

LANDMARK \$6.5M KALGOORLIE FARM-IN JOINT VENTURE AND STRATEGIC INVESTMENT FROM DAMPIER GOLD

Farm-in agreements and strategic collaboration set to unlock exploration potential of Zuleika and Credo Well projects near Kalgoorlie while supporting Torian's WA gold strategy

Key Points:

- Farm-in joint venture agreements give Dampier Gold (ASX: DAU) the right to acquire:
 - *Up to 75% of Torian's Zuleika Project by spending \$4M on staged exploration;*
 - *Up to 50% of Torian's Credo Well Project by spending \$2M on staged exploration.*
- Agreement includes consolidation of tenements near Zuleika owned by Dampier Gold.
- Torian retains significant exposure to future exploration success via retained project equity, a claw-back right at Zuleika and the issue of 10M options in Dampier Gold.
- Dampier Gold to make strategic investment in Torian via \$500,000 loan, convertible into shares.
- Agreement reduces Torian's annual tenement expenditure commitments by ~\$800,000.
- Allows Torian to focus its resources on gold exploration on its highly prospective Leonora region projects, as well as other projects in the Kalgoorlie region.

Torian Resources Limited (ASX: TNR) (**Torian** or the **Company**) is pleased to announce that it has entered into two landmark joint venture farm-in agreements and strategic collaboration with ASX-listed gold developer Dampier Gold Limited (ASX: DAU) (**Dampier**) covering its Zuleika and Credo Well Projects located near Kalgoorlie in Western Australia (**Agreements**).

As part of the two agreements between the companies, Dampier Gold will also make a strategic investment into Torian by providing a \$500,000 loan convertible into equity (subject to shareholder approval).

The introduction of a well-resourced strategic partner to the Zuleika and Credo Well Projects will bring a significant staged exploration commitment of up to \$6 million across both projects to unlock their significant exploration potential while further rationalising Torian's large WA gold portfolio, reducing its annual tenement holding costs and allowing it to focus on its core gold exploration assets, including ongoing involvement in the exploration of Credo Well and its gold projects based in the Leonora region.

The Agreements with Dampier Gold follow a number of other important recent strategic developments for Torian including the completion of a capital raising and the appointment of experienced mining and corporate executives Angus Middleton and Stephen Jones to its board.

Directors

Commenting on the Agreement, Torian's Chairman Mr Richard Mehan, said:

"I am excited to introduce Dampier Gold as our partner in the Zuleika and Credo Well Projects near Kalgoorlie. Dampier has significant exposure to the WA gold industry and to this region and has the financial and market expertise to undertake the planned exploration work at the Projects.

"Torian will maintain direct exposure to the Projects through its retained interests and in addition, has secured a clawback right to buy back 25% of the equity from Dampier on the Zuleika Project on a multiple of seven times project expenditure during the farm-in.

"Significantly, the joint venture will reduce the Company's annual tenement commitments by approximately \$800,000. Under this agreement, significant exploration will be undertaken over an extended period on two of our most prospective projects.

"The Company intends to optimise our remaining tenement portfolio within the Leonora and Kalgoorlie districts by entering into similar farm-in and joint venture arrangements. Our near-term focus is to explore carefully selected targets both in our own right and with well-resourced partners where the Company retains substantial project interests. We think this is the most effective way to discover and prove up the gold resources essential to the Company's long-term growth."

Key Terms of the Agreements

- Dampier can acquire up to a **75% interest in the Zuleika Project** by expenditure of **\$4 million over a 4-year period** in the following stages:
 - An initial 30% interest in the Zuleika Project by incurring expenditure of \$1 million no later than 15 months from commencement;
 - A further additional 15% interest in the Zuleika Project by incurring additional expenditure of \$1 million no later than 12 months following the initial stage farm-in;
 - A further additional 15% interest in the Zuleika Project by incurring additional expenditure of \$1 million no later than 12 months following the second stage farm-in;
 - A final additional 15% interest in the Zuleika Project by incurring additional expenditure of \$1 million no later than 12 months following the third stage farm-in; and
 - Torian granted a claw-back right to buyback 25% of the equity from Dampier on the Zuleika Project on a multiple of seven times project expenditure during the farm-in.

- Dampier can acquire up to a **50% interest in the Credo Well Project** by expenditure of **\$2 million over a 4-year period** in the following stages:
 - An initial 25% interest in the Credo Well Project by incurring expenditure of \$0.5 million no later than 15 months from commencement;
 - A further additional 10% interest in the Credo Well Project by incurring additional expenditure of \$0.5 million no later than 12 months following the initial stage farm-in;
 - A further additional 10% interest in the Credo Well Project by incurring additional expenditure of \$0.5 million no later than 12 months following the second stage farm-in; and
 - A final additional 5% interest in the Credo Well Project by incurring additional expenditure of \$0.5 million no later than 12 months following the third stage farm-in.

- Dampier to issue Torian **10,000,000 options exercisable at \$0.15** on or before the date that is two years from the date of issue, subject to shareholder approval.
- Dampier to provide Torian with a loan of **\$500,000** that, subject to shareholder approval, will convert into equity at an issue price of \$0.01 per share together with a 2-for-3 attaching option exercisable at \$0.02 on or before the date that is two years from the date of issue.
- The Credo Well and Zuleika Agreements are subject to a 60-day and a 90-day due diligence period respectively. The Agreements are subject to a number of conditions including Dampier obtaining shareholder approval under ASX listing rule 11.1.2.

Zuleika Project Joint Venture

Torian and Dampier will form the Zuleika Joint Venture covering one Exploration Licence, 108 Prospecting Licences and two Mining Leases totalling ~222km² near Kalgoorlie in Western Australia (Figure 1) (**Zuleika JV**).

The Zuleika Project is located in the central part of the Archaean Norseman-Wiluna greenstone belt in Western Australia. The greenstone belt is approximately 600km in length and is characterised by thick sequences of ultramafic, mafic, and felsic volcanics, as well as various intrusives and sedimentary rocks.

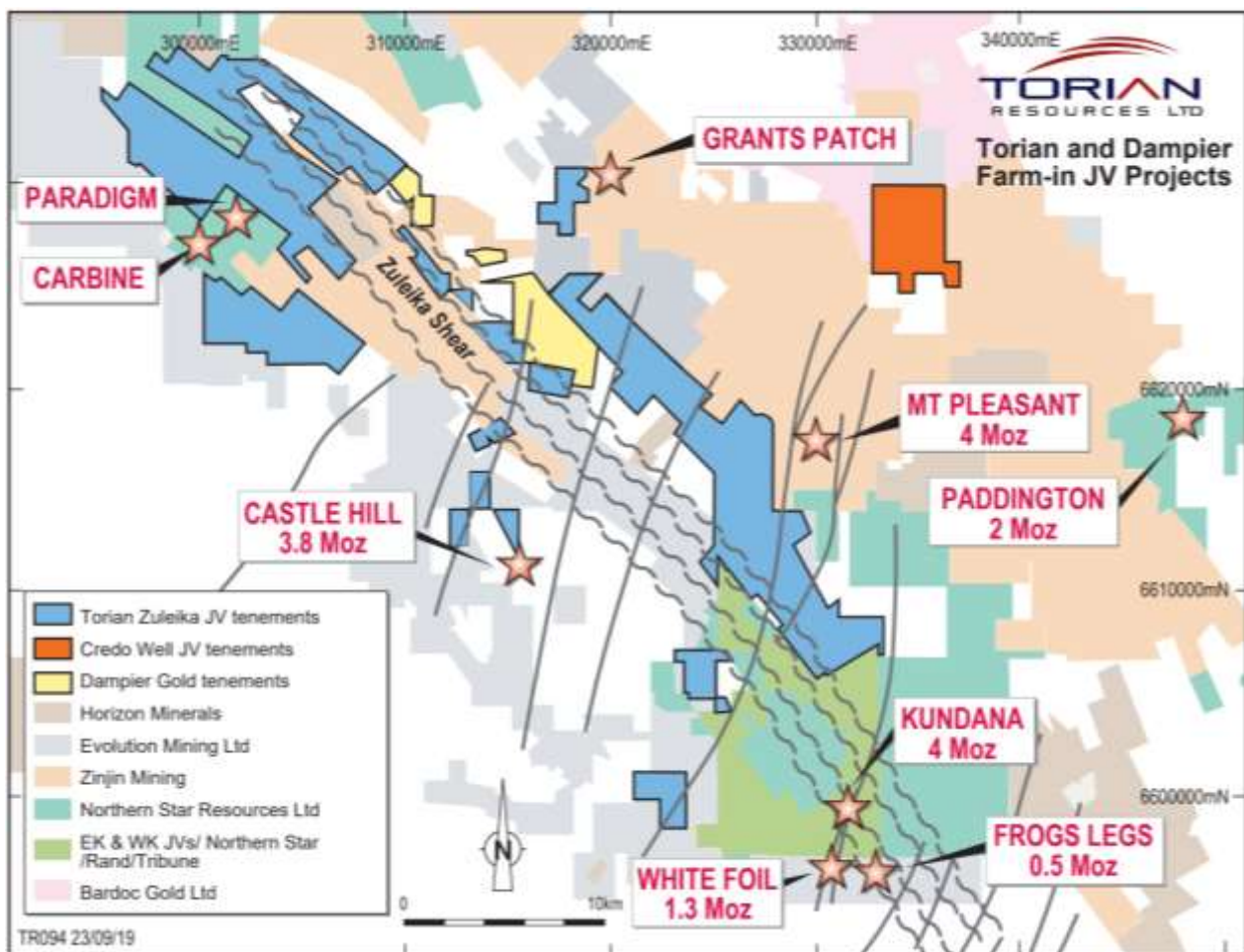


Figure 1: Location of the Zuleika and Credo Well JV tenements (Zuleika JV)

Through the two JVs, Dampier has an ability to gain significant interest in the Zuleika & Credo Well projects.

Credo Well Project Joint Venture

Torian and Dampier will form the Credo Well Joint Venture (**Credo JV**) covering 15 Prospecting Licences, 14 of which are currently being consolidated into one Mining Lease. The total area of the projects is ~17km² near Kalgoorlie (Figure 1).

The Credo Well Project is located ~35km north-west of Kalgoorlie, within the Kalgoorlie Terrane of the Norseman-Wiluna greenstone belt, forming the southern portion of the Ora Banda domain. The Credo Well Project has undergone limited historical exploration, spanning several generations, which has resulted in the definition of a number of prospective gold targets including Credo Well, Fortis and Fidelitas, demonstrating the potential for both supergene and primary gold mineralisation across the project.

Strategic Investment in Torian

In addition to the Zuleika and Credo JVs, Dampier has agreed to provide a loan of \$500,000 to Torian that subject to shareholder approval, will convert into equity representing approximately 13.67% of the Company following conversion (**Loan**).

A Notice of Meeting to approve conversion of the Loan will be sent to Torian shareholders as soon as possible.

The Loan has an interest rate of 8% per annum and upon conversion Torian will issue attaching options on a 2-for-3 basis exercisable at \$0.02 per option on or before the date that is two years from the date of issue.

About Dampier Gold Limited

Dampier Gold is a gold exploration and mining company whose primary focus are gold projects in or near to production and exploration with potential for substantial untested upside.

Dampier has four major projects, including three exploration projects and one development project. The development project is the K2 Gold Mine under the K2 Farm-in Joint Venture where Dampier has the right to earn 50%.

The exploration projects include the Menzies gold project, Goongarrie gold project, and the Ruby Plains Placer gold project:

- The K2 gold deposit is located approximately 180km south of Mount Newman and 30km north of Sandfire's Degrussa copper gold mine. K2 is an advanced project which could be brought into production within 12 months. Under the JV, Dampier is the nominated Exploration Manager. Exploration to enhance reserves and resources and complete geotechnical metallurgical studies are underway at the K2 Mine.
- The Menzies gold project is located around 120kms north of Kalgoorlie in Western Australia. The Menzies Gold Camp has produced over 500,000ozs of gold from a number of historic underground mines with very high grades.

- The Goongarrie gold project is located on strike and between the K2 and the Kalgoorlie Shears and represents a gold and base play. The Goongarrie field produced around 30,000oz of gold historically.
- Ruby Plains Placer Gold Project Covering over ~1,000 km² of exploration tenements with several ancient paleo river channels in the Kimberley Region of Western Australia. Technical studies undertaken in the 1990s concluded Ruby Plains is potentially a world scale auriferous channel and gravel plain placer.

Dampier now has a strong presence in the gold-rich Kalgoorlie region and is excited about the scope to undertake exploration with potential for substantial untested upside.

For further information, please contact:

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Competent Person Statement

The information in this report which relates to exploration results is based on information compiled, reviewed and conclusions derived by Ms Lyndal Money, who is a Member of the Australasian Institute of Mining and Metallurgy and a full-time employee of the company. Ms Money has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she 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". Ms Money consents to inclusion in the report of the matters based on this information in the form and content in which it appears.

About Torian:

Torian Resources Ltd (ASX:TNR) is a gold exploration and development company with an extensive and strategic land-holding comprising eight projects and over 500km² of tenure in the Goldfields Region of Western Australia.

Torian's flagship project, Zuleika, is located along the world-class Zuleika Shear. The Zuleika Shear is the fourth largest gold producing region in Australia and consistently produces some of the country's highest grade and lowest cost gold mines. Torian's Zuleika project lies north and partly along strike of several major gold deposits including Northern Star's (ASX: NST) 7.0Moz East Kundana Joint Venture and Evolutions (ASX: EVN) 1.8Moz Frogs Legs and White Foil deposits.

Torian's other projects include the strategically located Mt Stirling and Malcolm Projects in the Leonora region (near Red 5's King of the Hills Project), where it recently completed updated Mineral Resource Estimates and preliminary scoping studies, and a suite of other projects in the Kalgoorlie region including Credo Well, Mt Pleasant, Gibraltar and Mount Monger.