter 2016	0		0	
FY June 17 (approx. only)*	500	45,000m	50	10,000m
* MPS estimates only				

Table 11: Zuleika Project Recent Drilling Performance.

The bedrock geochemistry indicates the rock type. Much of the drilling has targeted the black shales and confirms the geological interpretation over a 5 km strike line with approximately a further 20 km of black shale strike length to be tested. Overall the project area has at least 17 key target areas which will be systematically addressed.

10.7 Resource Potential

The Zuleika Project has potential for the discovery of economic gold deposits over the Zuleika Shear package and potential exists for identification of resources below the level of the traditional old workings in the district.

Exploration Target potential for several deposits was used for the valuation supplemented by similar style over the Credo deposit area where the potential geological setting is different.

11.0 Gibraltar South Project

11.1 Introduction

The Torian Gibraltar South Project comprises five PLAs covering 7.99 km² over the prospective Bullabulling Shear extension that hosts the Bacchus and Phoenix deposits to the northwest.

11.2 Location and access

The leases are situated some 19 to 22 km SW of Coolgardie. The project is accessed via the Great Eastern Highway and thence the Gibraltar road by turning off to the south towards the Gibraltar Mine some 20 km west of Coolgardie. Alternatively the Queen Victoria Rocks Road from Coolgardie, and thence via various bush tracks and fence lines.

Numerous bush tracks provide further access onto and across the tenement group.

Bullabulling Operations Pty Ltd owns the underlying Bullabulling pastoral lease.

11.3 Local Geology

The geology of the Coolgardie area comprises Archaean mafic to ultramafic lithologies, intruded by granitoid plutons. Extensive thrust-faulting of greenstone packages has resulted in structural complexity and multiple stacking with repetition of basal contact zones that are known to host nickel sulphide ore bodies, as seen at the Nepean nickel mine, some 15 km SE of the project. Numerous NE striking fault structures bisect the stratigraphy, showing evidence of lateral displacements. Historic gold workings are scattered throughout the area. Most of these are lined along NW to NE striking trends, similar to most other major gold bearing structures of the Eastern Goldfields.

The Bullabulling district is largely covered by Cainozoic sediments consisting of tertiary weathered saprolite, laterite, alluvium, sheetwash, quaternary alluvium, colluviums and duricrust (calcrete, ferricrete, silcrete). Hence there is a heavy reliance on remote survey data such as geophysics, aerial photography and drilling data to develop an interpretation of the geological, geochemical and structural characteristics.

Swager seems to have mapped in detail the regional geology and structure covering the Bullabulling district. He mapped outcropping lithologies to demonstrate predominantly steep 50-90° westerly dipping metamorphic foliations with stratigraphic units striking north-south.

Swager divided the geology into two domains, the Bullabulling Domain and Coolgardie Domain, based on stratigraphic, lithological, structural features and divided by thrust faults or a shear zone known as the Bullabulling Shear. Exploration reports have delineated this shear to mark the boundary with the Bullabulling Domain to the west and the Coolgardie Domain to the east extending over 70 km in a north-south direction. Granite plutons intrude the Bullabulling area with the Silt Dam Monzogranite to the north, the Bali Monzogranite granite to the east and the Burra Monzogranite to the south. In the vicinity of the Silt Dam monzogranite the Bullabulling Shear is dislocated by east-west striking faults.

The geology of the main Bullabulling corridor including the Phoenix and Bacchus open cut gold mines and the First Find prospect area has been claimed to include a north-south striking west dipping thrust repeated sequence of komatiite (or high Mg basalt) overlain by felsic to intermediate meta-sedimentary rocks intruded by pegmatites. Amphibolites and dolerite/gabbros also occur locally and the deformation sequence includes north-south thrusting followed by folding, faulting and granitoid intrusion with NW- SE principal compression directions.

The structural setting of the area has been described as lying within a regional thrust belt with rock sequences becoming older to the west and SW. Thrust belts have developed after the emplacement of the major granite plutons. The plutons control the position of the thrusts and provide protection from deformation during the later periods of regional compression.

Mineralisation at Bullabulling lies within the thrust faults with other deposits adjacent to these faults such as at Gibraltar. Gold mineralisation is usually associated with increased foliations, quartz veining and calc - silicate prograde alteration including diopside, biotite, albite, carbonate, silica and pyrite. Palaeo-channel mineralisation has also been discovered at the base of the tertiary cover (fine grey clays and lesser grits) at about 20 m depth.

The geology of the Gibraltar Project area comprises extensively soil-covered NW trending Archaean-aged metasediments and mafic to ultramafic greenstones in contact with intrusive granite plutons. Much of the tenement area is underlain by granitic intrusive rocks and NW trending Archaean-aged felsic metasediments.

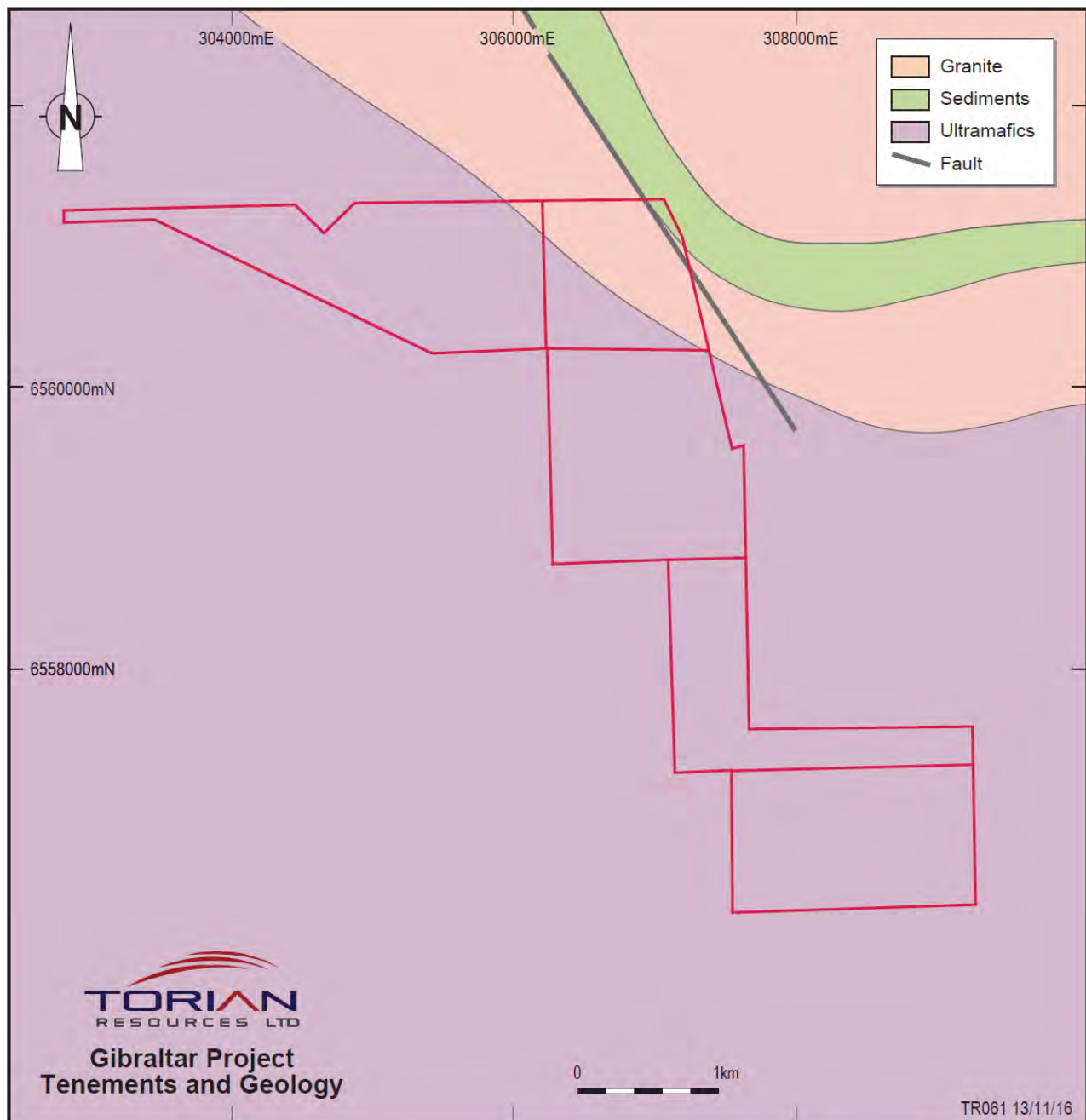


Figure 24: Gibraltar Project Tenements over Regional Geology.

11.4 Mineralisation

Mineralisation styles within the project are yet to be determined but may include a number of sub-parallel zones proximal to the contact between the hanging-wall meta-sedimentary rocks and footwall komatiite (or high Mg basalt). Mineralisation could be lensoidal and anastomosing and hosted by meta-sedimentary rock sequences, however it may in some areas extend into the komatiite.

11.5 Previous Exploration

Previous exploration has been remarkably light, with very little being carried out in the past 20 years. Previous explorers include St Francis Mining, Resolute Resources and various smaller private groups. Previous work includes auger soil geochemistry, wide spaced bedrock RAB drilling, rock chip sampling, magnetics interpretation and surface prospecting. No significant results have been obtained from this previous work.

11.6 Recent Exploration

There has been little recent work undertaken in the last 20 years. Torian is compiling the previous exploration into its proprietary database.

11.7 Resource Potential

Several low order targets exist that warrant additional exploration. No gauge of potential can be made at the present time so for valuation purposes shear zone potential hosted mineralisation was used.

12.0 Kanowna South, Five Mile Hill and Boorara Projects

12.1 Introduction

At Kanowna South Cascade holds five granted PLs covering 7.78 km² and Torian holds one PLA covering 1.44 km². The Five Mile Hill Project comprises four Cascade PLAs covering 6.93 km² and the Boorara Project comprises 11 Torian PLAs covering 15.04 km².

The same exploration geology and philosophy applies to all three projects.

12.2 Location and access

The tenements are located between 7 and 25 km east, southeast and northeast of Kalgoorlie. Access is via the bitumen Yarri and Bulong roads and thence via various bush tracks.

12.3 Local Geology

The underlying geology comprises steep dipping felsic volcanic and volcanoclastic rocks and mafic volcanics. The rocks trend northwest, with variable but generally steep to subvertical dips. Outcrop is poor in the area, with the geology interpreted from a combination of aeromagnetic survey interpretations and historic bedrock drill spoil.

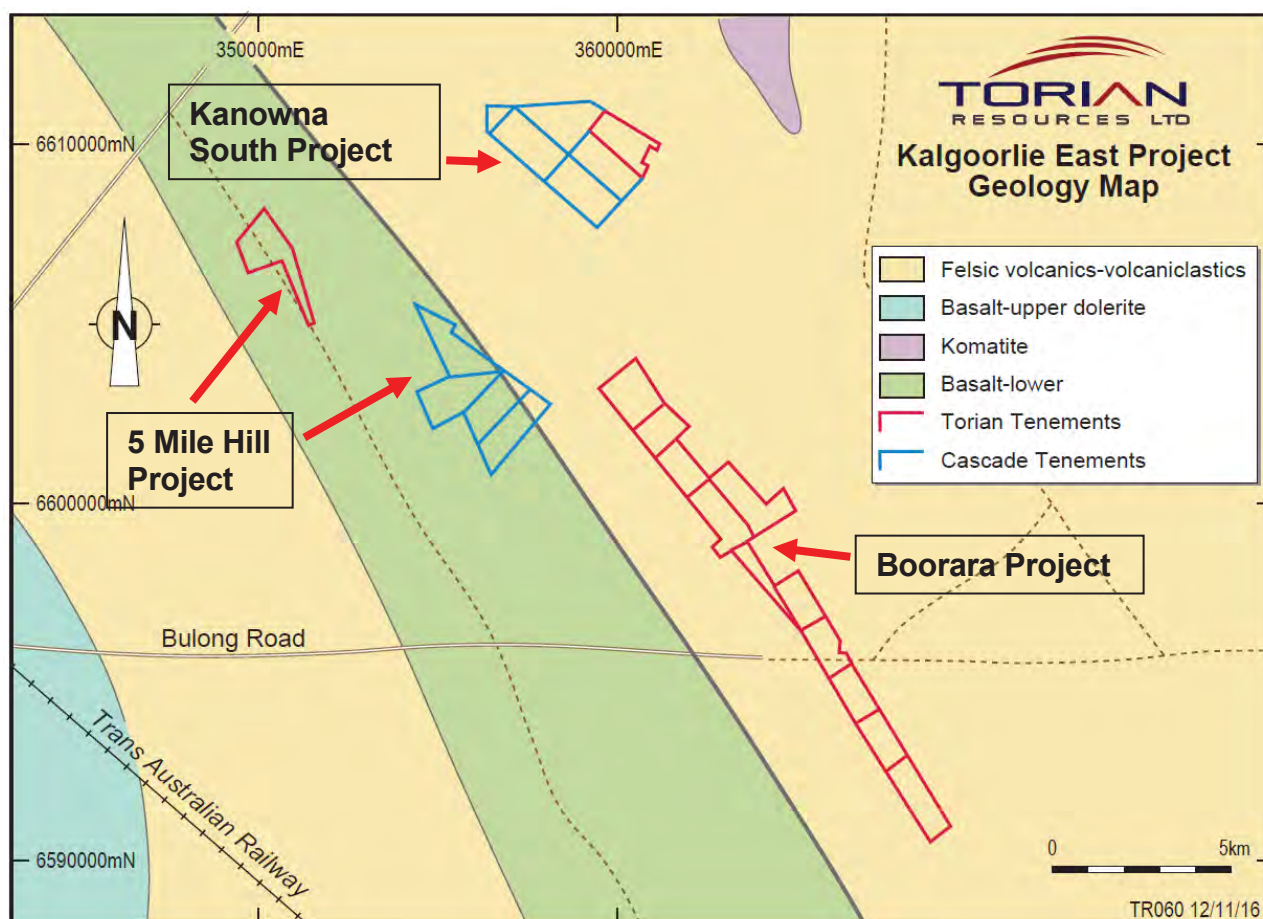


Figure 25: Kanowna South, Five Mile Hill and Boorara Project Tenement over Regional Geology.

12.4 Mineralisation

Mineralisation is known from along strike in this area. The high grade Boorara mine to the south is a typical Archaean volcanogenic massive sulphide deposit type, with a significant silver supergene zone occurring above. The fresh rock mineralisation is mainly zinc rich but contains significant silver, plus minor copper and lead. Gold mineralisation in the area is typically steep dipping, contact related quartz veins in shear zones of varying strikes and dips.

12.5 Previous Exploration

Previous exploration has been remarkably light, with very little being carried out in the past 20 years. Previous explorers include BP Minerals, Pancontinental Mining, CRA Exploration and various smaller private groups. Previous work includes auger soil geochemistry, wide spaced bedrock RAB drilling, rock chip sampling, magnetics interpretation and surface prospecting. No significant results have been obtained from this previous work.

At Kanowna South data for 80 drillholes for 1,925 m is available to assist target generation.

12.6 Recent Exploration

There has been little recent work undertaken in the last 20 years. Torian is compiling the previous exploration into its proprietary database.

12.7 Resources

There are no known resources within the tenements.

12.8 Resource Potential

Several low order targets exist that warrant additional exploration. No gauge of potential can be made at the present time so for valuation purposes an exploration commitment has been used.

13.0 Mt Monger Project

13.1 Introduction

The Mt Monger Cascade project comprises 14 PLs and seven PLAs covering 29.35 km² SE of Kalgoorlie. The tenements cover typical stratigraphy that hosts shear zone controlled narrow typically high grade gold mineralisation.

13.2 Location and access

The tenements are located between 50 km SE of Kalgoorlie. Access is via the bitumen Kambalda Highway and thence via various gravel roads and bush tracks.

13.3 Local Geology

The Mt Monger tenements overlie part of the highly mineralised Norseman-Wiluna Greenstone Belt. The project area is underlain by the Bulong Anticline that is part of the Gindalbie Terrane bounded by the Mt Monger Fault to the west, the Emu Fault and Penny Dam Conglomerate to the east and the Randall Fault to the SE which is locally called the Bare Hill Shear. The terrane comprises three greenstone successions separated by regional low angle faults. These early D₁ faults are folded and offset by subsequent D₂ and D₃ folds and faults.

The deformation history is characterised by an alternation of extension and compression episodes that include the greenstone basin forming extension, followed by thrusting.

Regional east-west shortening followed regional extension of the stacked supercrustal sequence. High grade gneissic domes may have developed just prior or after this regional shortening.

The Mt Monger mining centre overlies a structure on the SW flank of the Bulong Anticline, locally referred to as the Mt Monger Anticline although the structure is now considered to be a series of thrust repeats. Basalts, pyroxenites and gabbro dominate the centre of the area. Interflow sediments occur within the basaltic sequence along with conformable dolerites. These are overlain by felsic conglomerate sediments that are overlain by ultramafic and gabbroic rocks. The entire sequence is intruded by quartz feldspar porphyry dykes and sills related to the granitoid centre of the Bulong Anticline. Two major east-west Proterozoic Dykes transect this Archaean stratigraphy.

Local exploitation of gold deposits is by both open-pit and underground operations. Mineralisation is located in most rock types and is associated with shears, felsic dykes and or lithological contacts.

In the project area the underlying geology comprises steep dipping felsic volcanic and volcanoclastic rocks and mafic volcanics. The rocks trend NW, with variable but generally steep to sub-vertical dips. Outcrop is poor in the area, with the geology interpreted from a combination of aeromagnetic survey interpretations and historic bedrock drill spoil.

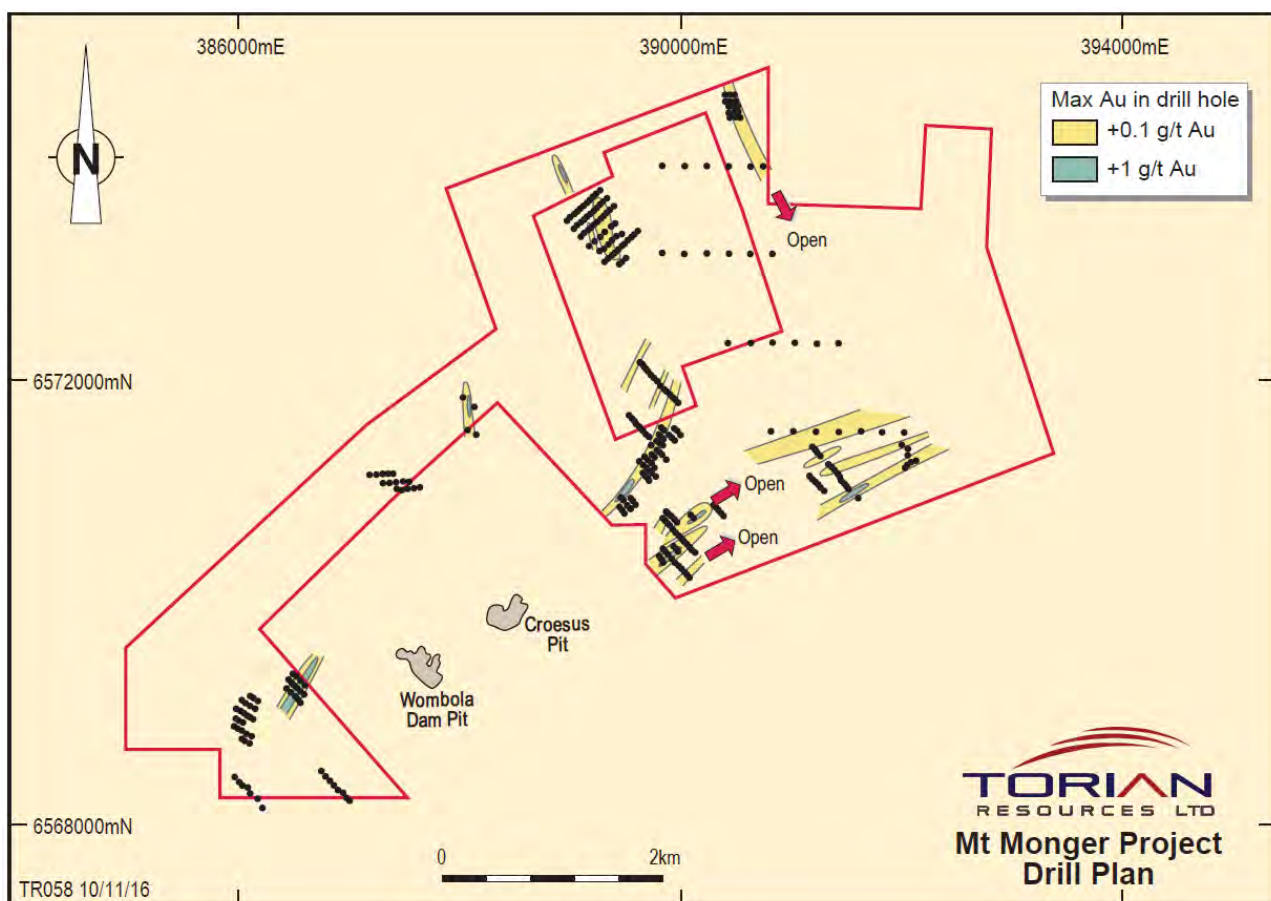


Figure 26: Mt Monger Project Tenements over Regional Geology.

13.4 Mineralisation

Mineralisation is known from along strike in this area. The high grade Boorara mine to the south is a typical Archaean volcanogenic massive sulphide deposit type, with a significant silver supergene zone occurring above. The fresh rock mineralisation is mainly zinc rich but contains significant silver, plus minor copper and lead. Gold mineralisation in the area is typically steep dipping, contact related quartz veins in shear zones of varying strikes and dips.

13.5 Previous Exploration

Previous exploration has been remarkably light, with very little being carried out in the past 20 years. Previous explorers include BP Minerals, Pancontinental Mining, CRA Exploration and various smaller private groups. Previous work includes auger soil geochemistry, wide spaced bedrock RAB drilling, rock chip sampling, magnetics interpretation and surface prospecting. No significant results have been obtained from this previous work.

Amongst public domain information is data for 132 drillholes for 2,711 m that will assist modelling and target generation.

13.6 Recent Exploration

There has been little recent work undertaken in the last 20 years. Torian is compiling the previous exploration into its proprietary database.

13.7 Resources

There are no known resources within the tenements.

13.8 Resource Potential

Several additional low order targets exist that warrant additional exploration. No gauge of potential can be made at the present time.

14.0 Valuation of the Project

When valuing any mineral asset/project it is important to consider as many factors as possible that may either assist or impinge upon the current cash value estimates of the mineral asset under consideration. In this Report AM&A considers that the primary features to be taken into account are the Tenement Security; Available Infrastructure; Relevant Expenditure on development, Resource Estimations and the general Geological Setting.

Basically, these parameters have been checked and accepted as described above with regards to tenement security, infrastructure, previous exploration concepts and a favourable geological environment.

14.1 Selection of Valuation Methods

The following valuation methods, as described above in Section 2, are not considered applicable for the respective reasons provided:

- The Discounted Cash Flow method cannot be used for the Project as the lack of mineral reserve estimates precludes a DCF;
- The Kilburn 'prospectivity' method - as the range of values generated is typically too wide to be realistic.
- Comparable transactions – with the recent general demise of the exploration industry, through lack of 'high-risk funds', this has curtailed much activity thus no similar recent relevant transactions could be located for similar or analogous projects in Australia. Those that were found are listed in Appendix 4 but their values are very distant from this study thus preventing any meaningful comment.

- Real estate value which is usually based on a value ascribed to varying areas of tenement holdings which may consequently become unrealistic due to the varying areas of projects.
- The MEE method could not be used since all the many and varied historical costs involved are simply not available.

The Empirical/Yardstick method was deemed reliable for the Project where the JORC Code (2012) compliant resource estimate for Exploration Target potential has been established. The Exploration Targets are derived by using length, width, depth, specific gravity and grade with a current gold price to compute an in situ value which was then modified by a “payability factor” to allow for uncertainty in the selected parameters. In areas away from obvious shear zones the balance of the area was assigned a figure related to one year of DMP expenditure commitment. This estimate accordingly takes precedence over the use of any other method.

Accordingly the Yardstick method, with appropriate discount factors, has been adapted as the overriding basis for the estimation of the value.

14.2 Valuation –Yardstick Method

For the projects the Exploration Target potential was used to derive the in-situ theoretical mineralisation value ranges which were then again heavily discounted by between 97.0% to 99.0% by area to provide an undistributed range of values. These values were then distributed by an area percentage which reflects the individual companies land holding at the project. Where necessary the respective companies holding was further modified as required by the beneficial ownership percentages. These computations ultimately produced the individual companies preferred value with low and high ranges.

Details of all these workings are summarised in Appendix 1.

14.3 Valuation Conclusions

The summary result for the method is presented in Table 13. As described above the Yardstick method was selected as the most appropriate method for valuation estimate purposes supplemented with annual expenditure commitments for ground more distant from obvious shear zones at the Projects.

Project	Torian A\$ M			Cascade A\$ M			Undistributed Value A\$ M		
	Low	High	Preferred	Low	High	Preferred	Low	High	Preferred
Mt Keith	0.00	0.00	0.00	0.00	0.00	0.00	0.26	4.03	1.34
Mt Stirling	0.12	1.69	0.57	0.00	0.00	0.00	0.24	3.31	1.12
Malcom	0.29	3.29	1.17	0.000	0.00	0.00	0.57	6.45	2.30
Mt Korong	0.85	7.15	2.98	0	0	0	0.85	7.15	2.98
Bardoc	0.09	0.76	0.29	0.20	1.71	0.65	0.28	2.46	0.95
Zuleika	0.51	17.63	4.51	1.36	45.94	11.82	1.86	63.57	16.32
Kanowna South	0.00	0.01	0.01	0.03	0.04	0.03	0.03	0.05	0.04
Five Mile Hill	0.00	0.00	0.00	0.02	0.04	0.03	0.02	0.04	0.03
Boorara	0.05	0.07	0.06	0.00	0.00	0.00	0.05	0.07	0.06
Gibraltar South	0.09	5.01	1.11	0.00	0.00	0.00	0.09	5.01	1.11
Mt Monger	0.00	0.00	0.00	0.11	0.74	0.29	0.11	0.74	0.29
TOTAL	2.21	39.94	12.04	1.71	48.47	12.83	4.58	97.22	27.88
Rounded	2	40	12	2	48	13	5	97	28

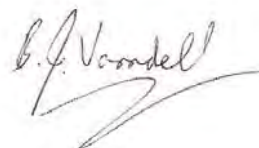
Table 12: Torian and Cascade - Summary Range of Current Values.

This Report concludes that the cash value of 100% of both the Torian & Cascade Projects in Western Australia at 21st December, 2016, is ascribed at \$28 M from within the range of \$5 M to \$97 M. The resultant Torian value is accordingly ascribed at \$12 M from within the range of \$2 M to \$40 M and the Cascade component at \$13 M from within the range of \$2 M to \$48 M.

Yours faithfully,



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Brian J. Varndell
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Competent Persons Statement

The information in this report which relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Allen Maynard, who is a Member of the Australian Institute of Geosciences ("AIG"), a Corporate Member of the Australasian Institute of Mining & Metallurgy ("AusIMM") and independent consultant to the Company. Mr Maynard is the Director and principal geologist of Al Maynard & Associates Pty Ltd and has over 35 years of exploration and mining experience in a variety of mineral deposit styles. Mr Maynard has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves". (JORC Code). Mr Maynard consents to inclusion in the report of the matters based on this information in the form and context in which it appears.

Competent Persons Statement

The information in this report which relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Brian Varndell, who is a Fellow of the Australasian Institute of Mining and Metallurgy and independent consultant to the Company. Mr Varndell is an associate of Al Maynard & Associate Pty Ltd and has over 40 years of exploration and mining experience in a variety of mineral deposit styles including iron ore mineralisation. Mr Varndell has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves". (JORC Code). Mr Varndell consents to inclusion in the report of the matters based on this information in the form and context in which it appears.

15.0 References

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16.0 Glossary of Technical Terms and Abbreviations

Anomaly	Value higher or lower than the expected or norm.
Base metal	Generally a metal inferior in value to the precious metals, e.g. copper, lead, zinc, nickel.
Complex	An assemblage of rocks or minerals intricately mixed or folded together.
Diamond drill	Rotary drilling using diamond impregnated bits, to produce a solid continuous core sample of the rock.
Dip	The angle at which a rock layer, fault or any other planar structure is inclined from the horizontal.
Fault	A fracture in rocks on which there has been movement on one of the sides relative to the other, parallel to the fracture.
Intercept	The length of rock or mineralisation traversed by a drillhole.
JORC	Joint Ore Reserves Committee- Australasian Code for Reporting of Identified Resources and Ore Reserves.
Mineralisation	In economic geology, the introduction of valuable elements into a rock body.
Ore	A mixture of minerals, host rock and waste material which is expected to be mineable at a profit.
Outcrop	The surface expression of a rock layer (verb: to crop out).
Primary	Mineralisation which has not been affected by near surface mineralisation oxidising process.
Quartz	A very common mineral composed of silicon dioxide-SiO ₂ .
Reconnaissance	A general examination or survey of a region with reference to its main features, usually as a preliminary to a more detailed survey.
Remote Sensing Imagery	Geophysical data obtained by satellites processed and presented as photographic images in real or false colour combinations.
Reserve	In-situ mineral occurrence which has had mining parameters applied to it, from which valuable or useful minerals may be recovered.
Resource	In-situ mineral occurrence from which valuable or useful minerals may be recovered, but from which only a broad knowledge of the geological character of the deposit is based on relatively few samples or measurements.
Shear (zone)	A zone in which shearing has occurred on a large scale so that the rock is crushed and brecciated.
Stratigraphy	The succession of superimposition of rock strata. Composition, sequence and correlation of stratified rock in the earth's crust.
Strike	The direction or bearing of the outcrop of an inclined bed or structure on a level surface.

Abbreviations

g	gram	m ³	cubic metre
kg	kilogram	mm	millimetre
km	kilometre	M	million
km ²	square kilometre	oz	troy ounce(31.1035g)
m	metre	t	tonne
m ²	square metre	B	billion
ha	hectare		

[illegible]

Project	Au koz			Payability Factor	A\$ M			Discount Factor			A\$ M			A\$ M			A\$ M			A\$ M			A\$ M		
	Min	Max	Pref		Min	Max	Pref	Min	Max	Pref	Min	Max	Pref	Min	Max	Pref	Min	Max	Pref	Min	Max	Pref			
Mt Keith																									
Bartons *	17.130	64.237	35.687	50.00%	14.12	52.94	29.41	0.01	0.03	0.02	0.14	1.59	0.59	0.00	0.00	0.00									
Waldecks *	6.906	46.615	21.581	50.00%	5.69	38.42	17.79	0.01	0.03	0.02	0.06	1.15	0.36	0.00	0.00	0.00									
Jessie May *	1.507	10.174	4.710	50.00%	1.24	8.39	3.88	0.01	0.03	0.02	0.01	0.25	0.08	0.00	0.00	0.00									
Waldecks West *	6.199	41.841	19.371	50.00%	5.11	34.49	15.97	0.01	0.03	0.02	0.05	1.03	0.32	0.00	0.00	0.00									
sub Total	31.742	162.867	81.349								0.26	4.03	1.34	0.00	0.00	0.00	0.26	4.03	1.34	0.00	0.00	0.00	0.00		
Mt Stirling Well *	14.404	97.224	45.011	90.00%	21.37	144.24	66.78	0.010	0.030	0.02	0.21	4.33	1.34	0.00	0.00	0.00	0.21	4.33	1.34	0.00	0.00	0.00	0.00		
Mt Stirling																									
Mt Stirling *	14.404	64.816	33.758	90.00%	21.37	96.16	50.08	0.010	0.030	0.02	0.21	2.88	1.00												
Mt Stirling North *	1.543	8.681	3.617	75.00%	1.91	10.73	4.47	0.010	0.030	0.02	0.02	0.32	0.09												
Blue Jacket North *	0.482	4.340	1.808	50.00%	0.40	3.58	1.49	0.010	0.030	0.02	0.00	0.11	0.03												
sub Total	16.429	77.837	39.184								0.24	3.31	1.12	0.00	0.00	0.00	0.24	3.31	1.12	0.00	0.00	0.00	0.00		
Mt Malcolm																									
Dam West *	3.009	11.285	6.269	50.00%	2.48	9.30	5.17	0.010	0.030	0.02	0.02	0.28	0.10	0.00	0.00	0.00	0.02	0.28	0.10						
Dam East *	8.874	27.952	16.638	50.00%	7.31	23.04	13.71	0.010	0.030	0.020	0.07	0.69	0.27	0.00	0.00	0.00	0.07	0.69	0.27						
Dumbarton *	14.468	54.254	30.141	50.00%	11.92	44.72	24.84	0.010	0.030	0.020	0.12	1.34	0.50	0.00	0.00	0.00	0.12	1.34	0.50						
Golden Crown *	1.929	13.021	6.028	50.00%	1.59	10.73	4.97	0.010	0.030	0.020	0.02	0.32	0.10	0.00	0.00	0.00	0.02	0.32	0.10						
Dover Castle *	0.386	2.604	1.206	50.00%	0.32	2.15	0.99	0.010	0.030	0.020	0.00	0.06	0.02	0.00	0.00	0.00	0.00	0.06	0.02						
Nicks Nob *	4.630	31.251	14.468	50.00%	3.82	25.76	11.92	0.010	0.030	0.020	0.04	0.77	0.24	0.00	0.00	0.00	0.04	0.77	0.24						
Golden Valley *	2.315	8.681	4.823	50.00%	1.91	7.15	3.97	0.010	0.030	0.020	0.02	0.21	0.08	0.00	0.00	0.00	0.02	0.21	0.08						
Mafeking *	2.894	19.532	9.042	50.00%	2.38	16.10	7.45	0.010	0.030	0.020	0.02	0.48	0.15	0.00	0.00	0.00	0.02	0.48	0.15						
Braemore *	0.965	6.511	3.014	50.00%	0.79	5.37	2.48	0.010	0.030	0.020	0.01	0.16	0.05	0.00	0.00	0.00	0.01	0.16	0.05						
Ladies Lana (3)	7.716	34.723	18.085	40.00%	5.09	22.89	11.92	0.010	0.030	0.020	0.05	0.69	0.24	0.00	0.00	0.00	0.05	0.69	0.24						
Kruger Steyn	4.630	31.251	14.468	40.00%	3.05	20.61	9.54	0.010	0.030	0.020	0.03	0.62	0.19	0.00	0.00	0.00	0.03	0.62	0.19						
Napolean	4.823	30.382	14.468	40.00%	3.18	20.03	9.54	0.010	0.030	0.020	0.03	0.60	0.19	0.00	0.00	0.00	0.03	0.60	0.19						
Mt George	0	0	0								0.04	0.06	0.05	0.00	0.00	0.00	0.04	0.06	0.05						
Pig Well	0	0	0								0.04	0.06	0.05	0.00	0.00	0.00	0.04	0.06	0.05						
Mt Stewart	0	0	0								0.04	0.06	0.05	0.00	0.00	0.00	0.04	0.06	0.05						
Calypso	0	0	0								0.01	0.03	0.02	0.00	0.00	0.00	0.01	0.03	0.02						
sub Total	56.637	271.445	138.650								0.57	6.45	2.30	0.00	0.00	0.00	0.57	6.45	2.30	0.00	0.00	0.00	0.00		
																							1.17		

Mt Korong	102.882	289.357	180.848	50.00%	84.80	238.49	149.05	0.010	0.030	0.020	0.85	7.15	2.98	0	0	0	0.85	7.15	2.98	0.00	0.00	0.00	0.85	7.15	2.98
Bardoc																									
Grafters North *	0.321	1.204	0.669	50.00%	0.26	0.99	0.55	0.010	0.030	0.020	0.00	0.03	0.01	0.00	0.02	0.01	0.00	0.00	0.00						
Scotia South *	10.695	40.105	22.280	50.00%	8.81	33.05	18.36	0.010	0.030	0.020	0.09	0.99	0.37	0.06	0.69	0.25	0.03	0.31	0.11						
Excelsior North *	0.477	2.387	1.194	50.00%	0.39	1.97	0.98	0.010	0.030	0.020	0.00	0.06	0.02	0.00	0.04	0.01	0.00	0.02	0.01						
Wycheproof East *	2.469	9.259	5.144	50.00%	2.04	7.63	4.24	0.010	0.030	0.020	0.02	0.23	0.08	0.01	0.16	0.06	0.01	0.07	0.03						
Bardoc East *	4.759	21.417	11.155	50.00%	3.92	17.65	9.19	0.010	0.030	0.020	0.04	0.53	0.18	0.03	0.37	0.13	0.01	0.16	0.06						
Eureka East *	4.630	20.834	10.851	50.00%	3.82	17.17	8.94	0.010	0.030	0.020	0.04	0.52	0.18	0.03	0.36	0.12	0.01	0.16	0.06						
Balance ground											0.90	0.11	0.10	0.62	0.08	0.07	0.28	0.03	0.03						
sub Total	23.351	95.206	51.292								1.09	2.46	0.95	0.76	1.71	0.65	0.34	0.76	0.29	0.76	1.71	0.65	0.34	0.76	0.29
Kanowna South																									
Five Mile Hill	0	0	0								0.03	0.05	0.04	0.03	0.04	0.03	0.00	0.01	0.01	0.03	0.04	0.03	0.04	0.01	
Boorara	0	0	0								0.02	0.04	0.03	0.02	0.04	0.03	0.00	0.00	0.00	0.02	0.04	0.03	0.02	0.04	
sub Total	0	0	0								0.05	0.07	0.06	0.00	0.00	0.00	0.05	0.07	0.06	0.00	0.00	0.00	0.00	0.06	
											0.10	0.16	0.13	0.05	0.08	0.06	0.05	0.08	0.07	0.05	0.08	0.06	0.05	0.08	
Zuleika	210.989	2486.657	949.451	50.00%	173.90	2049.50	782.54	0.010	0.030	0.020	1.74	61.49	15.65	1.42	7	12.79	0.32	11.22	2.86	1.25	44.11	11.23	0.49	17.38	
Zuk - Credo	15.071	84.396	40.691	50.00%	12.42	69.56	33.54	0.010	0.030	0.020	0.12	2.09	0.67	0.12	2.09	0.67	0.00	0.00	0.00	0.11	1.83	0.59	0.02	0.26	
sub Total	226.060	2571.053	990.142								1.86	63.57	16.32	1.55	5	13.47	0.32	11.22	2.86	1.36	45.94	11.82	0.51	17.63	
Mt Monger																									
West	3.165	16.578	8.138	50.00%	2.61	13.66	6.71	0.010	0.030	0.020	0.03	0.41	0.13	0.03	0.41	0.13	0.00	0.00	0.00						
East	0.904	9.042	3.617	50.00%	0.75	7.45	2.98	0.010	0.030	0.020	0.01	0.22	0.06	0.01	0.22	0.06	0.00	0.00	0.00						
Balance Ground	0	0	0								0.08	0.11	0.10	0.08	0.11	0.10	0.00	0.00	0.00						
sub Total	4.069	25.620	11.755								0.11	0.74	0.29	0.11	0.74	0.29	0.00	0.00	0.00	0.11	0.74	0.29	0.00	0.00	
Gibraltar South	11.253	202.550	67.517	50.00%	9.27	166.94	55.65	0.010	0.030	0.020	0.09	5.01	1.11	0.00	0.00	0.00	0.09	5.01	1.11	0.00	0.00	0.09	5.01	1.11	
TOTAL	486.83	3793.16	1605.75								5.39	97.22	27.88	2.46	88	14.48	2.93	42.33	13.40	2.27	48.47	12.83	2.45	39.94	
Rounded	487	3793	1606								5	97	28	2	55	14	3	42	13	2	48	13	2	40	

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34	P	16/	2881	Cascade		Live	7	ha	20/10/2014	1/12/2015	30/11/2019	2000	1, 36	87.75%	12.25%	Nil	2000.00	17.50	0.00
35	P	16/	2882	Cascade		Live	121	ha	20/10/2014	1/12/2015	30/11/2019	4840	1, 36	87.75%	12.25%	Nil	4840.00	302.50	517.89
36	P	16/	2883	Cascade		Live	120	ha	20/10/2014	1/12/2015	30/11/2019	4800	1, 36	87.75%	12.25%	Nil	4800.00	300.00	517.89
37	P	16/	2884	Cascade		Live	165	ha	20/10/2014	1/12/2015	30/11/2019	6600	1, 36	87.75%	12.25%	Nil	6600.00	412.50	517.89
38	P	16/	2885	Cascade		Live	95	ha	20/10/2014	1/12/2015	30/11/2019	3800	1, 36	87.75%	12.25%	Nil	3800.00	237.50	517.89
39	P	16/	2886	Cascade		Live	120	ha	20/10/2014	1/12/2015	30/11/2019	4800	1, 36	87.75%	12.25%	Nil	4800.00	300.00	517.89
40	P	16/	2887	Cascade		Live	64	ha	20/10/2014	1/12/2015	30/11/2019	2560	1, 36	87.75%	12.25%	Nil	2560.00	160.00	517.89
41	P	16/	2896	Cascade		Live	160	ha	13/02/2015	9/09/2015	8/09/2019	6400	1, 36	87.75%	12.25%	Nil	6400.00	400.00	515.05
42	P	16/	2901	Cascade		Live	104	ha	20/10/2014	9/09/2015	8/09/2019	4160	1, 36	87.75%	12.25%	Nil	4160.00	260.00	517.89
43	P	16/	2902	Cascade		Live	79	ha	2/04/2015	1/12/2015	30/11/2019	3160	1, 36	87.75%	12.25%	Nil	3160.00	197.50	366.81
44	P	16/	2913	Cascade		Live	197	ha	2/09/2015	11/04/2016	10/04/2020	7880	1, 36	87.75%	12.25%	Nil	7880.00	492.50	330.09
45	P	16/	2914	Cascade		Live	200	ha	2/09/2015	11/04/2016	10/04/2020	8000	1, 2, 36	87.75%	12.25%	Nil	8000.00	500.00	330.09
46	P	16/	2915	Cascade		Live	199	ha	2/09/2015	18/04/2016	17/04/2020	7960	1, 36	87.75%	12.25%	Nil	7960.00	497.50	324.98
47	P	16/	2943	Torian		Pending	180	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
48	P	16/	2944	Torian		Pending	175	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
49	P	16/	2945	Torian		Pending	145	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
50	P	16/	2946	Torian		Pending	196	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
51	P	16/	2947	Torian		Pending	186	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
52	P	16/	2948	Torian		Pending	198	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
53	P	16/	2949	Torian		Pending	178	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
54	P	16/	2950	Torian		Pending	184	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
55	P	16/	2951	Torian		Pending	196	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
56	P	16/	2952	Torian		Pending	196	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
57	P	16/	2953	Torian		Pending	180	ha	9/03/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
58	P	16/	2959	Torian		Pending	194	ha	15/04/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
59	P	16/	2960	Torian		Pending	200	ha	15/04/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
60	P	16/	2964	Torian		Pending	45.5	ha	4/05/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
61	P	16/	2965	Torian		Pending	194	ha	4/05/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
62	P	16/	2966	Torian		Pending	142	ha	4/05/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
63	P	16/	2967	Torian		Pending	70	ha	4/05/2016	N/A	N/A	Nil	36	87.75%	12.25%	Nil	Nil	N/A	N/A
64	P	24/	4418	Zetek 50% Western 50%		Live	155	ha	10/12/2008	19/10/2009	18/10/2017	6200	3, 36, 42	87.75%	12.25%	Nil	6200.00	387.50	316.45
				Zetek 50% Western 50%		Live	133	ha	10/12/2008	19/10/2009	18/10/2017	5320	36, 42	87.75%	12.25%	Nil	5320.00	332.50	271.44
65	P	24/	4419	Zetek 50% Western 50%		Live	150	ha	10/12/2008	19/10/2009	18/10/2017	6000	36, 42	87.75%	12.25%	Nil	6000.00	375.00	306.20
66	P	24/	4420	Zetek 50% Western 50%		Live	160	ha	10/12/2008	19/10/2009	18/10/2017	6400	36, 42	87.75%	12.25%	Nil	6400.00	400.00	326.71
67	P	24/	4421	Zetek 50% Western 50%		Live	131	ha	10/12/2008	19/10/2009	18/10/2017	5240	36, 42	87.75%	12.25%	Nil	5240.00	327.50	267.45
68	P	24/	4422	Zetek 50% Western 50%		Live	106	ha	10/12/2008	19/10/2009	18/10/2017	4240	36, 42	87.75%	12.25%	Nil	4240.00	265.00	267.00
69	P	24/	4423	Zetek 50% Western 50%		Live	104	ha	11/12/2008	19/10/2009	18/10/2017	4160	36, 42	87.75%	12.25%	Nil	4160.00	260.00	267.00
70	P	24/	4424	Zetek 50% Western 50%		Live	137	ha	11/12/2008	19/10/2009	18/10/2017	5480	36, 42	87.75%	12.25%	Nil	5480.00	342.50	279.61
71	P	24/	4425	Zetek 50% Western 50%		Live	128	ha	11/12/2008	19/10/2009	18/10/2017	5120	36, 42	87.75%	12.25%	Nil	5120.00	320.00	267.00
72	P	24/	4426	Zetek 50% Western 50%		Live	85	ha	11/12/2008	19/10/2009	18/10/2017	3400	36, 42	87.75%	12.25%	Nil	3400.00	212.50	267.00
73	P	24/	4427	Zetek 50% Western 50%		Live		ha											

Valuation of the Torian and Cascade Projects

74	P	24/	4428	Zetek 50% Western 50%	Live	120	ha	11/12/2008	19/10/2009	18/10/2017	4800	36, 42	87.75%	12.25%	Nil	4800.00	300.00	267.00
	P	24/	4429	Zetek 50% Western 50%	Live	150	ha	11/12/2008	19/10/2009	18/10/2017	6000	36, 42	87.75%	12.25%	Nil	6000.00	375.00	306.20
75	P	24/	4468	Zetek 50% Western 50%	Live	46	ha	14/07/2009	20/07/2010	19/07/2018	2000	36, 42	87.75%	12.25%	Nil	2000.00	115.00	267.00
76	P	24/	4679	Stehn	Live	175	ha	17/09/2012	28/03/2013	27/03/2017	7000	36, 38	87.75%	12.25%	Nil	7000.00	437.50	514.42
78	P	24/	4749	Stehn	Live	9	ha	10/06/2013	20/01/2014	19/01/2018	2000	1, 36, 38	87.75%	12.25%	Nil	2000.00	22.50	0.00
79	P	24/	4827	Cascade	Live	192	ha	20/06/2014	23/03/2016	22/03/2020	7680	1, 36	87.75%	12.25%	Nil	7680.00	480.00	267.00
80	P	24/	4828	Cascade	Live	137	ha	20/06/2014	23/03/2016	22/03/2020	5480	1, 36	87.75%	12.25%	Nil	5480.00	342.50	267.00
81	P	24/	4829	Cascade	Live	158	ha	20/06/2014	19/10/2015	18/10/2019	6320	1, 36	87.75%	12.25%	Nil	6320.00	395.00	306.20
82	P	24/	4830	Cascade	Live	158	ha	20/06/2014	19/10/2015	18/10/2019	6320	1, 36	87.75%	12.25%	Nil	6320.00	395.00	225.60
83	P	24/	4831	Cascade	Live	179	ha	20/06/2014	19/10/2015	18/10/2019	7160	1, 36	87.75%	12.25%	Nil	7160.00	447.50	255.62
84	P	24/	4865	Cascade	Live	192	ha	20/10/2014	25/08/2015	24/08/2019	7680	1, 36	87.75%	12.25%	Nil	7680.00	480.00	636.00
85	P	24/	4866	Cascade	Live	200	ha	20/10/2014	25/08/2015	24/08/2019	8000	1, 4, 36	87.75%	12.25%	Nil	8000.00	500.00	654.87
86	P	24/	4867	Cascade	Live	200	ha	20/10/2014	15/10/2015	14/10/2019	8000	1, 36	87.75%	12.25%	Nil	8000.00	500.00	654.87
87	P	24/	4868	Cascade	Live	200	ha	20/10/2014	25/08/2015	24/08/2019	8000	1, 36	87.75%	12.25%	Nil	8000.00	500.00	654.87
88	P	24/	4869	Cascade	Live	176	ha	20/10/2014	25/08/2015	24/08/2019	7040	1, 36	87.75%	12.25%	Nil	7040.00	440.00	514.52
89	P	24/	4870	Cascade	Live	85	ha	20/10/2014	25/08/2015	24/08/2019	3400	1, 36	87.75%	12.25%	Nil	3400.00	212.50	295.00
90	P	24/	4871	Cascade	Live	48	ha	20/10/2014	25/08/2015	24/08/2019	2000	1, 36	87.75%	12.25%	Nil	2000.00	120.00	295.00
91	P	24/	4872	Cascade	Live	200	ha	20/10/2014	25/08/2015	24/08/2019	8000	1, 36	87.75%	12.25%	Nil	8000.00	500.00	654.87
92	P	24/	4873	Cascade	Live	200	ha	20/10/2014	25/08/2015	24/08/2019	8000	1, 36	87.75%	12.25%	Nil	8000.00	500.00	654.87
93	P	24/	4874	Cascade	Live	163	ha	20/10/2014	25/08/2015	24/08/2019	6520	1, 36	87.75%	12.25%	Nil	6520.00	407.50	450.00
94	P	24/	4917	Cascade	Live	183	ha	13/02/2015	28/07/2016	27/07/2020	7320	1, 36	87.75%	12.25%	Nil	7320.00	457.50	378.29
95	P	24/	4918	Cascade	Live	181	ha	13/02/2015	28/07/2016	27/07/2020	7240	1, 36	87.75%	12.25%	Nil	7240.00	452.50	374.42
96	P	24/	4919	Cascade	Live	185	ha	13/02/2015	22/09/2015	21/09/2019	7400	1, 36	87.75%	12.25%	Nil	7400.00	462.50	419.51
97	P	24/	4920	Cascade	Live	183	ha	13/02/2015	22/09/2015	21/09/2019	7320	1, 36	87.75%	12.25%	Nil	7320.00	457.50	415.00
98	P	24/	4921	Cascade	Live	193	ha	13/02/2015	22/09/2015	21/09/2019	7720	1, 36	87.75%	12.25%	Nil	7720.00	482.50	437.44
99	P	24/	4922	Cascade	Live	194	ha	13/02/2015	22/09/2015	21/09/2019	7760	1, 36	87.75%	12.25%	Nil	7760.00	485.00	439.00
100	P	24/	4923	Cascade	Live	198	ha	13/02/2015	22/09/2015	21/09/2019	7920	1, 36	87.75%	12.25%	Nil	7920.00	495.00	448.68
101	P	24/	4925	Cascade	Live	184	ha	19/02/2015	22/09/2015	21/09/2019	7360	1, 36	87.75%	12.25%	Nil	7360.00	460.00	417.36
102	P	24/	4926	Cascade	Live	196	ha	19/02/2015	22/09/2015	21/09/2019	7840	1, 36	87.75%	12.25%	Nil	7840.00	490.00	444.18
103	P	24/	4927	Cascade	Live	197	ha	19/02/2015	22/09/2015	21/09/2019	7880	1, 36	87.75%	12.25%	Nil	7880.00	492.50	446.36
104	P	24/	4928	Cascade	Live	199	ha	19/02/2015	22/09/2015	21/09/2019	7960	1, 36	87.75%	12.25%	Nil	7960.00	497.50	451.01
105	P	24/	4929	Cascade	Live	66	ha	19/02/2015	22/09/2015	21/09/2019	2640	1, 36	87.75%	12.25%	Nil	2640.00	165.00	292.79
106	P	24/	4930	Cascade	Live	189	ha	19/02/2015	22/09/2015	21/09/2019	7560	1, 36	87.75%	12.25%	Nil	7560.00	472.50	428.38
107	P	24/	4931	Cascade	Live	200	ha	19/02/2015	22/09/2015	21/09/2019	8000	1, 36	87.75%	12.25%	Nil	8000.00	500.00	453.16
108	P	24/	4932	Cascade	Live	190	ha	19/02/2015	7/04/2016	6/04/2020	7600	1, 36	87.75%	12.25%	Nil	7600.00	475.00	306.80
109	P	24/	4933	Cascade	Live	196	ha	19/02/2015	22/09/2015	21/09/2019	7840	1, 5, 36	87.75%	12.25%	Nil	7840.00	490.00	444.18
110	P	24/	4934	Cascade	Live	196	ha	19/02/2015	22/09/2015	21/09/2019	7840	1, 36	87.75%	12.25%	Nil	7840.00	490.00	444.18
111	P	24/	4935	Cascade	Live	148	ha	19/02/2015	22/09/2015	21/09/2019	5920	1, 36	87.75%	12.25%	Nil	5920.00	370.00	336.71
112	P	24/	4936	Cascade	Live	193	ha	19/02/2015	22/09/2015	21/09/2019	7720	1, 6, 36	87.75%	12.25%	Nil	7720.00	482.50	437.52
113	P	24/	4937	Cascade	Live	113	ha	19/02/2015	22/09/2015	21/09/2019	4520	1, 36	87.75%	12.25%	Nil	4520.00	282.50	292.79
114	P	24/	4938	Cascade	Live	187	ha	19/02/2015	22/09/2015	21/09/2019	7480	1, 6, 36	87.75%	12.25%	Nil	7480.00	467.50	424.03
115	P	24/	4939	Cascade	Live	194	ha	19/02/2015	22/09/2015	21/09/2019	7760	1, 36	87.75%	12.25%	Nil	7760.00	485.00	292.79
116	P	24/	4940	Cascade	Live	199	ha	19/02/2015	22/09/2015	21/09/2019	7960	1, 36	87.75%	12.25%	Nil	7960.00	497.50	451.01
117	P	24/	4996	Cascade	Live	86	ha	18/09/2015	6/09/2016	5/09/2020	3440	1, 7, 36	87.75%	12.25%	Nil	3440.00	215.00	295.00
118	P	24/	5013	Cascade	Live	182	ha	16/11/2015	11/07/2016	10/07/2020	7280	1, 36	87.75%	12.25%	Nil	7280.00	455.00	263.58

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266	P	24/	5035	Cascade	Pending	148	ha	24/12/2015	N/A	N/A	Nil	25	100%	Nil	Nil	Nil	N/A	N/A
267	P	24/	5082	Cascade	Pending	111	ha	9/03/2016	N/A	N/A	Nil	25	100%	Nil	Nil	Nil	N/A	N/A
268	P	24/	5083	Cascade	Pending	110	ha	9/03/2016	N/A	N/A	Nil	25	100%	Nil	Nil	Nil	N/A	N/A
269	P	24/	5084	Cascade	Pending	188	ha	9/03/2016	N/A	N/A	Nil	25	100%	Nil	Nil	Nil	N/A	N/A
270	P	24/	5085	Cascade	Pending	112	ha	9/03/2016	N/A	N/A	Nil		100%	Nil	Nil	Nil	N/A	N/A
271	P	24/	5086	Cascade	Pending	123	ha	9/03/2016	N/A	N/A	Nil		100%	Nil	Nil	Nil	N/A	N/A
												28600						
Boorara Project																		
136	P	26/	4209	Torian	Pending	199	ha	18/07/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
137	P	26/	4210	Torian	Pending	121	ha	18/07/2016	N/A	N/A	Nil	11	Nil	100%	Nil	Nil	N/A	N/A
138	P	26/	4211	Torian	Pending	114	ha	18/07/2016	N/A	N/A	Nil	11	Nil	100%	Nil	Nil	N/A	N/A
139	P	26/	4212	Torian	Pending	120	ha	18/07/2016	N/A	N/A	Nil	11	Nil	100%	Nil	Nil	N/A	N/A
140	P	26/	4213	Torian	Pending	116	ha	18/07/2016	N/A	N/A	Nil	11	Nil	100%	Nil	Nil	N/A	N/A
141	P	26/	4214	Torian	Pending	169	ha	18/07/2016	N/A	N/A	Nil	11	Nil	100%	Nil	Nil	N/A	N/A
142	P	26/	4215	Torian	Pending	114	ha	18/07/2016	N/A	N/A	Nil	11	Nil	100%	Nil	Nil	N/A	N/A
143	P	26/	4216	Torian	Pending	167	ha	18/07/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
144	P	26/	4217	Torian	Pending	188	ha	18/07/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
145	P	26/	4218	Torian	Pending	119	ha	18/07/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
146	P	26/	4219	Torian	Pending	77	ha	18/07/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
												0						
Malcolm Project																		
147	M	37/	475	Dixon	Live	120	ha	6/07/1994	7/11/1994	6/11/2036	12000	44	Nil	51%	Vendors 49%	12000.00	2046.00	1209.00
148	P	37/	7094	Drylands Pty Ltd	Live	200	ha	23/01/2007	23/10/2008	22/10/2016	8000		Nil	51%	Vendors 49%	8000.00	500.00	281.60
149	P	37/	7095	Drylands Pty Ltd	Live	185	ha	23/01/2007	23/10/2008	22/10/2016	7400		Nil	51%	Vendors 49%	7400.00	462.50	267.00
150	P	37/	7096	Drylands Pty Ltd	Live	200	ha	23/01/2007	23/10/2008	22/10/2016	8000		Nil	51%	Vendors 49%	8000.00	500.00	281.60
151	P	37/	7097	Drylands Pty Ltd	Live	170	ha	23/01/2007	23/10/2008	22/10/2016	6800		Nil	51%	Vendors 49%	6800.00	425.00	267.00
152	P	37/	7098	Drylands Pty Ltd	Live	195	ha	23/01/2007	23/10/2008	22/10/2016	7800		Nil	51%	Vendors 49%	7800.00	487.50	274.56
153	P	37/	7099	Drylands Pty Ltd	Live	200	ha	23/01/2007	23/10/2008	22/10/2016	8000		Nil	51%	Vendors 49%	8000.00	500.00	281.60
154	P	37/	7103	Dixon	Live	120	ha	24/01/2007	19/11/2008	18/11/2016	4800	44, 57	Nil	51%	Vendors 49%	4800.00	300.00	267.00
155	P	37/	7104	Dixon	Live	120	ha	24/01/2007	19/11/2008	18/11/2016	4800	44, 57	Nil	51%	Vendors 49%	4800.00	300.00	267.00
156	P	37/	7105	Dixon	Live	85	ha	24/01/2007	19/11/2008	18/11/2016	3400	44, 57	Nil	51%	Vendors 49%	3400.00	212.50	267.00
157	P	37/	7567	Dixon 70% Crew (R) 30%	Live	200	ha	9/11/2007	30/12/2008	29/12/2016	8000	44	Nil	51%	Vendors 49%	8000.00	500.00	281.60
158	P	37/	7568	Dixon 70% Crew (R) 30%	Live	200	ha	9/11/2007	30/12/2008	29/12/2016	8000	44	Nil	51%	Vendors 49%	8000.00	500.00	281.60
159	P	37/	7569	Dixon 70% Crew (R) 30%	Live	150	ha	9/11/2007	30/12/2008	29/12/2016	6000	44	Nil	51%	Vendors 49%	6000.00	375.00	267.00
160	P	37/	7570	Dixon 70% Crew (R) 30%	Live	188	ha	9/11/2007	30/12/2008	29/12/2016	7520	44	Nil	51%	Vendors 49%	7520.00	470.00	267.00

Valuation of the Torian and Cascade Projects

161	P	37/	7571	Dixon 70% Crew (R) 30%	Live	175	ha	9/11/2007	30/12/2008	29/12/2016	7000	44	Nil	51%	Vendors 49%	7000.00	437.50	267.00
162	P	37/	7572	Dixon 70% Crew (R) 30%	Live	185	ha	9/11/2007	30/12/2008	29/12/2016	7400	44	Nil	51%	Vendors 49%	7400.00	462.50	267.00
163	P	37/	7573	Dixon 70% Crew (R) 30%	Live	175	ha	9/11/2007	30/12/2008	29/12/2016	7000	44	Nil	51%	Vendors 49%	7000.00	437.50	267.00
164	P	37/	7574	Dixon 70% Crew (R) 30%	Live	200	ha	9/11/2007	30/12/2008	29/12/2016	8000	44	Nil	51%	Vendors 49%	8000.00	500.00	281.60
165	P	37/	7575	Dixon 70% Crew (R) 30%	Live	200	ha	9/11/2007	30/12/2008	29/12/2016	8000	44	Nil	51%	Vendors 49%	8000.00	500.00	281.60
166	P	37/	8116	Kazoo	Live	10	ha	5/10/2011	4/09/2012	3/09/2016	2000	1, 12, 29, 55	Nil	51%	Vendors 49%	2000.00	25.00	0.00
167	P	37/	8523	Kazoo	Live	200	ha	3/01/2014	9/06/2015	8/06/2019	8000	1, 13, 55	Nil	51%	Vendors 49%	8000.00	500.00	281.60
168	P	37/	8524	Kazoo	Live	200	ha	3/01/2014	9/06/2015	8/06/2019	8000	1, 13, 55	Nil	51%	Vendors 49%	8000.00	500.00	281.60
169	P	37/	8745	Torian	Pending	152	ha	1/08/2016	N/A	N/A	Nil		Nil	51%	Vendors 49%	Nil	N/A	N/A
170	P	37/	8746	Torian	Pending	179	ha	1/08/2016	N/A	N/A	Nil		Nil	51%	Vendors 49%	Nil	N/A	N/A
171	P	37/	8747	Torian	Pending	182	ha	1/08/2016	N/A	N/A	Nil		Nil	51%	Vendors 49%	Nil	N/A	N/A
172	P	37/	8748	Torian	Pending	116	ha	1/08/2016	N/A	N/A	Nil		Nil	51%	Vendors 49%	Nil	N/A	N/A
173	P	37/	8754	Torian	Pending	74	ha	1/08/2016	N/A	N/A	Nil		Nil	51%	Vendors 49%	Nil	N/A	N/A
						4381					155920							
	Mt George Project															5400.00	337.50	267.00
174	P	37/	7101	Dixon	Live	135	ha	24/01/2007	19/11/2008	18/11/2016	5400	14, 46, 57	Nil	51%	Vendors 49%	3600.00	225.00	267.00
175	P	37/	7102	Dixon	Live	90	ha	24/01/2007	19/11/2008	18/11/2016	3600	15, 46, 57	Nil	51%	Vendors 49%	4080.00	255.00	295.00
176	P	37/	8195	Kazoo	Live	102	ha	16/02/2012	5/10/2012	4/10/2016	4080	1, 15, 29, 46, 52	Nil	51%	Vendors 49%			
177	P	37/	8225	Kazoo	Live	191	ha	20/04/2012	16/11/2012	15/11/2016	7640	1, 15, 29, 46, 52	Nil	51%	Vendors 49%	7640.00	477.50	318.65
178	P	37/	8226	Kazoo	Live	191	ha	20/04/2012	16/11/2012	15/11/2016	7640	1, 15, 29, 46, 52	Nil	51%	Vendors 49%			
179	P	37/	8227	Kazoo	Live	190	ha	20/04/2012	4/12/2012	3/12/2016	7600	1, 15, 46, 52	Nil	51%	Vendors 49%	7600.00	475.00	316.94
180	P	37/	8648	Stehn	Live	98.3	ha	1/02/2016	30/08/2016	29/08/2020	3960	1, 56	Nil	51%	Vendors 49%	6120.00	382.50	245.70
181	P	37/	8662	Stehn	Live	153	ha	22/02/2016	9/09/2016	8/09/2020	6120	1, 15, 56	Nil	51%	Vendors 49%			
						1150.3					46040							

[illegible]

M	37/	1307	McKnight 50% Crew (R) 50%	Pending	166	ha	17/06/2016	N/A	N/A	Nil	49	Nil	51%	Vendors 49%	Nil	N/A	N/A
202																	
M	37/	1311	Crew (C) 50% Crew (R) 50%	Pending	13	ha	16/09/2016	N/A	N/A	Nil	16, 49	Nil	51%	Vendors 49%	Nil	N/A	N/A
203																	
M	37/	1312	Crew (R)	Pending	72	ha	16/09/2016	N/A	N/A	Nil	16, 49	Nil	51%	Vendors 49%	Nil	N/A	N/A
204																	
M	37/	1313	McKnight 50% Crew (R) 50%	Pending	20	ha	16/09/2016	N/A	N/A	Nil	16, 49	Nil	51%	Vendors 49%	Nil	N/A	N/A
205					2220					48360							
			MLAs		451												
Mt Stewart Project																	
P	37/	8073	Sullivan	Live	120	ha	29/04/2011	13/06/2012	12/06/2020	4800	1, 18, 53, 58	Nil	51%	Vendors 49%	4800.00	300.00	279.69
206																	
P	37/	8074	Sullivan	Live	120	ha	29/04/2011	2/05/2013	1/05/2017	4800	1, 53, 58	Nil	51%	Vendors 49%	4800.00	300.00	279.69
207																	
P	37/	8075	Sullivan	Live	120	ha	29/04/2011	2/05/2013	1/05/2017	4800	1, 53, 58	Nil	51%	Vendors 49%	4800.00	300.00	279.69
208																	
P	37/	8623	Stehn	Live	105	ha	24/12/2015	13/07/2016	12/07/2020	4200	1, 19, 58, 59	Nil	51%	Vendors 49%	4200.00	262.50	294.01
209																	
P	37/	8624	Stehn	Live	71	ha	24/12/2015	13/07/2016	12/07/2020	2840	1, 58, 59	Nil	51%	Vendors 49%	2840.00	177.50	294.01
210																	
P	37/	8626	Stehn	Live	119	ha	24/12/2015	13/07/2016	12/07/2020	4760	1, 18, 58, 59	Nil	51%	Vendors 49%	4760.00	297.50	294.01
211																	
P	37/	8627	Stehn	Live	118	ha	24/12/2015	13/07/2016	12/07/2020	4720	1, 17, 19, 58, 59	Nil	51%	Vendors 49%	4720.00	295.00	294.01
212																	
P	37/	8630	Stehn	Live	122	ha	24/12/2015	13/07/2016	12/07/2020	4880	1, 18, 19, 58, 59	Nil	51%	Vendors 49%	4880.00	305.00	294.01
213																	
P	37/	8631	Stehn	Live	122	ha	24/12/2015	13/07/2016	12/07/2020	4880	1, 58, 59	Nil	51%	Vendors 49%	4880.00	305.00	294.01
214																	
P	37/	8632	Stehn	Live	122	ha	24/12/2015	13/07/2016	12/07/2020	4880	1, 58, 59	Nil	51%	Vendors 49%	4880.00	305.00	294.01
215					1139					45560							
Pig Well Project																	
P	37/	8649	Stehn	Live	148	ha	1/02/2016	30/08/2016	29/08/2020	5920	1, 48, 58	Nil	51%	Vendors 49%	5920.00	370.00	254.03
216																	
P	37/	8651	Stehn	Live	193	ha	1/02/2016	30/08/2016	29/08/2020	7720	1, 48, 58	Nil	51%	Vendors 49%	7720.00	482.50	254.03
217																	
P	37/	8659	Stehn	Live	194	ha	22/02/2016	9/09/2016	8/09/2020	7760	1, 48, 58	Nil	51%	Vendors 49%	7760.00	485.00	275.27
218																	
P	37/	8660	Stehn	Live	132	ha	22/02/2016	9/09/2016	8/09/2020	5280	1, 48, 58	Nil	51%	Vendors 49%	5280.00	330.00	245.70
219																	
P	37/	8661	Stehn	Live	193	ha	22/02/2016	9/09/2016	8/09/2020	7720	1, 48, 58	Nil	51%	Vendors 49%	7720.00	482.50	273.85
220																	

221	P	37/	8664	Stehn	Live	177	ha	22/02/2016	9/09/2016	8/09/2020	7080	1, 48, 58	Nil	51%	Vendors 49%	7080.00	442.50	251.15
222	P	37/	8665	Stehn	Live	155	ha	22/02/2016	9/09/2016	8/09/2020	6200	1, 48, 58	Nil	51%	Vendors 49%	6200.00	387.50	245.70
						1192					47680							
Rabbit Warren South Project																		
223	P	37/	8650	Stehn	Live	116	ha	1/02/2016	30/08/2016	29/08/2020	4640	1, 51	Nil	100%	Nil	4640.00	290.00	254.03
224	P	37/	8652	Stehn	Live	196	ha	1/02/2016	30/08/2016	29/08/2020	7840	1, 51	Nil	100%	Nil	7840.00	490.00	254.03
225	P	37/	8653	Stehn	Live	113	ha	1/02/2016	30/08/2016	29/08/2020	4520	1, 51	Nil	100%	Nil	4520.00	282.50	254.03
226	P	37/	8663	Stehn	Pending	122	ha	22/02/2016	N/A	N/A	Nil	51	Nil	100%	Nil	Nil	N/A	N/A
						547					17000							
Kanowna South Project																		
227	P	27/	2261	Torian	Pending	144	ha	18/07/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
228	P	26/	4011	Cascade	Live	200	ha	28/08/2014	8/07/2015	7/07/2019	8000	1	100%	Nil	Nil	8000.00	500.00	400.57
229	P	26/	4012	Cascade	Live	23	ha	28/08/2014	8/07/2015	7/07/2019	2000	1	100%	Nil	Nil	2000.00	57.50	261.89
230	P	26/	4013	Cascade	Live	193	ha	28/08/2014	8/07/2015	7/07/2019	7720	1	100%	Nil	Nil	7720.00	482.50	386.43
231	P	27/	2202	Cascade	Live	180	ha	28/08/2014	8/07/2015	7/07/2019	7200	1	100%	Nil	Nil	7200.00	450.00	360.51
232	P	27/	2203	Cascade	Live	182	ha	28/08/2014	8/07/2015	7/07/2019	7280	1	100%	Nil	Nil	7280.00	455.00	364.43
						922					32200							
						144												
						778												
Gibraltar South Project																		
233	P	15/	6074	Torian	Pending	173	ha	3/08/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
234	P	15/	6075	Torian	Pending	126	ha	3/08/2016	N/A	N/A	Nil	20	Nil	100%	Nil	Nil	N/A	N/A
235	P	15/	6076	Torian	Pending	192	ha	3/08/2016	N/A	N/A	Nil	20	Nil	100%	Nil	Nil	N/A	N/A
236	P	15/	6077	Torian	Pending	109	ha	3/08/2016	N/A	N/A	Nil	20	Nil	100%	Nil	Nil	N/A	N/A
237	P	15/	6078	Torian	Pending	199	ha	3/08/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
						799					0							
Calypso Project																		
238	P	37/	8791	Torian	Pending	151	ha	7/10/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
239	P	37/	8792	Torian	Pending	160	ha	7/10/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
240	P	37/	8793	Torian	Pending	164	ha	7/10/2016	N/A	N/A	Nil		Nil	100%	Nil	Nil	N/A	N/A
						475					0							
Mt Korong Project																		
241	P	39/	5570	Torian	Pending	186	ha	9/10/2015	N/A	N/A	Nil	21	Nil	100%	Nil	Nil	N/A	N/A
242	P	39/	5571	Torian	Pending	116	ha	9/10/2015	N/A	N/A	Nil	21	Nil	100%	Nil	Nil	N/A	N/A
243	P	39/	5572	Torian	Pending	162	ha	9/10/2015	N/A	N/A	Nil	21	Nil	100%	Nil	Nil	N/A	N/A
						464					0							
Mt Keith Project																		
	M	53/	490	Photios	Live	589	ha	6/06/1996	11/06/2004	10/06/2025	58900	22, 23, 24, 28, 54, 58	Nil	Nil	100%	58900.00	10042.45	6250.20
244																		
	M	53/	491	Photios	Live	620	ha	6/06/1996	11/06/2004	10/06/2025	62000	22, 23, 24, 28, 54, 58	Nil	Nil	100%	62000.00	10571.00	6576.57
245						1209					120900							
Mt Monger Project																		
272	P	25/	2348	Cascade	Live	122	ha	27/11/2015	13/07/2016	12/07/2020	4880	1	100%	Nil	Nil	4880.00	305.00	288.28
273	P	25/	2349	Cascade	Pending	122	ha	27/11/2015	N/A	N/A	Nil	26	100%	Nil	Nil	Nil	N/A	N/A

274	P	26/	4086	Cascade		Pending	122	ha		27/11/2015	N/A	N/A	Nil	Nil	Nil	Nil	N/A	N/A
275	P	26/	4101	Cascade		Pending	164	ha		11/12/2015	N/A	N/A	Nil	Nil	Nil	Nil	N/A	N/A
276	P	26/	4102	Cascade		Pending	187	ha		11/12/2015	N/A	N/A	Nil	Nil	Nil	Nil	N/A	N/A
277	P	26/	4103	Cascade		Pending	198	ha		11/12/2015	N/A	N/A	Nil	Nil	Nil	Nil	N/A	N/A
278	P	26/	4104	Cascade		Pending	193	ha		11/12/2015	N/A	N/A	Nil	Nil	Nil	Nil	N/A	N/A
279	P	26/	4106	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
280	P	26/	4107	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
281	P	26/	4108	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
282	P	26/	4109	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
283	P	26/	4110	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
284	P	26/	4111	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
285	P	26/	4112	Cascade		Live	129	ha		11/12/2015	6/09/2016	5/09/2020	5160	1	100%	Nil	5160.00	322.50
286	P	26/	4113	Cascade		Live	122	ha		11/12/2015	6/09/2016	5/09/2020	4880	1	100%	Nil	4880.00	305.00
287	P	26/	4114	Cascade		Live	184	ha		11/12/2015	6/09/2016	5/09/2020	7360	1	100%	Nil	7360.00	460.00
288	P	26/	4115	Cascade		Live	185	ha		11/12/2015	6/09/2016	5/09/2020	7400	1	100%	Nil	7400.00	462.50
289	P	26/	4139	Cascade		Pending	147	ha		24/12/2015	N/A	N/A	Nil	26	100%	Nil	N/A	N/A
290	P	26/	4141	Cascade		Live	103	ha		24/12/2015	6/09/2016	5/09/2020	4120	1	100%	Nil	4120.00	257.50
291	P	26/	4142	Cascade		Live	171	ha		24/12/2015	6/09/2016	5/09/2020	6840	1	100%	Nil	6840.00	427.50
292	P	26/	4143	Cascade		Live	54	ha		24/12/2015	6/09/2016	5/09/2020	2160	1	100%	Nil	2160.00	135.00
							2935						72080					
Five Mile Hill Project																		
293	P	26/	4152	Cascade		Pending	178	ha		29/01/2016	N/A	N/A	Nil		100%	Nil	N/A	N/A
294	P	26/	4153	Cascade		Pending	177	ha		29/01/2016	N/A	N/A	Nil		100%	Nil	N/A	N/A
295	P	26/	4154	Cascade		Pending	173	ha		29/01/2016	N/A	N/A	Nil		100%	Nil	N/A	N/A
296	P	26/	4155	Cascade		Pending	165	ha		29/01/2016	N/A	N/A	Nil		100%	Nil	N/A	N/A
							693						0		290			
							45791						1308720				2025220.00	154648.55
																		140283.90

Appendix 3: Various Gold Transactions.

Project	Country	State	Date	Type	Company A (Seller)	Company B	Commodity	Summary Transaction	\$	Au Oz	Shares
Marsden Copper-Gold Project	Australia	New South Wales	October 17, 2016	Cash	Newcrest Operations Ltd	Evolution Mining Limited	Copper-Gold	Evolution Mining Ltd advised that it has entered into a binding agreement with Newcrest Operations Ltd, a wholly owned subsidiary of Newcrest Mining Ltd to acquire the Marsden copper-gold project. Evolution will make an upfront payment of A\$3 million on completion of acquisition and a further A\$7 million payment contingent on a decision to mine. The agreement is subject to conditions including government approval. Ma			
Banfora gold project	Burkina Faso		October 12, 2017	Equity	Gryphon Minerals Limited	Teranga Gold Corporation	Gold	Teranga has completed the acquisition of Gryphon Minerals. Pursuant to the Scheme, shareholders of Gryphon received 70,638,853 common shares of Teranga, on the basis of 0.169 Teranga common share for each Gryphon common share not already held by the Company. In addition, Tablo Corporation ("Tablo"), controlled by Mr. David Mimran, is exercising its pre-emptive participation right, pursuant to a Voting and Investor Rights Agreement with Teranga dated October 14, 2015, to subscribe for 9,671,625 Teranga common shares (the "Private Placement"), representing 13.69% of Teranga's common shares and CDIs issued under the Scheme (calculated on a non-diluted basis). Following the completion of the Private Placement, Tablo will hold a total of 63,376,260, or 13.41%, of Teranga's issued and outstanding common shares (calculated on a non-diluted basis and post issuance of the Teranga common shares and CDIs issued on the Scheme and the Private Placement). The issuance price to Tablo will be \$1.0322 per share, being the 5-day volume weighted average price of Teranga common shares as of close of business on October 12, 2016. The Teranga common shares issued to Tablo will be subject to a customary four month hold period. Upon closing of the Private Placement, which is expected later this week, Teranga will have approximately 472.5 million issued and outstanding common shares and a market capitalization of approximately \$486.7 million, based on the closing price of the Teranga common shares on the Toronto Stock Exchange on October 12, 2016			
Ernest Henry Mine	Australia	Queensland	August 24, 2016	Cash	Glencore plc	Evolution Mining	Copper, Gold, Silver	Glencore plc and Evolution Mining entered into a long term agreement, for delivery of gold and copper calculated by reference to production at the Ernest Henry Mine (EHM) in Australia. Evolution will have a 30% economic stake in the mine and be entitled to 100% of EHM gold production, subject to an agreed life of mine and block model. Evolution will pay AUD\$880 million to Glencore upon closing of the transaction as well as ongoing monthly cash contributions equal to 30% of production and capital costs associated with copper concentrates. Evolution will receive the equivalent of 30% of copper and silver payable and 100% of gold payable production from EHM. Glencore will purchase the copper and silver payable (in concentrate) delivered to Evolution for cash at market value.	AUD\$880 Million		
Ernest Henry operation	Australia	Queensland	August 24, 2016	Cash	Glencore Plc	Evolution Mining Limited	Copper-Gold	Evolution Mining announced that it has , through a wholly owned subsidiary, entered into a transaction with Glencore Plc to acquire economic interest in Glencore's Ernest Henry operation for A\$880 million . In addition, Evolution has entered into a strategic alliance with Glencore in respect of potential future regional acquisitions and the parties have made a commitment to cooperate on exploration activities in the region surrounding Ernest Henry. Pro-forma FY16 gold production for Evolution's interest of 88,342 ounces at an AISC of A\$(59)/oz. Reduces Evolution Group FY17 AISC guidance from A\$1,000/oz to A\$930/oz.	A\$880 Million		

Pajingo gold mine	Australia	Queensland	August 16, 2016	Cash	Evolution Mining Limited	Minjar Gold Pty Limited	Gold	Evolution Mining Ltd via a wholly owned subsidiary, has entered into a binding agreement with Minjar Gold Pty Ltd to sell the Pajongo gold mine and surrounding exploration tenements in North Queensland for a total proceeds of up to A\$52 million . The total proceeds consists of a A\$42 million upfront cash payment and a 1% NSR (net smelter return) royalty of up to A\$10 million for gold production above 130,000 ounces. The transaction is unconditional - Minjar Gold has met all the requirements in relation to Chinese approvals and FIRB approval for the transaction.	A\$52 Million	
Coffee Gold project	Canada	Yukon	July 19, 2016	Equity	Kaminak Gold Corporation	Goldcorp Inc	Gold	Goldcorp Inc and Kaminak Gold Corporation announced that they have entered into a definitive arrangement agreement pursuant to which Goldcorp has agreed to acquire, by way of a plan of arrangement, all of the outstanding shares of Kaminak. The total consideration offered for all of the outstanding shares of Kaminak is approximately C\$520 million . Under the Arrangement, each common share of Kaminak will be exchanged for 0.10896 common shares of Goldcorp. Based on the closing price of Goldcorp's common shares on the Toronto Stock Exchange on May 11, 2016, the transaction values each Kaminak share at C\$2.62. Kaminak's key asset is the 100%-owned Coffee Gold project ("Coffee"), a structurally hosted hydrothermal gold deposit located approximately 130 kilometres south of the City of Dawson, Yukon. Coffee is a high-grade, open pit, heap leach mining project located in a top tier mining jurisdiction. Coffee currently has total indicated gold mineral resources ¹ of 3.0 million ounces (63.7Mt at 1.45g/t) inclusive of total probable gold mineral reserves ¹ of 2.2 million ounces (46.4Mt at 1.45g/t), and total inferred gold mineral resources ¹ of 2.2 million ounces (52.4Mt at 1.31g/t).	C\$520 Million	
Quinn Hill and Mt Ida South Gold Project	Australia	Western Australia	July 6, 2016	Cash, Equity	MGK Resources Pty Ltd	Latitude Consolidated Limited	Gold	Latitude Consolidated Ltd announced the signing of a binding term sheet with private company MGK Resources Pty Ltd for the acquisition of 100% of the issued capital of MGK which holds the Quinns and Mt Ida South Gold Projects. The project covers a large area of highly prospective and under explored Mt Ida greensstone belt, which is also host to Eastern Goldfields Ltd's high grade Mt Ida underground resource of 259,000t at 15.4g/t for 128,000 Oz. Payment of an option fee of \$20,000 plus GST for an exclusive due diligence period. Following completion of successful due diligence and upon exercise of the option as consideration for the acquisition 100% of the issued capital of MGK; payment of a further \$220,000 in cash for reimbursement of prior expenditure by MGK; issue of 10,000,000 fully paid ordinary shares (5 million subject to 6 months voluntary escrow and 5 million subject to 9 month voluntary escrow), issue of 1.25 million options, exercisable at 10 cents each and expiring in 3 years from date of issue, issue of 4 million preference shares, comprising 2 million class A preference shares and 2 million class B preference shares, convertible to fully paid ordinary shares.		
Tasist South Project	Mauritania		June 27, 2016	Cash	Kinross	Aura Energy Limited	Gold	Aura Energy Ltd announced that it secured rights to acquire 175 km2 covering two under-explored mineralised greensstone belts in Mauritania. Aura executed an agreement to acquire 100% of the permit area by making 4 staged payments over 12 months totalling US\$100,000 . Additional financial terms are, if Aura defines an indicated Resource of greater than 1 million ounces a further payment to the vendor of US\$250,000. A royalty of \$5/oz on gold and 0.4% NSR on other commodities is payable on production from permits, capped at US\$5 million.	US\$100,000	
Mount Gilmore Cobalt-Copper-Gold	Australia	New South Wales	June 16, 2016		Providence Gold and Minerals Pty Ltd	Corazon Mining Limited	Cobalt-Copper-Gold	Corazon Mining Ltd announced that it secured the right to earn up to 80% of the Mount Gilmore Cobalt-Copper-Gold from private company Providence Gold and Minerals Pty Ltd. Corazon can earn an initial 51% interest by Issuing Providence 25 million Corazon Mining Ltd shares, paying cash reimbursements of costs totalling \$100,000. Spending \$200,000 on exploration within the first 12 months from the date of satisfaction of all conditions precedent. Corazon can earn a further 29% interest (totalling 80%) by: Completing \$2M in exploration in 3 years of the commencement date, paying \$150,000 in cash or shares upon the earlier of the commencement of the third year and Corazon spending a min of \$500,000 on exploration. Paying \$250,000 in cash or shares upon earning 80% equity in the project.		80%

Cameron Gold project	Canada	Ontario	May 3, 2016	Equity	Chalice Gold Mines Limited	First Mining Finance Corp.	Gold	<p>First Mining Finance Corp announced that it has entered into a definitive share purchase agreement with Chalice Gold Mining Ltd. Under the agreement First Mining agreed to acquire Cameron Gold Operations Ltd, a wholly-owned subsidiary of Chalice which owns the Cameron Gold project located in Ontario in exchange for 32,260,836 common shares of First Mining. Chalice will also retain a one percent net smelter royalty over certain mining claims within the Cameron Gold project which are not encumbered by pre-existing royalties. The deemed value of the Transaction is approx. \$13 million. Resource estimate for the Cameron Gold project which, at a cut-off grade of 0.50g/t gold, is estimated to have Measured and Indicated Resources of 7,824,000 tonnes grading 2.26 g/t gold (569,000 Au ounces) and Inferred Resources of 14,464,000 tonnes grading 1.92 g/t gold (894,000 Au ounces).</p>	\$13 Million	
			April 26, 2015		True Gold Mining Inc	Endeavour Mining Corporation	Gold	<p>Endeavour Mining Corp and True Gold Mining Inc announced the successful completion of the acquisition of True Gold. Pursuant to a court-approved plan of arrangement (the "Arrangement"), shareholders of True Gold received 0.044 of an Endeavour ordinary share for each True Gold common share held. In addition, La Mancha Holding S.à.r.l. ("La Mancha") exercised its anti-dilution right to maintain its 30% stake and invested CDN\$2.6 million via an equity placement for 7,546,777 Endeavour ordinary shares.</p>		
Kevitsa nickel-copper-gold-PGM mine	Finland		April 10, 2016	Cash	First Quantum	Boliden	Nickel, copper, gold, PGM	<p>Boliden announced that it entered into an agreement with First Quantum to acquire the Kevitsa nickel-copper-gold-PGM in Northern Finland for US\$712 million. The mine produces 6.7 million metric tons (mt) of ore in 2015 and produced 8,805 mt nickel, 17,204 mt of copper, 12,847 oz of gold, 31,899 oz of platinum and 25,196 oz of palladium in two separate concentrates.</p>	US\$712 Million	
Martabe gold and silver mine	Indonesia	North Sumatra	March 17, 2016		G-Resources Group Ltd	EMR Capital	Gold, Silver	<p>Private equity firm EMR Capital and global investment firm, Farallon Capital Management, have completed the acquisition of the Martabe gold and silver mine in North Sumatra, Indonesia. The buyers have earlier agreed to buy 95% shares of G-Resources Group Ltd in Martabe for US\$775 million. Martabe has a resource base of 7.4 million ounces of Au and approx. 69 million ounces of Ag.</p>	US\$775 Million	
Beta Hunt Mine	Australia	Western Australia	March 16, 2016	Cash, Equity	Salt Lake Mining Pty Ltd	Royal Nickel Corporation	Nickel, Gold	<p>Royal Nickel Corp ("RNC") has agreed to acquire a 67% interest in Salt Lake Mining Pty Ltd. ("SLM") in exchange for 32.5 million RNC common shares and CDN\$2.5 million in cash (subject to certain conditions). SLM is a private company whose main asset is a 100% interest in the Beta Hunt Mine, a low-cost nickel and gold producer located in the prolific Kambalda mining district of Australia. Beta Hunt resumed nickel production in 2014 and gold production at the end of 2015.</p>	CDN\$2.5 Million	67%
Kevitsa nickel-copper-gold-PGM mine	Finland		March 10, 2016		First Quantum	Boliden	Nickel, copper, gold, PGM	<p>Boliden announced that it entered into an agreement with First Quantum to acquire the Kevitsa nickel-copper-gold-PGM in Northern Finland for US\$712 million. The mine produces 6.7 million metric tons (mt) of ore in 2015 and produced 8,805 mt nickel, 17,204 mt of copper, 12,847 oz of gold, 31,899 oz of platinum and 25,196 oz of palladium in two separate concentrates.</p>	US\$712 Million	
Quinchia Gold Project	Columbia		March 7, 2016	Cash, Equity	RMB Australia Holdings Ltd	Metminco Ltd	Gold	<p>Metminco Limited announced that is has signed a Heads of Agreement with RMB Australia Holdings Ltd to purchase Minera Seafield SAS from RMB. Minera Seafield owns 100% of the Quinchia Gold Project in Columbia where a NI 13-101 mineral resource of 2.8 million ounces of Au has been estimated. 1. Metminco will issue RMB with 50 million fully paid Metminco ordinary shares at a deemed price of 0.5 cents per share on the HOA becoming binding; 2. On Settlement, Metminco will: (i) Issue RMB with 350 million fully paid Metminco ordinary shares deemed price of 0.5 cents per share (ii) Reimburse RMB in cash for cost incurred by Minera Seafield for the period from execution of the Offer Letter to Settlement (estimated to be A\$0.5 million), payable on Settlement ("Pre-Settlement Costs"); 3. Metminco will make cash payments to RMB as follows:(i) Initial payment of A\$1.0 million 12 months after Settlement; (ii) Second payment of A\$1.0 million 24 months after Settlement;(iii) Third payment of A\$3.0 million on the earlier of (a) a decision to mine at the Quinchia Portfolio; and (b) 36 months after Settlement; (iv) Fourth payment of A\$2.0 million on the earlier of (a) a decision to mine at the Quinchia Portfolio; and (b) 48 months after Settlement; and 4. Metminco will pay a maximum of A\$7million in royalty payments to RMB from operating cashflows.</p>		2,800,000 100%

Redwing Gold Deposit	Australia	Western Australia	January 8, 2016		AuDAX Minerals Pty Ltd	Hanking Gold Mining Pty Ltd	Gold	China Hanking Holdings Ltd announced that Hanking Gold Mining Pty Ltd, a wholly-owned subsidiary of the Company, acquired 100% interest of the Redwing gold deposit from AuDAX Minerals Pty Ltd. Redwing is a gold exploration deposit situated approximately 50km from the Marvel Loch Processing Plant, which is 100% owned by Hanking Gold, in Western Australia. Hanking Gold reached an agreement with AuDAX to which Hanking Gold acquired 100% of Redwing at a consideration of AUD\$700,000 in cash. Redwing's Total Mineral Resources of 1.4Mt @ 2.4 g/t Au, equating to approximately 108koz contained gold. Based on a transaction value of US\$0.49M the potential deal is valued at approximately US\$5 per resource ounce.	A\$700,000	108,000	100%
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