
TORIAN RESOURCES LIMITED

ACN 002 261 565

NOTICE OF GENERAL MEETING

TIME: 1:00pm WST

DATE: Wednesday, 8 January 2020

PLACE: 104 Colin St
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9420 8208.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	10
Glossary	26
Schedule 1 – Terms and Conditions of Options	28
Schedule 2 – Terms and Conditions of Employee Incentive Plan	30
Schedule 3 – Option Valuation	35
Proxy Form	Enclosed

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 1:00pm WST on Wednesday, 8 January 2020 at:

104 Colin St
West Perth WA 6005

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm WST on Monday, 6 January 2020.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie, as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONVERTIBLE NOTES TO DAMPIER GOLD

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue Convertible Notes in the Company, and resultant issue of Shares and Options issued on conversion of the Convertible Notes, to Dampier (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dampier Gold or any of its associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – AUGUST PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SEPTEMBER PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

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

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SEPTEMBER PLACEMENT SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

5. RESOLUTION 5 – ISSUE OF ATTACHING PLACEMENT OPTIONS

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 37,666,667 free attaching Placement Options exercisable at 2¢ on or before the date that is two years from issue, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

6. RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES TO DEREK FOSTER & ASSOCIATES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,053,065 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Derek Foster & Associates Pty Ltd or any of its associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

7. RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES TO RGB MINING CONSULTING

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,792,698 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf RGB Mining Consulting or any of its associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

8. RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES TO READ CORPORATE

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf Read Corporate or any of its associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

9. RESOLUTION 9 – APPROVAL TO ISSUE CONVERTIBLE NOTES TO CARRAWAY CORPORATE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of Convertible Notes in the Company, and resultant issue of Shares issued on conversion of the Convertible Notes, to

Carraway Corporate Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf Carraway Corporate Pty Ltd or any of its associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

10. RESOLUTION 10 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 Exception 9(b), as an exception to Listing Rule 7.1, and for all other purposes, approval is given for the establishment of the "Torian Resources Limited Employee Securities Incentive Plan" and the issue of Securities (and the issue of Shares on conversion of any convertible Securities) under that plan on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and their nominees, and any associates of those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

11. RESOLUTION 11 – ISSUE OF DIRECTOR OPTIONS – MR ANGUS MIDDLETON

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

"That, for the purposes of ASX Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, grant a total of up to 10,000,000 Unlisted Options to Mr Angus Middleton (or his nominee), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Middleton and his nominees and any Associates of those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Voting Prohibition Statement:

In accordance with section 250BB of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - A. a member of the Key Management Personnel; or
 - B. a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

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

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

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

12. RESOLUTION 12 – ISSUE OF DIRECTOR OPTIONS – MR RICHARD MEHAN

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

“That, for the purposes of ASX Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, grant a total of up to 10,000,000 Unlisted Options to Mr Richard Mehan (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mehan and his nominees and any Associates of those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Voting Prohibition Statement:

In accordance with section 250BB of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - A. a member of the Key Management Personnel; or
 - B. a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

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

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

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

13. RESOLUTION 13 – ISSUE OF DIRECTOR OPTIONS – MR STEPHEN JONES

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

"That, for the purposes of ASX Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, grant a total of up to 10,000,000 Unlisted Options to Mr Stephen Jones (or his nominee), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Jones and his nominees and any Associates of those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Voting Prohibition Statement:

In accordance with section 250BB of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - A. a member of the Key Management Personnel; or
 - B. a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

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

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

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

14. RESOLUTION 14 – ISSUE OF DIRECTOR OPTIONS – MR PAUL SUMMERS

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

"That, for the purposes of ASX Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, grant a total of up to 10,000,000 Unlisted Options to Mr Paul Summers (or his nominee), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Summers and his nominees and any Associates of those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Voting Prohibition Statement:

In accordance with section 250BB of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - A. a member of the Key Management Personnel; or

- B. a Closely Related Party of such a member; and
(b) the appointment does not specify the way the proxy is to vote on this Resolution.

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

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

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

15. RESOLUTION 15 – ISSUE OF OPTIONS TO CARRAWAY CORPORATE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 60,000,000 Unlisted Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Carraway Corporate Pty Ltd or any of its associates. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

16. RESOLUTION 16 – ISSUE OF OPTIONS TO CONSULTANTS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Unlisted Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

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

Dated: 2 December 2019

By order of the Board

**Matthew Foy
(Company Secretary)**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – APPROVAL TO ISSUE CONVERTIBLE NOTES TO DAMPIER GOLD LTD

1.1 Background

On 4 October 2019, the Company announced it had entered into an agreement with ASX-listed gold developer Dampier Gold Limited (ASX: DAU) (**Dampier**) covering the Zuleika and Credo Well Projects located near Kalgoorlie (**Projects**) and a cornerstone equity investment in Torian (**Agreement**).

The key terms of the Agreement are as follows:

- 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 in return for 500,000 convertible notes 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 (**Dampier Convertible Notes**).

Full details of the Agreement can be found in the Company's ASX announcement dated 4 October 2019.

1.2 Details of the Dampier Convertible Notes

Pursuant to the Agreement, the Company will issue the Dampier Convertible Notes upon draw down of the whole tranche of \$500,000 from Dampier within seven days of the latter of:

- (a) Dampier advising the Company that it wishes to proceed with the Farm-in interest in accordance with the Agreement; or
- (b) Torian receiving shareholder approval to approve the conversion of the Dampier Convertible Notes to shares and attaching options.

In addition, draw down of the Dampier Convertible Notes is conditional upon Dampier obtaining shareholder approval to enter into the Agreement.

1.3 ASX Listing Rule 7.1

ASX Listing Rule 7.1 broadly provides that a company can issue Equity Securities up to 15% of its issued capital in any 12 month period without shareholder approval. Subject to certain exceptions, prior shareholder approval is required for any issue of Equity Securities where the securities proposed to be issued (when aggregated with other Equity Securities issued by the company not under an exception and not with shareholder approval) represent more than 15% of the company's issued capital.

The effect of Shareholders approving Resolution 1 will be to allow the Company to issue up to 500,000 Dampier Convertible Notes to Dampier during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. In addition, if Resolution 1 is approved then any subsequent issue of Shares and attaching Options upon conversion of the Dampier Convertible Notes will fall under an exception to Listing Rule 7.1 and will not constitute an issue pursuant to the Company's 15% annual placement capacity.

1.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the maximum number of Dampier Convertible Notes to be issued is 500,000 with a face value of \$1 each;
- (b) The Dampier Convertible Notes will convert into Shares and attaching Options as follows:
 - (i) the number of Shares to be issued on conversion of the Dampier Convertible Notes is the face value of each note (being \$1) multiplied by the number of notes converted and divided by the \$0.01; and
 - (ii) each Share issued upon conversion of the Dampier Convertible Notes will attract a 2-for-3 attaching Option, exercisable at \$0.02

each, expiring two years from the date of issue. The terms and conditions of the Options are set out in Schedule 1;

- [c] Unless converted earlier and at either companies' election, the Dampier Convertible Notes (and accrued interest) will convert into Shares and attaching Options no later than 3 months following Shareholder approval for the issue of the Dampier Convertible Notes;
- [d] The Dampier Convertible Notes have an interest rate of 8% per annum, compounded daily and calculated monthly;
- [e] The Dampier Convertible Notes are unsecured and Dampier is not a related party of the Company;
- [f] It is intended that the Dampier Convertible Notes will be issued all at once and no later than 3 months after the date of the Meeting; and
- [g] funds raised from the issue of the Dampier Convertible Notes will be used to advance exploration activities at the Mt Stirling and Diorite Projects located 30 kilometres north of Leonora, as well as for working capital purposes.

1.5 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution 1 to approve the issue of Placement Securities to Dampier Gold.

The Chairman of the Meeting will be casting undirected proxies in favour of this resolution.

2. RESOLUTIONS 2, 3 & 4 - RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

2.1 Background

During the September quarter, the Company announced it had received firm commitments to raise a total of \$565,000 through an issue of Shares at an issue price of \$0.01 together with a 2-for-3 attaching Options exercisable at \$0.02 per option, expiring two years from the date of issue (**Placement**). The Placements were completed as follows:

- On 15 August 2019 the Company issued 12,500,000 Shares at an issue price of 1.0¢ to raise \$125,000 (before costs) pursuant to the Company's existing placement capacity under Listing Rule 7.1 (**Resolution 2 Shares**); and
- on 6 September 2019 the Company issued 44,000,000 Shares at an issue price of 1.0¢ to raise \$440,000 (before costs) pursuant to the Company's existing placement capacities under Listing Rules 7.1 and 7.1A in the following manner:
 - o 19,000,000 Shares were issued at 1.0¢ per Share under ASX Listing Rule 7.1 (**Resolution 3 Shares**); and
 - o 25,000,000 Shares were issued at 1.0¢ per Share under ASX Listing Rule 7.1A (**Resolution 4 Shares**).

The proceeds of the Placements will be used to advance exploration activities at the Mt Stirling and Diorite Projects located 30 kilometres north of Leonora, as well as for working capital purposes.

On 28 May 2019, the Company held its annual general meeting where shareholder approval was sought and obtained to, amongst other things, refresh its placement capacity pursuant to Listing Rule 7.1 and approve an additional 10% placement capacity pursuant to Listing Rule 7.1A.

The Company issued the Resolution 2, 3 and 4 Shares without prior Shareholder approval pursuant to both its 15% annual placement capacity under ASX Listing Rule 7.1 and additional 10% placement capacity under ASX Listing Rule 7.1A.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 12,500,000 Shares under the Placement issued on 15 August 2019 at an issue price of 1.0¢ per Share under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 19,000,000 Shares under the Placement issued on 6 September 2019 at an issue price of 1.0¢ per Share under ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 25,000,000 Shares under the Placement issued on 6 September 2019 at an issue price of 1.0¢ per Share under ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to have the additional capacity to issue equity securities during any 12 month period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, subject to that issue satisfying certain criteria.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue of the Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 2, 3 and 4:

- (a) The total number of securities issued 56,500,000 comprising:
 - (i) 12,500,000 Shares issued in relation to Resolution 2;
 - (ii) 19,000,000 Shares issued in relation to Resolution 3;
 - (iii) 25,000,000 Shares were issued in relation to Resolution 4;

- (b) the issue price per Share was 1.0¢ each for Resolutions 2, 3 and Resolution 4;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors none of which are related parties of the Company; and
- (e) funds raised from the issue of the Placement will be used to:
 - (i) exploration activities at the Mt Stirling and Diorite Projects located 30 kilometres north of Leonora, as well as for working capital purposes; and
 - (ii) for working capital purposes.

2.3 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolutions 2, 3 and 4 to approve the ratification of the Placement.

The Chairman of the Meeting will be casting undirected proxies in favour of Resolutions 2, 3 and 4.

3. RESOLUTION 5 – ISSUE OF ATTACHING PLACEMENT OPTIONS

3.1 General

As detailed in Section 2 of this Explanatory Statement, the Company undertook the Placement to raise \$565,000 (before costs).

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 37,666,667 Options for nil cash consideration to subscribers for Shares under the Placement on the basis of two (2) free attaching Options for every three (3) Shares issued (**Placement Options**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 5 will be to allow the Company to issue the Placement Options pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the maximum number of Placement Options to be issued is 37,666,667;
- (b) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX

waiver or modification of the ASX Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;

- [c] the issue price of the Placement Options will be nil as they will be issued free attaching to the Shares issued pursuant to the Placement on the basis of two (2) Options for every three (3) Shares issued;
- [d] the Placement Options will be issued to the subscribers for Shares under the Placement the subject of Resolutions 2, 3 and 4, all of whom are unrelated to the Company;
- [e] the Placement Options will be issued on the terms and conditions set out in Schedule 1; and
- [f] no funds will be raised from the issue of the Placement Options as the Placement Options will be issued for nil cash consideration on a free attaching basis.

4. RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES TO DEREK FOSTER & ASSOCIATES

4.1 General

On 17 June 2019, Torian issued 1,053,065 fully paid ordinary shares in lieu of partial payment for exploration services rendered on behalf of the Company by Derek Foster & Associates Pty Ltd. These shares were issued utilising the Company's placement capacity under Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- [a] A total of 1,053,065 Shares were issued;
- [b] The Shares were issued for nil cash consideration and in lieu of partial payment for exploration services including drafting of mineralisation reports, accordingly no funds were raised from the issue of Shares;
- [c] the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- [d] the Shares were issued to Derek Foster & Associates Pty Ltd and RGB Mining Consulting both of whom are not related parties of the Company; and

4.3 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution 6 to approve the ratification of Shares.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

5. RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES TO RGB MINING CONSULTANTS

5.1 General

On 17 June 2019 and 22 July 2019, Torian issued 1,028,615 and 1,764,083 fully paid ordinary shares respectively in lieu of partial payment for exploration consulting services including geophysical interpretations, rendered on behalf of the Company by RGB Mining Consultants. These shares were issued utilising the Company's placement capacity under Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in section above 4.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- [a] A total of 2,792,698 Shares were issued;
- [b] The Shares were issued for nil cash consideration and in lieu of partial payment for exploration services including geophysical interpretations, accordingly no funds were raised from the issue of Shares;
- [c] the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- [d] the Shares were issued to RGB Mining Consulting who is not a related party of the Company.

5.3 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution 7 to approve the ratification of Shares.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

6. RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES TO READ CORPORATE

6.1 General

On 6 September 2019, Torian issued 1,000,000 fully paid ordinary shares in lieu of partial payment for investor relations services rendered on behalf of the Company by Read Corporate Pty Ltd. These shares were issued utilising the Company's placement capacity under Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in section above 4.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) A total of 1,000,000 Shares were issued;
- (b) The Shares were issued for nil cash consideration and in lieu of partial payment of investor and media relations services (including shareholder communications), accordingly no funds were raised from the issue of Shares;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (d) the Shares were issued to Read Corporate Pty Ltd who is not a related party of the Company.

6.3 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution 8 to approve the ratification of Shares.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

7. RESOLUTION 9 – APPROVAL TO ISSUE CONVERTIBLE NOTES TO CARRAWAY CORPORATE

7.1 Background

As announced on 13 November 2019, the Company has entered into a loan note mandate and convertible note facility with Carraway Corporate Pty Ltd

(**Carraway**) for \$1.0 million in funding (**Carraway Facility**). The Carraway Facility provides for three tranches of funding by Carraway, comprising of:

- (a) \$250,000 drawn down within 3 business days of execution of the Carraway Facility;
- (b) \$250,000 within 3 business days following release on ASX of a notice of meeting to approve the issue of the convertibility of the Carraway Facility; and
- (c) \$500,000 within 3 business days following shareholder approval to approve the issue of the convertibility of the Carraway Facility.

On draw down of each of these two tranches of funding, the Company is required to issue Convertible Notes to Carraway on the terms referred to below.

The funds from the Carraway facility will be used to advance exploration activities at the Mt Stirling and Diorite Projects located 30 kilometres north of Leonora, as well as for working capital purposes as well as for working capital purposes.

Resolution 9 seeks Shareholder approval to issue Convertible Notes to Carraway (or its nominee) under the Carraway Facility.

7.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 broadly provides that a company can issue Equity Securities up to 15% of its issued capital in any 12 month period without shareholder approval. Subject to certain exceptions, prior shareholder approval is required for any issue of Equity Securities where the securities proposed to be issued (when aggregated with other Equity Securities issued by the company not under an exception and not with shareholder approval) represent more than 15% of the company's issued capital.

The effect of Shareholders approving Resolution 9 will be to allow the Company to issue up to 1,000,000 Carraway Convertible Notes to Carraway (or its nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. In addition, if Resolution 9 is approved then any subsequent issue of Shares and attaching Options upon conversion of the Carraway Convertible Notes will fall under an exception to Listing Rule 7.1 and will not constitute an issue pursuant to the Company's 15% annual placement capacity.

7.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the maximum number of Carraway Convertible Notes to be issued is 1,000,000 with a face value of \$1 each;
- (b) The Carraway Convertible Notes will convert into Shares and attaching Options as follows:
 - (i) the number of Shares to be issued on conversion of the Carraway Convertible Notes is the face value of each note (being \$1) multiplied by the number of notes converted and divided by the \$0.01; and

- (ii) each Share issued upon conversion of the Carraway Convertible Notes will attract a 2-for-3 attaching Option, exercisable at \$0.02 each, expiring two years from the date of issue. The terms and conditions of the Options are set out in Schedule 1;
- [c] Unless converted earlier and at either companies' election, the Carraway Convertible Notes (and accrued interest) will convert into Shares and attaching Options no later than 3 months following Shareholder approval for the issue of the Carraway Convertible Notes;
- [d] The Carraway Convertible Notes have a term of 90 days and an interest rate of - 12% per annum to be capitalised in full upon conversion of the Convertible Notes, compounded daily and calculated monthly;
- [e] The Carraway Convertible Notes are secured over the Company's assets. In the event of default on the loan facility or in the event the shareholder approval is not granted, the Company will incur a 20% penalty on the Notes. Carraway is not a related party of the Company;
- [f] It is intended that the Carraway Convertible Notes will be issued in tranches upon draw down by the Company, however the Carraway Convertible Notes will be issued no later than 3 months after the date of the Meeting; and
- [g] Funds raised from the issue of the Carraway Convertible Notes will be used to for exploration activities at the Mt Stirling and Diorite Projects located 30 kilometres north of Leonora as well as for working capital purposes.

7.4 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution 9 to approve the issue of Placement Securities to Carraway.

The Chairman of the Meeting will be casting undirected proxies in favour of this resolution.

8. RESOLUTION 10 – ADOPTION OF EMPLOYEE SECURITIES INCENTIVE PLAN

8.1 General

The Company considers that it is desirable to maintain a securities incentive plan pursuant to which the Company can issue Securities to eligible Directors, employees and consultants in order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to all Shareholders.

Accordingly, Resolution 10 seeks Shareholder approval for the adoption of the employee securities incentive plan titled "Torion Resources Limited Employee Securities Incentive Plan" (**Plan**) in accordance with Listing Rule 7.2 Exception 9(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of which is set out in Schedule 2.

In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary.

Shareholders are invited to contact the Company if they have any queries or concerns.

A summary of Listing Rule 7.1 is provided in Section 2.1. Listing Rule 7.2, Exception 9(b) provides an exception to Listing Rule 7.1 by which equity securities issued under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

No Securities have been issued under the proposed Plan as it is a new employee incentive plan and has not previously been approved by Shareholders.

Prior Shareholder approval will be required under Listing Rule 10.14 before any Director or related party of the Company can participate in the Plan.

Pursuant to the Listing Rules, Shareholders must re-approve the Plan and all unissued Securities issuable pursuant thereto every 3 years.

Resolution 10 is an ordinary resolution.

9. RESOLUTIONS 11 TO 14 – ISSUE OF DIRECTOR OPTIONS TO DIRECTORS MESSRS MIDDLETON, MEHAN, JONES AND SUMMERS

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of 40,000,000 unlisted Options (**Director Options**) to Messrs Middleton, Mehan, Jones and Summers (**Related Parties**) (or their respective nominees), on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of the Director Options constitutes the giving of a financial benefit, and Messrs Middleton, Mehan, Jones and Summers are related parties of the Company by virtue of being Directors. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Director Options.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion,

such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

Accordingly, the grant of the Director Options to Messrs Middleton, Mehan, Jones and Summers will not reduce the Company's 15% capacity for the purposes of Listing Rule 7.1.

Resolutions 11 to 14 are ordinary resolutions.

9.2 Shareholder Approval (Chapter 2E of the Corporations Act and ASX Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Director Options.

- (a) The related parties are Messrs Middleton, Mehan, Jones and Summers by virtue of being Directors of the Company;
- (b) The maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - a. 10,000,000 Director Options to Mr Angus Middleton (or his nominee);
 - b. 10,000,000 Director Options to Mr Richard Mehan (or his nominee);
 - c. 10,000,000 Director Options to Mr Stephen Jones (or his nominee); and
 - d. 10,000,000 Director Options to Mr Paul Summers (or his nominee); and
- (c) The Director Options will be granted to the Related Parties no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (d) The Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) The terms and conditions of the Director Options are set out in Schedule 1;
- (f) The value of the Director Options and pricing methodology is set out in Schedule 3;
- (g) The relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares
Mr Angus Middleton	3,333,334

Mr Richard Mehan	977,234
Mr Stephen Jones	90,000
Mr Paul Summers	2,814,410

(h) The remuneration and emoluments from the Company for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year (proposed)	2018/2019 Financial Year
Mr Angus Middleton (appointed 19/9/19)	\$36,000	N/A
Mr Richard Mehan (appointed 14/6/2018)	\$50,000	\$30,113
Mr Stephen Jones (appointed 19/9/19)	\$105,000	N/A
Mr Paul Summers (appointed 20/4/18)	\$40,000	\$21,900

(i) If the Director Options granted to the Related Parties are exercised, a total of 40,000,000 Shares would be issued. This will increase the number of Shares on issue from 315,779,687 to 355,779,687 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 12.67%. The issue of Shares upon exercise of the Director Options issued to each of the Related Parties will dilute the shareholding of existing Shareholders by the 3.17% each to Messrs Middleton, Mehan, Jones and Summers.

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

(j) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.028	19 February 2019
Lowest	\$0.007	11 July 2019
Last	\$0.011	29 November 2019

(k) The Board acknowledges that the Grant of Options to Messrs Middleton, Mehan, Jones and Summers (Non-Executive Directors) is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3rd Edition) as published by The ASX Corporate Governance Council. However the Board considers the grant of Director

Options to each of the Non-Executive Directors reasonable in the circumstances for the reason set out in paragraph (m);

- (l) The primary purposes of the grant of Director Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to mitigate and reward the performance of the Related Parties in their respective roles as Directors as well as a cost effective form of remuneration for their ongoing commitment and contribution to the Company and to align their interests with those of the Shareholders;
- (m) Mr Angus Middleton declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution on the basis that Mr Middleton is to be granted Director Options should Resolution 11 be passed. However, in respect to Resolutions 12, 13 and 14, Mr Middleton recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - a. The grant of the Director Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - b. The grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - c. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Options upon the terms proposed;
- (n) Mr Richard Mehan declines to make a recommendation to Shareholders in relation to Resolution 12 due to his material personal interest in the outcome of the Resolution on the basis that Mr Mehan is to be granted Director Options should Resolution 12 be passed. However, in respect to Resolutions 11, 13 and 14, Mr Mehan recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (o) Mr Stephen Jones declines to make a recommendation to Shareholders in relation to Resolution 13 due to his material personal interest in the outcome of the Resolution on the basis that Mr Jones is to be granted Director Options should Resolution 13 be passed. However, in respect to Resolutions 11, 12 and 14, Mr Jones recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (p) Mr Paul Summers declines to make a recommendation to Shareholders in relation to Resolution 14 due to his material personal interest in the outcome of the Resolution on the basis that Mr Summers is to be granted Director Options should Resolution 14 be passed. However, in respect to Resolutions 11, 12 and 13, Mr Summers recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (q) In forming their recommendations, each Director considered the experience of each other Related Party, the current market price of the Shares, the current market practices when determining the number of Director Options to be granted as the exercise price and expiry date of those Director Options;

- (r) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 11 to 14.

10. RESOLUTION 15 – ISSUE OF OPTIONS TO CARRAWAY CORPORATE

10.1 General

As announced on 13 November 2019, the Company has entered into a loan note mandate and convertible note facility with Carraway Corporate Pty Ltd (**Carraway**) for \$1.0 million in funding (**Carraway Facility**). Resolution 9 above, seeks shareholder approval for the issue of the Carraway Convertible Notes pursuant to the Carraway Facility.

In connection with the Carraway Facility the Company has agreed to pay Carraway the following fees in connection with the Carraway Facility:

- (a) 7% of the total amount raised pursuant to the facility; and
- (b) 60,000,000 options exercisable at \$0.02 expiring two years from the issue date (Options).

Resolution 15 seeks Shareholder approval for the issue of up to 60,000,000 Options to its Carraway in connection with the Carraway Facility (**Carraway Options**).

A summary of ASX Listing Rules 7.1 is set out in Section 3.1 above.

The effect of Resolution 15 will be to allow the Company to issue the Carraway Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 15 is an ordinary resolution.

10.2 Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The maximum number of Carraway Options to be granted by the Company under Resolution 15 is 60,000,000.
- (b) The Carraway Options may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Carraway Options will be issued on the same date;
- (c) The Carraway Options will be granted in connection with the Carraway Facility and for nil cash consideration. Accordingly, no funds will be raised from the issue of Carraway Options.
- (d) The Carraway Options will be issued on the terms and conditions set out in Schedule 1.
- (e) The Carraway Options will be granted to Carraway Corporate Pty Ltd (or their nominees) who is an unrelated party to the Company.
- (f) A voting exclusion statement is included in the Notice.

10.3 Directors' Recommendation

The Directors of the Company recommend that Shareholders vote in favour of Resolution 15.

11. RESOLUTION 16 – ISSUE OF OPTIONS TO CONSULTANTS

11.1 General

On 18 November 2019 the Company advised it had restructured its management team ahead of a new phase of exploration and growth at its key WA gold projects. Moving forward, Torian will operate primarily out of its Kalgoorlie office and a small, unmanned office presence will be maintained in Perth.

Resolution 16 seeks Shareholder approval for the issue of up to 10,000,000 unlisted Options to existing and as yet unidentified consultants as an incentivisation tool to the consultants it has retained and wishes to attract, to assist with the development of its exploration projects (**Consultant Options**). In addition, the use of options will allow the Company to retain its cash to maximise exploration expenditure.

A summary of ASX Listing Rules 7.1 is set out in Section 3.1 above.

The effect of Resolution 16 will be to allow the Company to issue the Consultant Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 16 is an ordinary resolution.

11.2 Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The maximum number of Consultant Options to be granted by the Company under Resolution 16 is 10,000,000.
- (b) The Consultant Options may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Consultant Options will be issued on the same date;
- (c) The Consultant Options will be granted for nil consideration and accordingly no funds will be raised from the issue of Consultant Options.
- (d) The Consultant Options will be issued on the terms and conditions set out in Schedule 1.
- (e) The Consultant Options will be granted to existing and as yet unidentified consultants to the Company who are unrelated parties to the Company, including FT Corporate Pty Ltd.
- (f) A voting exclusion statement is included in the Notice.

11.3 Directors' Recommendation

The Directors of the Company recommend that Shareholders vote in favour of Resolution 16.

GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning set out in section 1.1.

ASIC means the Australian Securities & Investments Commission.

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

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Carraway means Carraway Corporate Pty Ltd (ACN 601 006 302).

Carraway Facility has the meaning set out in section 7.1.

Carraway Options has the meaning set out in section 10.1.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Torian Resources Ltd (ACN 002 261 565).

Constitution means the Company's constitution.

Consultant Options has the meaning given in section 11.1.

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

Dampier means Dampier Gold Ltd (ACN 141 703 399)

Dampier Convertible Note has the meaning given in section 1.1.

Director Options has the meaning in section 9.1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given to it in Section 2.1.

Placement Options has the meaning given to it in Section 3.1.

Plan means the employee share plan as summarised in Schedule 2 and section 8.1.

Projects has the meaning given in section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning set out in Section 9.1.

Resolution 2 Shares has the meaning given to it in Section 2.1.

Resolution 3 Shares has the meaning given to it in Section 2.1.

Resolution 4 Shares has the meaning given to it in Section 2.1.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Australian Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(a) **Exercise Price**

Subject to paragraph 1.1(h), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(b) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(d) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(e) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (f)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(g) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(j) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(k) **Quoted**

The Company will apply for quotation of the Options on ASX.

(l) **Transferability**

The Options are transferable subject to the Constitution, any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – SUMMARY OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the terms of the Torian Resources Limited Employee Securities Incentive Plan is set out below.

1. Eligible Participant

Eligible Participant means a person who is a full-time or part-time employee, officer, or contractor of the Company, or an Associated Body Corporate (as defined in ASIC Class Order 14/1000), or such other person who has been determined by the Board to be eligible to participate in the Plan from time to time.

The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.

2. Purpose

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically

be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly; committed an act which has brought the Company, the Group or any entity within the Group into disrepute, or wilfully breached his or her duties to the Group or where a Participant is convicted of an offence in connection with the affairs of the Group; or has a judgment entered against him or her in any civil proceedings in respect of the contravention by the Participant of his or her duties at law, in equity or under statute, in his or her capacity as an employee, consultant or officer of the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation or vesting notice.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event provided that, in respect of Convertible Securities, the maximum number of Convertible Securities (that have not yet been exercised) that the Board may determine will vest and be exercisable into Shares under this Rule is that number of Convertible Securities that is equal to 10% of the Shares on issue immediately following vesting under this Rule, which as far as practicable will be allocated between holders on a pro-rata basis on the basis of their holdings of Convertible Securities on the date of determination of vesting.

12. Rights attaching to Plan Shares

All Shares issued or transferred under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Compliance with applicable law

No Security may be offered, granted, vested or exercised if to do so would contravene any applicable law. In particular, the Company must have reasonable grounds to believe, when making an invitation, that the total number of Plan Shares that may be issued upon exercise of Convertible Securities offer when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three year period under:

- (i) an employee incentive scheme of the Company covered by ASIC Class Order 14/1000; or
- (ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme, but disregarding any offer made or securities issued in the capital of the Company by way of or as a result of:
 - (iii) an offer to a person situated at the time of receipt of the offer outside Australia;
 - (iv) an offer that did not need disclosure to investors because of section 708 of the Corporations Act (exempts the requirement for a disclosure document for the issue of securities in certain circumstances to investors who are deemed to have sufficient investment knowledge to make informed decisions, including professional investors, sophisticated investors and senior managers of the Company); or
 - (v) an offer made under a disclosure document,

would exceed 5% (or such other maximum permitted under any applicable law) of the total number of Shares on issue at the date of the invitation.

17. Maximum number of Securities

The Company will not make an invitation under the Plan if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan, will exceed 15% of the total number of issued Shares at the date of the invitation.

18. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

19. Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

20. Income Tax Assessment Act

The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act).

SCHEDULE 3 – DIRECTOR OPTIONS VALUATION

The unlisted Director Options to be issued to Messrs Middleton, Mehan, Jones and Summers pursuant to Resolutions 11 to 14 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the unlisted Director Options were ascribed the following value:

Assumptions	
Valuation date	19-Nov-19
Market price of Shares	0.012
Exercise price (150% of market price)	0.020
Expiry date (length of time from issue)	2 yrs
Risk free interest rate (3-year treasury bond)	0.73%
Volatility	120.54%
Indicative value per Director Option	\$0.0061
Total Value of all Director Options	\$242,412
Angus Middleton	\$60,600
Richard Mehan	\$60,600
Stephen Jones	\$60,600
Paul Summers	\$60,600

Note: The valuation noted above is not necessarily the market price that the unlisted Director Options could be traded at and is not automatically the market price for taxation purposes.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2019 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Torian Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **104 Colin St, West Perth WA 6005 on 8 January 2020 at 1:00pm WST** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Approval to Issue Convertible Notes to Dampier Gold Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue – August Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue – September Placement Shares - 19,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue – September Placement Shares - 25,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Attaching Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Issue of Shares to Derek Foster & Associates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Issue of Shares to RGB Mining Consulting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Issue of Shares to Read Corporate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval to Issue Convertible Notes to Carraway Corporate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Adoption of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of Director Options – Mr Angus Middleton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Issue of Director Options – Mr Richard Mehan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Issue of Director Options – Mr Stephen Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Issue of Director Options – Mr Paul Summers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Issue of Options to Carraway Corporate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Issue of Options to Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 1:00pm WST on 6 January 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033