



**TORIAN RESOURCES LIMITED  
ABN 72 002 261 565  
AND CONTROLLED ENTITIES**

**INTERIM FINANCIAL REPORT FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**DIRECTORS' REPORT**

Your directors submit the financial report of Torian Resources Limited ("Torian" or "the Group") for the half-year ended 30 June 2017.

**Directors**

The names of directors who held office during the half-year and up to the date of this report are:

Mr Andrew Sparke  
Mr Matthew Sullivan  
Ms Elissa Hansen  
Mr Glenn Jardine (Resigned 23 May 2017)

**Review of Operations**

During the half year, the Group continued preparation of various exploration programs across all projects. The emphasis was placed on the highest priority targets, such as The Zuleika Project. The Group's technical team has reviewed a number of opportunities for acquisition with the aim of adding to the existing portfolio of tenements or a new project that could potentially deliver cash flow.

2017/18 Strategy

- Stage 1 of Torian's five year strategic plan (Acquisition Stage) is complete and stage 2 (Leverage Stage) now has commenced;
- Committed exploration programs for FY2018 include Paradigm East (Zuleika Project), Paradigm North (Zuleika Project) and Calypso (Malcolm Project);
- Exploration and production JV discussions on numerous projects are now underway;
- Torian continues to assess various producing assets that have the potential to generate cashflow for the Group; and
- The strategy is designed to leverage Torian's large and strategic land package and generate value for shareholders.

Exploration

*Credo Well*

On 14 February 2017, Torian announced the completion of a successful RC drilling program at Targets 16 and 17 (Credo Well). The Credo Well prospect is located approximately 5km North East and along strike of Mt Pleasant (4Moz). The prospect forms part of the Group's Zuleika project.

The program consisted of a total of 32 holes for 2,221m and was designed to infill previous RC drilling and to test the extent of mineralisation surrounding modest historic mining in the area. No holes to date have been drilled deeper than 170m. Highlights from the drilling include:

- 4m @ 32.51g/t Au from 27m, including;
- 2m @ 57.05g/t Au from 29m;
- 4m @ 6.66g/t Au from 70m, including;
- 2m @ 12.40g/t Au from 70m; and
- 2m @ 15.16g/t Au from 49m.

Torian also made a new discovery in the hanging wall of the main zone with the best intersection being 1m @ 68.50g/t Au from 39m.

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**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**DIRECTORS' REPORT (CONT.)**

The drill program did not close off the mineralisation which remains open along strike and down dip. These results are very encouraging and confirm Credo Well as a priority target for the 2017 field season.

*Target 18 and 19*

On 7 March 2017, Torian announced results received from the Phase 1 drilling completed at Targets 18 and 19.

At Target 18 and 19, Torian drilled 137 RAB holes for a total of 7,278m. The results from this area included a new discovery with the best results including 12m @ 2.44g/t Au from 36m (Target 18) and 4m @ 1.83g/t Au from 32m (Target 19).

*Paradigm East*

In the half year, the Group commenced drilling at Paradigm East. Paradigm East is located towards the northern end of the Group's 100% owned Zuleika Project, approximately 65km North West of Kalgoorlie. The program was designed to test high-grade historic intersections adjacent to Northern Star's Paradigm mine and their significant recent discoveries. The drill program was completed post end of the quarter and the results have subsequently been announced.

The drill program comprised seven holes for a total of 526 metres and was designed to infill the central portion of Paradigm East to a spacing of 20m by 40m. The holes were sampled as 4m composites however single metre samples have now been submitted to the lab for assay.

Results to date show that gold mineralisation continues from Northern Star's (ASX:NST) Paradigm Prospect onto Torian's Zuleika Project tenure at Paradigm East and remains open at depth and along strike to the south east. There are also several other high priority targets surrounding Paradigm, particularly to the north and south, that have only been lightly explored. Further exploration is warranted and the Group has already commenced planning for the next exploration program at Paradigm East.

**Significant Changes in the State of Affairs**

Cascade Takeover

During the period, Torian completed the off-market Takeover of Cascade Resources Ltd (Cascade). Cascade is now a wholly owned subsidiary of Torian. Consideration for the acquisition of Cascade is 1 Torian share for every 1 Cascade share held by Cascade shareholders.

As a result, Torian is now:

- A significant player in the Goldfields Region with over 500km<sup>2</sup> of tenure;
- The 100% owner of the strategically important Zuleika project (previously 12.25%);
- The owner of four additional projects including Mt Keith, Mt Monger, Kanowna South and Five Mile Hill projects; and
- Has added to existing tenure at the Group's Bardoc project (~30.2km<sup>2</sup>).

Completion of this significant transaction has simplified the ownership structure of all projects and has delivered on the Group's strategy of further consolidation in the Goldfields Region of Western Australia. Following completion of the Cascade Transaction, Mr. Glenn Jardine resigned as a non-executive director of Torian. Mr. Jardine joined the board as an independent director to assist with the Transaction.

**TORIAN RESOURCES LIMITED  
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**DIRECTORS' REPORT (CONT.)**

Funding

On 1 May 2017, the Group announced the completion of a A\$1.2 million placement to sophisticated and professional investors.

The equity raising received demand from two new US institutions. APP Securities Pty Limited acted as the Lead Manager to the placement and Jett Capital as North American advisor.

Approximately 11 million ordinary shares were issued for the capital raise at 10.5 cents per share. The placement was conducted utilising Torian's placement capacity as approved by Shareholders at the 2017 Annual General Meeting.

**Matters Subsequent to the End of the Half Year**

Exploration Activities

At the beginning of July 2017, RC drilling commenced at Paradigm East, part of the Group's 100% owned Zuleika project. As announced on 7 June 2017, RC drilling at Paradigm East is designed to test high grade historic mineralisation adjacent to the historic Paradigm Mine.

The drill program comprised seven holes for a total of 526 metres and was designed to infill the central portion of Paradigm East to a spacing of 20m by 40m. The holes were sampled as 4m composites however single metre samples have now been submitted to the lab for assay.

Results to date show that gold mineralisation continues from Northern Star's (ASX:NST) Paradigm Prospect onto Torian's Zuleika Project tenure at Paradigm East and remains open at depth and along strike to the south east. There are also several other high priority targets surrounding Paradigm, particularly to the north and south, that have only been lightly explored. Further exploration is warranted and the Group has already commenced planning for the next exploration program.

Funding

On 12 September the Company's securities were placed in a trading halt on ASX pending the release of an announcement in relation to a potential placement.

No other significant subsequent event has arisen that significantly affect the operations of the Group.

**Auditor's Declaration**

The auditor's independence declaration under section 307C of the Corporations Act 2001 is set out on page 4 of the financial report for the half year ended 30 June 2017.

This report is signed in accordance with a resolution of the Board of Directors



**Andrew Sparke  
Non-Executive Chairman  
13 September 2017**

**RSM Australia Partners**

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**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the review of the financial report of Torian Resources Limited for the half-year ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

RSM

**RSM AUSTRALIA PARTNERS**

  
**G N Sherwood**  
Partner

Sydney, NSW

Dated: 13 September 2017

TORIAN RESOURCES LIMITED

ABN 72 002 261 565

AND CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF  
PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE HALF YEAR ENDED 30 JUNE 2017

		Consolidated Group	
		Half year ended 30 June 2017	Half year ended 30 June 2016
	Note	\$	\$
Sales revenue		-	-
Other revenue	3	11,309	104,380
Total revenue		11,309	104,380
Advertising and marketing expense		(169,125)	(50,745)
Depreciation expense		(2,504)	(4,342)
Employee benefits expense		(218,620)	(238,014)
Due diligence and professional services		(132,706)	(237,030)
Finance costs		-	(4,217)
Costs of subsidiary acquisition		(343,179)	-
Exploration expenditure	5	(41,637)	(157,774)
Other administration & compliance costs		(255,088)	(271,788)
<b>Loss before income tax expense</b>	2	<b>(1,151,550)</b>	<b>(859,530)</b>
Income tax expense		-	-
<b>Loss for the period</b>		<b>(1,151,550)</b>	<b>(859,530)</b>
Other comprehensive income		-	-
<b>Total comprehensive loss for the period</b>		<b>(1,151,550)</b>	<b>(859,530)</b>
Basic earnings per share (cents per share)		(0.98)	(1.14)
Diluted earnings per share (cents per share)		(0.98)	(1.14)

The accompanying notes form an integral part of this statement

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION  
AS AT 30 JUNE 2017**

		<b>Consolidated Group</b>	
		<b>As at 30 June 2017 \$</b>	<b>As at 31 December 2016 \$</b>
	<b>Note</b>		
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		985,435	1,037,422
Trade and other receivables		247,209	247,303
<b>TOTAL CURRENT ASSETS</b>		<b>1,232,644</b>	<b>1,284,725</b>
<b>NON-CURRENT ASSETS</b>			
Available-for-sale financial asset		1,429	228,205
Property, plant and equipment		13,202	14,898
Exploration and evaluation expenditure	6	16,398,757	10,188,487
<b>TOTAL NON-CURRENT ASSETS</b>		<b>16,413,388</b>	<b>10,431,590</b>
<b>TOTAL ASSETS</b>		<b>17,646,032</b>	<b>11,716,315</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables		670,970	755,662
Loans from directors		129,145	-
Loans from external parties		-	281,128
<b>TOTAL CURRENT LIABILITIES</b>		<b>800,115</b>	<b>1,036,790</b>
<b>TOTAL LIABILITIES</b>		<b>800,115</b>	<b>1,036,790</b>
<b>NET ASSETS</b>		<b>16,845,917</b>	<b>10,679,525</b>
<b>EQUITY</b>			
Issued capital	7	77,532,399	70,214,457
Accumulated losses		(60,686,482)	(59,534,932)
<b>TOTAL EQUITY</b>		<b>16,845,917</b>	<b>10,679,525</b>

The accompanying notes form an integral part of this statement

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**CONSOLIDATED STATEMENT OF**  
**CHANGES IN EQUITY**  
**FOR THE HALF YEAR ENDED 30 JUNE 2017**

	Issued Capital	Accumulated Losses	Total
	\$	\$	\$
<b>Balance at 1 January 2016</b>	66,009,823	(57,782,681)	8,227,142
Shares issued during the year	629,200	-	629,200
Loss attributable to members	-	(859,530)	(859,530)
<b>Balance at 30 June 2016</b>	<b>66,639,023</b>	<b>(58,642,211)</b>	<b>7,996,812</b>
<b>Balance at 1 January 2017</b>	70,214,457	(59,534,932)	10,679,525
Shares issued during the year, net of capital raising costs	7,317,942	-	7,317,942
Loss attributable to members	-	(1,151,550)	(1,151,550)
<b>Balance at 30 June 2017</b>	<b>77,532,399</b>	<b>(60,686,482)</b>	<b>16,845,917</b>

The accompanying notes form an integral part of this statement



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**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE HALF YEAR ENDED 30 JUNE 2017**

	<b>Consolidated Group</b>	
	<b>Half year ended</b>	<b>Half year ended</b>
	<b>30 June</b>	<b>30 June</b>
	<b>2017</b>	<b>2016</b>
	<b>\$</b>	<b>\$</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Payments to suppliers and employees	(519,883)	(497,713)
Interest received	11,309	4,380
Finance costs	-	(4,217)
Exploration expenses paid	(55,937)	(157,774)
<b>Net cash used in operating activities</b>	<b>(564,511)</b>	<b>(655,324)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payments to acquire mining tenements	(40,000)	-
Payments for exploration and evaluation costs capitalised	(471,940)	(606,307)
Costs of acquiring Cascade Resources Ltd	(127,339)	-
Cash in subsidiary at date of acquisition	4,261	-
Payments to acquire property, plant and equipment	-	(8,154)
Deposits refunded	-	100,000
<b>Net cash used in investing activities</b>	<b>(635,018)</b>	<b>(514,461)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from the issue of shares	1,217,628	-
Share issue costs	(70,086)	-
Loan repayments	-	(22,000)
<b>Net cash (used in)/provided by financing activities</b>	<b>1,147,542</b>	<b>(22,000)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(51,987)</b>	<b>(1,191,785)</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>1,037,422</b>	<b>1,542,011</b>
<b>Cash and cash equivalents at end of the period</b>	<b>985,435</b>	<b>350,226</b>

The accompanying notes form an integral part of this statement

**TORIAN RESOURCES LIMITED**

**ABN 72 002 261 565**

**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 1: Basis of Preparation**

The half-year consolidated financial statements is a general purpose financial report prepared in accordance with the requirements of the Corporations Act 2001. Australian Accounting Standard AASB 134: Interim Financial Reporting, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australia Accounting Standards.

It is recommended that this financial report be read in conjunction with the annual financial report for the year ended 31 December 2016 and any public announcements made by Torian Resources Limited and its controlled entities during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001.

The accounting policies have been consistently applied by the entities in the consolidated group and are consistent with those in the 31 December 2016 financial report.

The half-year report does not include full disclosures of the type normally included in an annual financial report.

*Reporting Basis and Conventions*

The half-year financial report has been prepared on an accrual basis and is based on historical costs modified by the revaluation of non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

**Note 2: Significant Judgements**

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

*Key Judgements - Exploration and Evaluation Expenditure*

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage that permits a reasonable assessment of the existence of reserves. There is significant judgement required on the part of the Management and the Board in determining whether exploration assets are impaired. To this extent they have considered the exploration activities, the current market conditions, the political climate in the jurisdiction in which the assets exists, as well as numerous other factors in their determination that the assets are not impaired.

*Key Judgements – Tenement Ownership*

The Group has acquired a number of tenements in the past few financial years. There are a number of tenements in relation to these transactions where the transfer of ownership is still in the process of being registered with the relevant authority. Management and the Board have exercised their judgement in determining that the transfer of ownership of the respective tenements will take place in the ordinary course of business.

*Key Judgements — Doubtful Debts Provision*

As a result of no trading throughout the period, Torian Resources Limited has no questionable receivables.

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 3: Other Revenue**

	<b>Consolidated Group</b>	
	<b>Half year ended 30 June 2017</b>	<b>Half year ended 30 June 2016</b>
	<b>\$</b>	<b>\$</b>
Interest received	11,309	4,380
Reversal of impairment	-	100,000
	<b>11,309</b>	<b>104,380</b>

**Note 4: Segment Information**

The Group operates in one segment, being exploration and development of gold assets in Western Australia.

**Note 5: Exploration Expenditure**

*Exploration expenditure consists of:*

- Rates and levies on inactive tenements	1,924	282
- General management expenses	39,713	42,583
- Share based incentives	-	114,909
	<b>41,637</b>	<b>157,774</b>

Currently the practice is to capitalise all expenses that have been incurred and are in direct relation to the exploration of resources.

Indirect costs such as administrative and general operational costs are expensed on the basis that they are necessarily incurred.

**Note 6: Exploration and Evaluation Expenditure Capitalised**

	<b>30 June 2017</b>	<b>31 December 2016</b>
	<b>\$</b>	<b>\$</b>
Exploration expenditure capitalised	16,398,757	10,188,487
Provision for impairment	-	-
Total	<b>16,398,757</b>	<b>10,188,487</b>
Balance at beginning of financial year	10,188,487	7,682,700
Additions	395,094	2,505,787
Acquisition of Cascade Resources	5,815,176	-
Balance at end of financial year	<b>16,398,757</b>	<b>10,188,487</b>

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 7: Issued Capital**

	<b>2017</b>		<b>2016</b>	
	<b>No of Shares</b>	<b>\$</b>	<b>No of Shares</b>	<b>\$</b>
<b>Ordinary shares</b>				
Fully paid ordinary shares	162,473,247	77,532,398	97,528,851	70,214,457
At the 1 January 2016	74,295,492	66,009,823		
Shares issued during the year	18,918,920	3,500,000		
Shares issued to acquire capital assets	1,786,435	367,076		
Shares issued in payment for services	2,528,004	560,737		
Costs of raising share capital	-	(223,179)		
At 31 December 2016	97,528,851	70,214,457		
At the 1 January 2017	97,528,851	70,214,457		
Shares issued during the period	11,604,283	1,218,498		
Shares issued for services	1,560,890	227,600		
Shares issued on asset acquisition	909,090	100,000		
Shares issued to acquire Cascade Resources	50,870,133	5,850,065		
Costs of raising share capital	-	(78,222)		
At 30 June 2017	162,473,247	77,532,398		

**Note 8: Related Party Disclosures**

	<b>2017</b>	<b>2016</b>
	<b>\$</b>	<b>\$</b>
Transactions with related parties:		
- Matthew Sullivan (director's fees)	60,000	60,000
- Andrew Sparke (director's fees)	60,000	60,000
- Elissa Hansen (director's and company secretarial fees)	24,000	24,000
- Glenn Jardine (director's fees)	12,000	6,000

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Mr Matthew Sullivan is a director of Jemda Pty Ltd, which throughout the year has provided consultancy and corporate management services to the Group. All fees tendered are considered by the Board to be on an arm's length basis.

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 8: Related Party Disclosures (Cont.)**

Mr Andrew Sparke is a director of Olive Capital Pty Limited, which throughout the year has provided consultancy and corporate management services to the Group. All fees tendered are considered by the Board to be on an arm's length basis.

Ms Elissa Hansen is a director of Market Capital Group Pty Ltd TA CoSec Services, which throughout the year has provided company secretarial and corporate management services to the Group. All fees tendered are considered to be on an arm's length basis.

Mr Glenn Jardine is a director of Jardine Mining Pty Ltd, which throughout the year has provided corporate management services to the Group. All fees tendered are considered by the Board to be on an arm's length basis. Mr Jardine resigned on 23 May 2017.

**Key Management Personnel**

The following were key management personnel of the Company at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period:

- Mr Andrew Sparke
- Mr Matthew Sullivan
- Ms Elissa Hansen
- Mr Glenn Jardine (resigned 23 May 2017)

**Shares Held by Key Management Personnel and Their Associates**

	Balance 1 Jan 2017	Purchases	Disposals	Received Under Cascade Takeover <sup>1</sup>	Balance 30 Jun 2017
Matthew Sullivan	4,904,172	-	(105,000)	4,437,501	9,236,673
Andrew Sparke	3,613,696	-	-	6,401,000	10,014,696
Elissa Hansen	-	-	-	-	-
Glenn Jardine	-	-	-	-	-
<b>Total</b>	<b>8,517,868</b>	<b>-</b>	<b>(105,000)</b>	<b>10,838,501</b>	<b>19,251,369</b>

The Group did not have any options on issue during the period.

<sup>1</sup> Consideration received under the Cascade takeover is 1 Torian share for every 1 Cascade share held.

The Board sets all remuneration packages. The broad remuneration policy is to ensure that each senior staff member's remuneration package properly reflects the person's duties and responsibilities. Current market conditions are also taken into account in determining the appropriate remuneration package.

**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 8: Related Party Disclosures (Cont.)**

	<b>Salary, wages and directors fees</b>	<b>Bonus</b>	<b>Non- monetary benefits</b>	<b>Other employee entitlements</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>June 2017</b>					
Matthew Sullivan	60,000	-	-	-	60,000
Andrew Sparke	60,000	-	-	-	60,000
Elissa Hansen	24,000	-	-	-	24,000
Glenn Jardine	12,000	-	-	-	12,000
<b>Total Compensation</b>	<b>156,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>156,000</b>
<b>June 2016</b>					
Matthew Sullivan	60,000	-	-	-	60,000
Andrew Sparke	60,000	-	-	-	60,000
Elissa Hansen	24,000	-	-	-	24,000
Glenn Jardine	6,000	-	-	-	6,000
<b>Total Compensation</b>	<b>150,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>150,000</b>

**Other Key Management Personnel transactions**

*Amounts payable to related parties at reporting date*

	<b>June 2017</b>	<b>June 2016</b>
	<b>\$</b>	<b>\$</b>
Accrued fees (Matthew Sullivan)	62,000	56,500
Accrued fees (Andrew Sparke)	40,000	101,000
Accrued fees (Elissa Hansen)	16,000	12,800
Accrued fees (Glenn Jardine)	15,000	3,000

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**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 9: Investments Accounted for Using the Equity Method**

In the 2010 financial year, Torian entered into the Madagascar Joint Venture with Varun Madagascar, a division of Mumbai-listed company Varun Industries. This is a production sharing joint venture to mine both gold and gemstones from two highly prospective adjacent exploitation (production) licences in Vatovorona, Madagascar.

The joint venture has been in care and maintenance while the directors determine the best avenue to realise value for shareholders.

	June 2017	Dec 2016
	\$	\$
<i>Interests in joint ventures</i>		
<b>Varun Torian (International) SARL</b>		
Investment at cost	792,910	792,910
Accumulated equity accounted share of loss	(301,045)	(301,045)
Accumulated allowance for impairment	(491,865)	(491,865)
Closing balance	-	-
<i>Movements in carrying amounts</i>		
<b>Varun Torian (International) SARL</b>		
Balance at 1 January	-	-
Closing balance	-	-

**Note 10: Controlled Entities**

**Controlled Entities Consolidated**

	Country of Incorporation	Percentage Owned (%)* 2017
PARENT ENTITY:		
<b>TORIAN RESOURCES LIMITED</b>	<b>Australia</b>	
SUBSIDIARIES OF <b>TORIAN RESOURCES LIMITED</b> :		
Cascade Resources Limited	<b>Australia</b>	100
Cluff Minerals (Australia) Pty Limited	<b>Australia</b>	100
NSW Gold Pty Ltd	<b>Australia</b>	100
Who Are They Pty Ltd (formerly Torian Exploration Pty Ltd)	<b>Australia</b>	100
Zuleika JV Management Pty Ltd (100% owned by Cascade Resources Limited)	<b>Australia</b>	100

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**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 11: Business Combinations**

On 20 April 2017, Torian wholly acquired Cascade Resources Ltd.

Details of the business combination is as follows.

	<b>Half year ended 30 June 2017</b>	<b>\$</b>
<i>Consideration Transferred</i>		
Shares issued	5,850,065	
	<u>5,850,065</u>	
<i>Goodwill</i>		
Net assets acquired in Cascade at date of acquisition	34,889	
Attributed fair value of exploration and evaluation assets	5,815,176	
Goodwill	<u>-</u>	
<i>Assets and liabilities at date of acquisition</i>		
Current assets	4,261	
Non-current assets	228,085	
Total assets	<u>232,346</u>	
Current liabilities		
Non-current liabilities	197,457	
Total liabilities	<u>197,457</u>	
Net assets acquired	<u>34,889</u>	

**Contribution to the Group's Results**

Cascade contributed \$3,479 to the Group's loss from the date of the acquisition to 30 June 2017.



**TORIAN RESOURCES LIMITED**  
**ABN 72 002 261 565**  
**AND CONTROLLED ENTITIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE HALF-YEAR ENDED 30 JUNE 2017**

**Note 11: Fair Value Measurement**

*Valuation Techniques*

In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured.

**Recurring Fair Value Measurement Amounts and the Level of the Fair Value Hierarchy within which the Fair Value Measurements Are Categorised**

	<b>Fair Value Measurements at 30 June 2017 Using:</b>		
	Quoted Prices in Active Markets for Identical Assets \$ (Level 1)	Significant Observable Inputs \$ (Level 2)	Significant Unobservable Inputs \$ (Level 3)
Investment in shares of unlisted corporation	-	-	1,429

**Note 12: Events After the Balance Sheet Date**

Exploration Activities

At the beginning of July 2017, RC drilling commenced at Paradigm East, part of the Group's 100% owned Zuleika project. As announced on 7 June 2017, RC drilling at Paradigm East is designed to test high grade historic mineralisation adjacent to the historic Paradigm Mine.

The drill program comprised seven holes for a total of 526 metres and was designed to infill the central portion of Paradigm East to a spacing of 20m by 40m. The holes were sampled as 4m composites however single metre samples have now been submitted to the lab for assay.

Results to date show that gold mineralisation continues from Northern Star's (ASX:NST) Paradigm Prospect onto Torian's Zuleika Project tenure at Paradigm East and remains open at depth and along strike to the south east. There are also several other high priority targets surrounding Paradigm, particularly to the north and south, that have only been lightly explored. Further exploration is warranted and the Group has already commenced planning for the next exploration program.

Funding

On 12 September the Company's securities were placed in a trading halt on ASX pending the release of an announcement in relation to a potential placement.

No other significant subsequent event has arisen that significantly affect the operations of the Group.

**TORIAN RESOURCES LIMITED  
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**DIRECTORS' DECLARATION**

**In accordance with a resolution of the directors of Torian Resources Limited, the directors' of the Company declare that:**

1. The financial statements and notes as set out on pages 6 to 16 are in accordance with the Corporations Act 2001, including:
  - i) complying with Accounting Standard AASB 134: Interim Financial Reporting
  - ii) giving a true and fair view of the Group's financial position as at 30 June 2017 and of its performance of the Group for the half-year ended on that date;
2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.



Andrew Sparke  
Non-Executive Chairman  
Dated at Sydney on 13 September 2017

# RSM Australia Partners

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## INDEPENDENT AUDITOR'S REVIEW REPORT

### TO THE MEMBERS OF

### TORIAN RESOURCES LIMITED

#### Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Torian Resources Limited which comprises the statement of financial position as at 30 June 2017, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

#### *Directors' Responsibility for the Half-Year Financial Report*

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Torian Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### *Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations act 2001*, which has been given to the directors of Torian Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

### *Conclusion*

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Torian Resources Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2017 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

RSM

**RSM AUSTRALIA PARTNERS**

  
**G N Sherwood**  
 Partner

Sydney, NSW  
 Dated: 13 September