

1 November 2019

Market Announcements Platform

RE: September 2019 Quarterly Activities Report

Further to the Company's quarterly activities report for the September 2019 quarter released on ASX yesterday, please find enclosed the quarterly activities report that includes an updated Competent Person's Statement sign-off.

Yours faithfully,

Matthew Foy

Company Secretary

info@torianresources.com.au

Directors

ASX / MEDIA
ANNOUNCEMENT

1 November 2019

ABN: 72 002 261 565

ASX CODE: TNR

Board of Directors

Mr Richard Mehan
Non-Executive Chairman

Mr Angus Middleton
Non-Executive Director

Mr Paul Summers
Non-Executive Director

Mr Stephen Jones
Non-Executive Director

Mr Matthew Foy
Company Secretary

104 Colin Street
West Perth WA 6005

T: +61 8 9420 8208

F: +61 8 9322 4130

E: info@torianresources.com.au

W: www.torianresources.com.au

PO Box 191
West Perth WA 6872

Highlights:

- 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
- 8-hole RC drilling programme for ~650m commenced at Torian's Credo Well Project
- Drilling to target extensions of previous high-grade intercepts (refer ASX release 14/2/17) including:
 - 4m @ 32.51g/t Au from 27m, including 2m @ 57.05g/t Au from 29m;
 - 4m @ 6.66g/t Au from 70m, including 2m @ 12.40g/t Au from 70m;
- Drilling designed to evaluate the potential for the high-grade mineralisation to extend up- and down-dip, with holes to be drilled to an average depth of 85m and between 20 to 150m

Corporate

- Appointments of Mr Angus Middleton and Mr Stephen Jones as Non-Executive Directors

Torian Resources Ltd (**Torian** or **Company**) (ASX: TNR) is pleased to report on exploration activities during the September quarter.

1.1 Landmark \$6.5M Farim-in JV with Dampier Gold Ltd

The Company has executed 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 brings 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.

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.

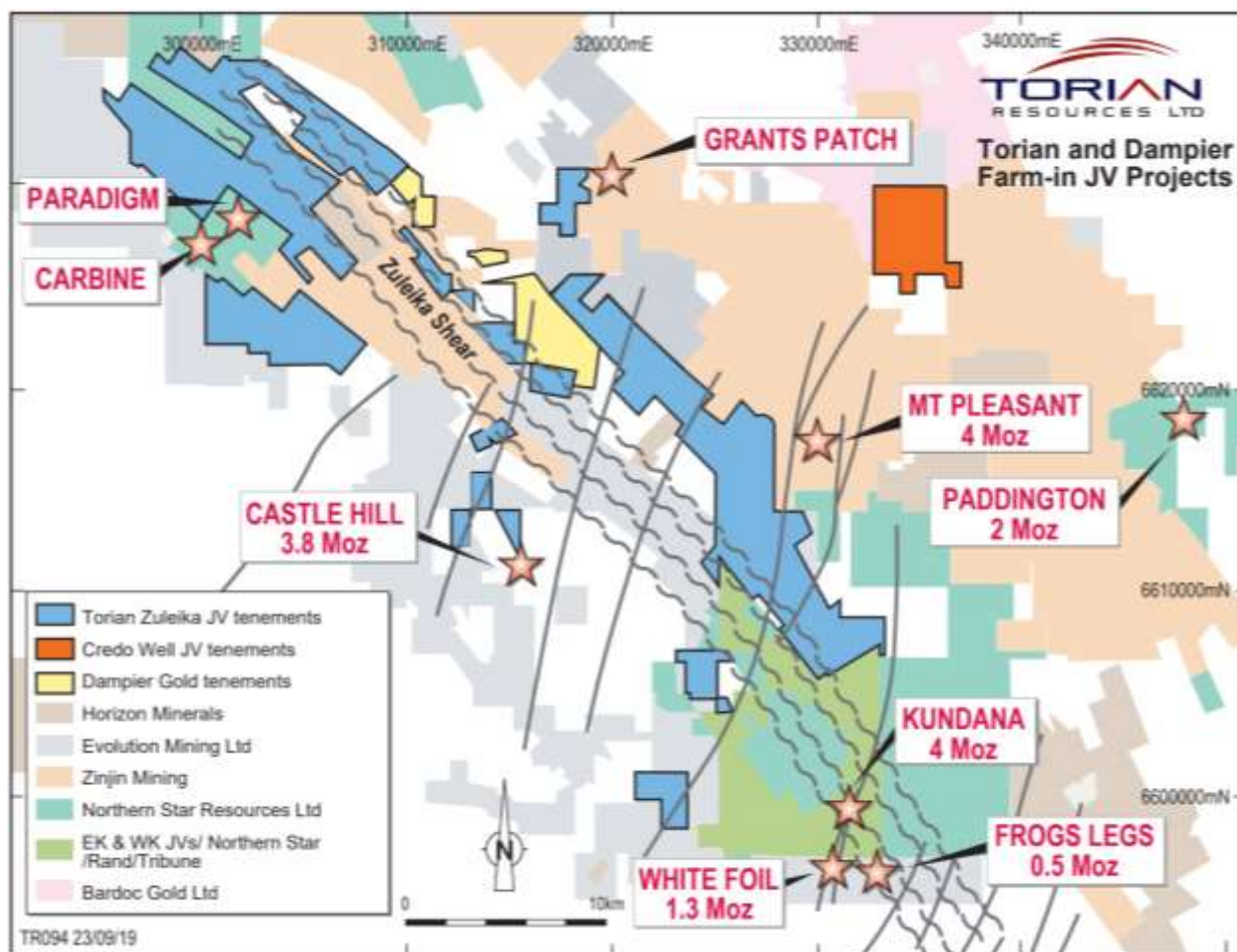


Figure 1: Location of the Zuleika and Credo Well JV tenements (Zuleika JV)

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 Degussa 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.

1.2 Drilling Commenced at Credo Well

Subsequent to the quarter Torian advised that it had commenced a new phase of drilling targeting extensions of known high-grade gold mineralisation at its Credo Well Gold Project, located ~35km north-west of Kalgoorlie in Western Australia.

The Company has mobilised a drill rig to undertake an 8-hole Reverse Circulation (RC) drill programme, with drilling expected to commence immediately, targeting potential extensions both up- and down-dip of previous high-grade intersections.

At the Credo Well prospect, located in the north-west of the project, mineralisation is hosted within steeply dipping quartz-pyrite veins within a sheared mafic package including basalt, dolerite and gabbro.

The drill programme targets are centred on a group of north-east trending historical workings at Credo Well which are reported to have produced 835 tonnes @ 39.7g/t Au between 1897 and 1919.

Highlights from drilling conducted by Torian in the Main Zone at Credo Well include (refer ASX release 14 February 2017):

- **4m @ 32.51g/t Au** from 27m, including **2m @ 57.05g/t Au** from 29m;
- **4m @ 6.66g/t Au** from 70m, including **2m @ 12.40g/t Au** from 70m;

Torian’s drilling also resulted in the discovery in the hanging wall of the Main Zone:

- **1m @ 68.50g/t Au** from 39m

Historical drilling intersections from Credo Well include (refer ASX release 14 February 2017):

- **3m @ 16.46g/t Au** from 54m (main vein);
- **1m @ 58.80g/t Au** from 1m (main vein);
- **5m @ 7.42g/t Au** from 39 (hanging wall vein); and
- **8m @ 10.47g/t Au** from 61m (main vein).

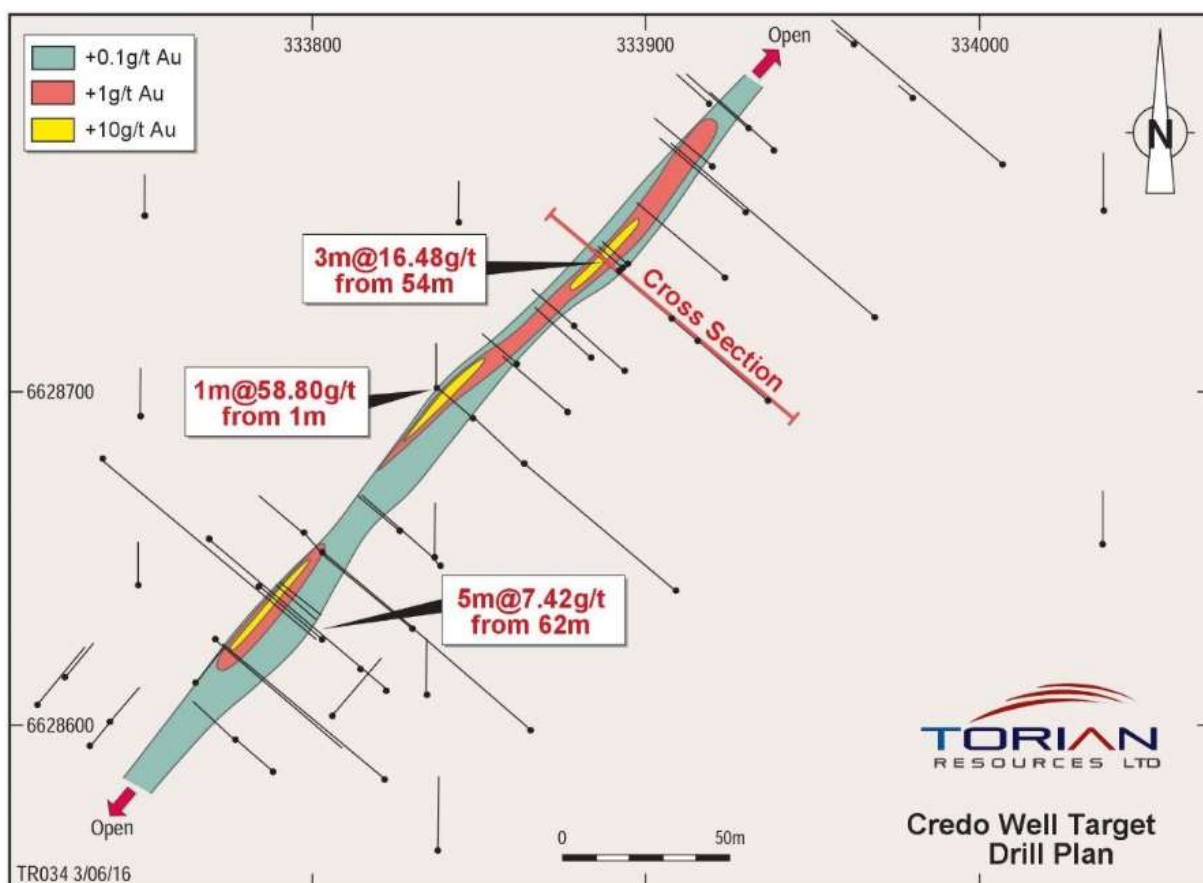


Figure 2: Drill Plan of Previous Drilling

The objective of the drilling is to extend the mineralisation up- and down-dip, including twinning CRC013 to determine the width of mineralisation.

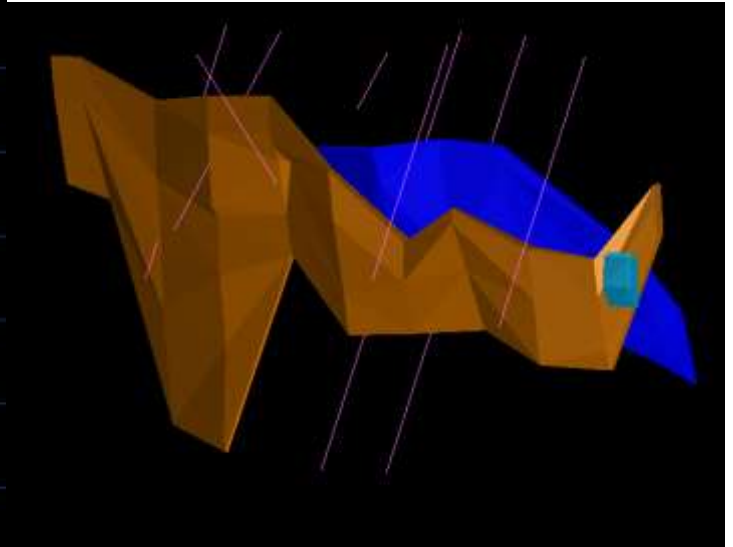
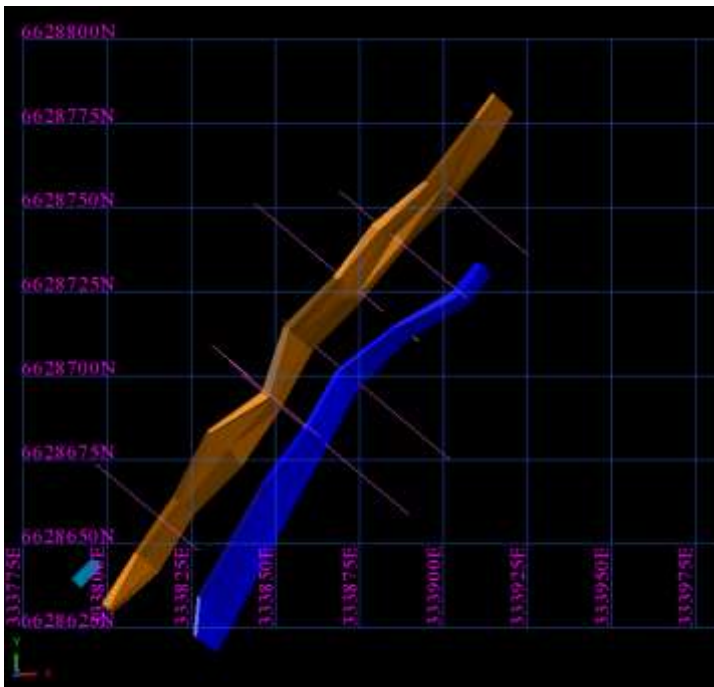


Figure 3a: Credo Well Drill Hole Plan and Interpreted Mineralisation

Figure 3b: Oblique View

2 Corporate

2.1 Key Board Appointments

During the quarter the Company announced the appointment of highly experienced mining and corporate executives Mr Angus Middleton and Mr Stephen Jones as non-executive Directors.

The appointments bring a significant depth of corporate, financial and mining expertise to the Torian Board to assist in advancing its strategy to unlock the value of its key Western Australian gold assets.

Mr Middleton is a fund manager and former stockbroker with extensive experience in the capital markets sector, particularly in the resource sector. He is currently a director of SA Capital Pty Ltd, a corporate advisory firm specialising in equity raisings and underwriting, and Managing Director of SA Capital Funds Management Limited, an Adelaide-based investment fund that has been involved in advising and raising equity for corporations in the form of venture capital, seed capital, private equity, pre-initial public offerings and initial public offerings.

Mr Jones is a Mining Engineer with more than 30 years' experience including at least 15 years at senior management level. He has been involved in all facets of mining operations in both underground and open cut mines, including planning and development, exploration, consultancy, joint ventures, and contract mining and owner mining across a wide range of commodities.

During his career, he has held a range of senior management, operational and corporate positions including as General Manager for Territory Resources Limited and General Manager Mineral Ventures for GBF Underground Mining Company. Mr Jones is a Fellow of the AUSIMM.

In conjunction with the new appointments, Torian's Managing Director Mark Borman stepped down from the Board as a Director but continues in his role as Chief Executive Officer (CEO).

For further information, please contact:

Mark Borman

Chief Executive Officer

info@torianresources.com.au

About Torian:

Torian Resources Ltd (ASX:TNR) is a highly active gold exploration and development company. The Company has amassed a large and strategic landholding of over 530km² of tenure located in 2 areas of the Goldfields region of Western Australia close to Leonora and Kalgoorlie.

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.

The Zuleika Shear has seen significant corporate activity of late with over A\$1 Billion worth of acquisition in the region by major mining companies. Torian's Zuleika project comprises approximately 223km² of tenure making Torian one of the largest landholders in this sought after region.

During the past 2 years Torian drilled 59,345m for a total of 1,319 holes across its projects. The large drilling campaign tested 26 exploration targets and, importantly, made four gold discoveries making Torian one of the most active gold explorers on the ASX.

Competent Person:

The information in this report which relates to exploration results and mineral resources is based on information compiled, reviewed and conclusions derived by Mr Stephen Jones, who is a Fellow of the Australasian Institute of Mining and Metallurgy and a full-time employee of the Greenjacket Resources. Mr Jones 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". Mr Jones consents to inclusion in the report of the matters based on this information in the form and content in which it appears. Additionally, Mr Jones confirms that the entity is not aware of any new information or data that materially affects the information contained in the ASX releases referred to in this report.

TENEMENTS HELD AT 30 SEPTEMBER 2019

TENEMENT:	LOCATION:	JV or PROJECT:	INTEREST:
ML 70094	Sapphire, QLD	Queensland	100%
ML 70095	Sapphire, QLD	Queensland	100%
ML 70096	Sapphire, QLD	Queensland	100%
E 24/190	Zuleika, WA	Zuleika	100%
M 16/229	Zuleika, WA	Zuleika	100%
M 16/491	Zuleika, WA	Zuleika	90%
M 24/947	Zuleika, WA	Zuleika	Option to earn 100%
M 24/975	Zuleika, WA	Zuleika	100%
M 26/572	Zuleika, WA	Zuleika	100%
M 37/475	Leonora, WA	Malcolm JV	51%
M 37/1305	Leonora, WA	Mt Stirling Well	100%
M 37/1306	Leonora, WA	Mt Stirling JV	51%
M 37/1311-1313	Leonora, WA	Mt Cutmore JV	51%
M 53/490-491	Wiluna, WA	Mt Keith	Option to earn 100%
P 15/5305	Coolgardie, WA	Bonnie Vale	100%
P 15/5560	Coolgardie, WA	Gibraltar South	100%
P 15/5672	Coolgardie, WA	Gibraltar South	100%
P 15/5914	Coolgardie, WA	Gibraltar South	100%
P 15/5922-5924	Coolgardie, WA	Gibraltar South	100%
P 15/6074-6078	Coolgardie, WA	Gibraltar South	100%
P 15/6114-6115	Coolgardie, WA	Gibraltar South	100%
P 16/2837	Zuleika, WA	Zuleika	100%
P 16/2839	Zuleika, WA	Zuleika	100%
P 16/2843	Zuleika, WA	Zuleika	100%
P 16/2853	Zuleika, WA	Zuleika	100%
P 16/2874-2887	Zuleika, WA	Zuleika	100%
P 16/2896	Zuleika, WA	Zuleika	100%
P 16/2901-2902	Zuleika, WA	Zuleika	100%
P 16/2913-2915	Zuleika, WA	Zuleika	100%
P 16/2943-2953	Zuleika, WA	Zuleika	100%
P 16/2959-2960	Zuleika, WA	Zuleika	100%
P 16/2964-2967	Zuleika, WA	Zuleika	100%
P 16/3024-3026	Zuleika, WA	Zuleika	100%
P 24/4418-4429	Zuleika, WA	Zuleika	100%
P 24/4468	Zuleika, WA	Zuleika	100%
P 24/4679	Zuleika, WA	Zuleika	100%
P 24/4749	Zuleika, WA	Zuleika	100%
P 24/4827-4831	Zuleika, WA	Zuleika	100%
P 24/4865-4874	Zuleika, WA	Zuleika	100%
P 24/4917-4923	Zuleika, WA	Zuleika	100%
P 24/4925-4940	Zuleika, WA	Zuleika	100%
P 24/4941-4942	Zuleika, WA	Broad Arrow	100%
P 24/4996	Zuleika, WA	Zuleika	100%
P 24/5013	Zuleika, WA	Zuleika	100%
P 24//5078-5081	Zuleika, WA	Zuleika	100%
P 24/5247	Zuleika, WA	Zuleika	100%
P 25/2348-2349	Kalgoorlie, WA	Mt Monger	100%
P 25/2493	Kalgoorlie, WA	Mt Monger	100%
P 26/4011-4013	Kalgoorlie, WA	Kanowna South	100%
P 26/4086	Kalgoorlie, WA	Mt Monger	100%
P 26/4089	Kalgoorlie, WA	Mt Monger	100%
P 26/4101-4104	Kalgoorlie, WA	Mt Monger	100%
P 26/4106-4115	Kalgoorlie, WA	Mt Monger	100%

P 26/4139	Kalgoorlie, WA	Mt Monger	100%
P 26/4141-4143	Kalgoorlie, WA	Mt Monger	100%
P 26/4152-4155	Kalgoorlie, WA	Five Mile Hill	100%
P 26/4209-4219	Kalgoorlie, WA	Boorara	100%
P 26/4275-4276	Kalgoorlie, WA	Mt Monger	100%
P 26/4292	Kalgoorlie, WA	Mt Monger	100%
P 26/4310	Kalgoorlie, WA	Mt Monger	100%
P 26/4397	Kalgoorlie, WA	Boorara	100%
P 26/4409	Kalgoorlie, WA	Mt Monger	100%
P 26/4427	Kalgoorlie, WA	Five Mile Hill	100%
P 27/2202-2203	Kalgoorlie, WA	Kanowna South	100%
P 27/2261	Kalgoorlie, WA	Kanowna South	100%
P 37/8073-8075	Leonora, WA	Mt Stewart JV	51%
P 37/8116	Leonora, WA	Malcolm JV	51%
P 37/8225-8227	Leonora, WA	Mt George JV	51%
P 37/8240-8243	Leonora, WA	Mt Cutmore JV	51%
P 37/8368	Leonora, WA	Mt Stirling	100%
P 37/8523-8524	Leonora, WA	Malcolm JV	51%
P 37/8568	Leonora, WA	Mt Stirling	100%
P 37/8623-8624	Leonora, WA	Mt Stewart JV	51%
P 37/8625-8632	Leonora, WA	Mt Stewart JV	51%
P 37/8646-8647	Leonora, WA	Mt Cutmore JV	51%
P 37/8648	Leonora, WA	Mt George JV	51%
P 37/8649	Leonora, WA	Braemore JV	51%
P 37/8650	Leonora, WA	Rabbit Warren South	100%
P 37/8651	Leonora, WA	Braemore JV	51%
P 37/8652-8653	Leonora, WA	Rabbit Warren South	100%
P 37/8659-8661	Leonora, WA	Braemore JV	51%
P 37/8662	Leonora, WA	Mt George JV	51%
P 37/8663	Leonora, WA	Rabbit Warren South	100%
P 37/8664-8665	Leonora, WA	Braemore JV	51%
P 37/8712	Leonora, WA	Mt Stirling	100%
P 37/8730-8733	Leonora, WA	Malcolm JV	51%
P 37/8745-8748	Leonora, WA	Malcolm JV	51%
P 37/8754	Leonora, WA	Malcolm JV	51%
P 37/8791-8793	Leonora, WA	Calypso	100%
P 37/8820-8826	Leonora, WA	Malcolm JV	51%
P 37/8831-8834	Leonora, WA	Mt Cutmore JV	51%
P 37/8838-8840	Leonora, WA	Mt Cutmore JV	51%
P 37/8845-8861	Leonora, WA	Mt Stirling	100%
P 37/8862-8863	Leonora, WA	Mt George JV	51%
P 37/8864-8866	Leonora, WA	Malcolm JV	51%
P 378868-8869	Leonora, WA	Mt Stirling	100%
P 37/8881-8889	Leonora, WA	Mt Stirling	100%
P 37/8890-8891	Leonora, WA	Malcolm	100%
P 37/8892-8900	Leonora, WA	Malcolm JV	51%
P 37/8928	Leonora, WA	Mt George JV	51%
P 37/9105	Leonora, WA	Calypso	100%

ACQUISITION OF TENEMENTS DURING THE QUARTER ENDING 30 SEPTEMBER 2019

TENEMENT:	LOCATION:	JV OR PROJECT:	INTEREST:
-	-	-	-

DISPOSAL OF TENEMENTS DURING THE QUARTER ENDING 30 SEPTEMBER 2019

TENEMENT:	INTEREST AT START OF QUARTER:	INTEREST AT END OF QUARTER
P 16/2838	100%	0%
P 16/2840	100%	0%
P 16/2841	100%	0%
P 16/2844	100%	0%
P 16/2849-52	100%	0%
P 16/2854-5	100%	0%
P 16/2856	100%	0%