

## Torian to Make Strategic Investment in BullionFX

### Highlights:

- Subject to certain conditions, Torian has entered into an agreement to take a low-risk equity position in BullionFX Limited, the management company developing a gold backed cryptocurrency
- Torian will subscribe for US\$1M of BullionFX equity representing a 2.5% interest in BullionFX
- Torian will engage with BullionFX as a key advisor over two cryptocurrency project developments in exchange for 10 million advisory shares
- Mt Stirling assay results imminently due
- Mt Stirling interim resource update on track to be delivered by end of the month

Torian Resources Ltd (**Torian** or the **Company**) is pleased to announce that it has entered into an agreement to make a strategic investment into BullionFX, a leading blockchain company focused on developing blockchain based currencies backed by precious metals (bullionfx.com).

BullionFX is developing a decentralised digital gold registry linked to global wholesale spot market liquidity, surrounded by institutional grade protections including insurance, audit and storage, allowing users to use physical gold as a mechanism for payment, trade and storage of wealth. BullionFX is developing a gold-backed cryptocurrency token that it intends to list on as yet decided secondary market exchanges and forex platforms in the future and launch a suite of payment and debt solutions. BullionFX are currently at the stage of developing 'smart contracts' (this a technical term for the code that goes into blockchain).

### About Bullion FX

BullionFX is a Cayman Islands registered company incorporated in early 2020, founded by a boutique group of blockchain experts led by Stephen Moss, who developed Australia's first cryptocurrency vault offering – 'Decentralised Capital'<sup>1</sup>, and BDO Blockchain<sup>2</sup>, and Martin Talvari, who was previously the founding Chief Strategy Officer of Slush.org. The Board of BullionFX comprise: Stephen Moss, Martin Talvari and Don Gray.

<sup>1</sup> For further information refer <https://www.afr.com/companies/financial-services/decentralised-forms-nations-first-crypto-vault-says-bitcoin-not-a-bubble-20180713-h12nru>

<sup>2</sup> Developed by BullionFX's co-founders Stephen Moss and Martin Talvari

#### Directors

BullionFX's major shareholders greater than 10% of its voting capital comprise Stephen Moss, Martin Talvari, and Jonathan Teo.

BullionFX intends to generate revenue through charging a transactional fee of 12 basis points any time one of its issued tokens are created, transferred, traded or redeemed. BullionFX is not currently generating any revenue.

BullionFX plan to launch several other tokenised products in 2021 the first of which will be the gold-backed cryptocurrency which will be launched once legal and compliance aspects are signed off which is anticipated to occur in Q2 of this year. BullionFX is awaiting legal and compliance sign-off prior to determining the valuation and jurisdiction for its anticipated listing of its ordinary shares and/or tokens.

Torian will join existing strategic investors and advisors including Mathias Grønnebaek (founding member of Ethereum), David Moss (SVP Block.one), Mark Bouris (Founder, Yellow Brick Rd), Jonathan Teo, Jørn Lyseggen (Founder, Meltwater) and the Tamas family.

## **Transaction Terms**

Subject to certain conditions, Torian, through its wholly-owned subsidiary Torian Bullion Pty Ltd has agreed to subscribe for 5 million shares in BullionFX at an issue price of US\$0.20 per share (**Share Subscription Agreement**). Torian will settle the investment via the issue of US\$1M Torian ordinary shares at the average of the 5-day Volume Weighted Average Price of Torian's shares (**VWAP**) prior to the execution of the Share Subscription Agreement, being 27,711,968 Torian shares (on a VWAP of \$0.04562), to be issued pursuant to the Company's existing capacity under listing rule 7.1 (**Share Subscription Agreement**).

The Share Subscription Agreement is subject to any regulatory approvals required, Torian will only issue the Share Consideration to BullionFX subject to BullionFX listing its shares and/or the gold-back cryptocurrency token it is developing onto an as yet decided secondary market at a minimum price of US50¢ per share noting however the valuation and jurisdiction is yet to be decided by BullionFX. In addition, in the event BullionFX is bought out at a minimum price of US50¢ per share, the Share Consideration will also be issued.

Following the issuance of Torian shares to BullionFX, the share consideration received by both companies will be subject to a 12-month voluntary escrow period. The escrow of Torian's shares in BullionFX will not apply in the event BullionFX is the subject of a successful takeover.

Additionally, Torian will receive 10 million fully paid ordinary shares in BullionFX for nominating a representative to join BullionFX's board of advisors (**Advisor Shares**) bringing Torian's total interest in BullionFX to 15 million ordinary shares on completion of Share Subscription Agreement. Torian has nominated Executive Director Mr Peretz Schapiro as its representative on the BullionFX Advisory board which comprises the following members:

- Martin Talvari (Director)
- Stephen Moss (Director)
- Don Gray (Director)
- Mathias Grønnebaek
- Jonathan Teo
- Mark Bouris
- David Moss
- Allan Hansen
- Luke Bird
- Adeel Kiani
- Kyle Kutasi
- Dr Edward Lee
- Peter Hodge
- Andrew Moufarrige

Further information on the Advisory board members can be found at under the about section of the BullionFX website at [bullionfx.com](http://bullionfx.com). The minimum hours of service to BullionFx will be as required for an indefinite term and all intellectual property developed pursuant to the Advisory Agreement will vest in BullionFX.

The Advisor Shares will be issued within 2 business days of execution of the advisory agreement and have a notional value of US20¢ and will be issued in consideration for Torian overseeing providing insights into the gold mining sector and the exploration of the merits of cryptocurrency in the mining sector for the provision of debt, liquidity and transparency.

Torian has agreed to issue 3,000,000 (ASX:TNRO, exercisable at \$0.02 expiring 7 February 2022) to advisors Carraway Corporate Pty Ltd and Kikceto Pty Ltd in consideration for the introduction and assistance in negotiating the Share Subscription Agreement. These options will be issued using the Company's existing Listing Rule 7.1 capacity and have a valuation of \$0.033 per TNRO option.

As further consideration, Torian will issue the aforementioned advisors an additional 4,000,000 options pursuant to Listing Rule 7.1 exercisable at 2.6¢ expiring 5 February 2024 subject to the successful completion of the Share Subscription Agreement, i.e BullionFX (\$BULLION) listing its ordinary shares and/or its associated token on an as yet

decided secondary market at a minimum price of US50¢ per share noting however the valuation and jurisdiction is yet to be decided by BullionFX. In addition, in the event BullionFX is bought out at a minimum price of US50¢ per share, the additional options will be issued.

**Torian Executive Director Peretz Schapiro said** *“Our drilling results over the last few months has demonstrated that we are serious about setting up Torian as a significant player in the gold industry. As part of this growth, it is important that we try and stay ahead of the curve within our industry, as any successful business would.*

*Gold has been regarded as a storage of wealth and a hedge against inflation for millennia. However, over recent years we have seen a rise in alternatives, specifically cryptocurrencies. Among its many advantages, crypto offers a transportability and a payment mechanism that gold in its pure form simply lacks. For example, it is physically challenging to walk into a grocery store and pay for your shopping with a sliver of gold, whereas this can be done quite simply by paying with a fraction or multiples of a cryptocurrency. On the other hand, the majority of cryptocurrencies are backed by nothing, and as such lack the underlying asset backing and tangibility which are some of gold’s key features.*

*By marrying gold and cryptocurrencies and forming a crypto which is backed by physical gold, it brings together the best of both asset classes, and propels physical gold and gold ownership into the digital age. Digitising gold simply gives gold further utility, and if widely adopted would be a key factor in increasing the value of gold itself.*

*As part of this agreement, and subject to consulting with the ASX in relation to the application of ASX Listing Rule 12.5, Torian’s advisory role with BullionFX will focus on the potential for resource companies to engage the use of existing projects’ reserves inventory to capture value for shareholders. The advisory role represents an exciting opportunity to assist exploration and mining companies to potentially unlock value for shareholders.*

*The above demonstrates our belief that the future of gold lies not in the metal itself, but in the ability for humanity to create methods where gold has increased utility. We believe that a gold backed cryptocurrency represents this future, and as such we are excited to be able to give our shareholders significant ground floor, yet low risk exposure to what we believe is the future of our industry.*

*BullionFX has developed a world class team and share register which includes high profile investors from the finance, precious metals and payment industries. As Torian moves closer to production of its physical gold, it will look to leverage these relationships in the form of potentially cheaper production deals.*

*It is for these reasons that we have chosen to invest in BullionFX, as we believe they have the perfect mix of the right business model, solid financial backing and key industry personnel to set the future of gold on a new and exciting path.*

**BullionFX Founder Stephen Moss said,** *“BullionFX is bringing currency back to the gold standard. Currency markets are currently reliant on central banks adjusting money supply to stimulate the economy and achieve various economic policies, as opposed to maximising the value of currency itself. Through the application of blockchain technology, physical gold bullion can now be issued on a decentralised registry operating audited trust nodes and be traded on a fractional basis among peer-to-peer networks, or as a payment system linked to global spot market liquidity.*

*We are excited to partner with a company like Torian who, in addition to proving up what seems to be a significant gold deposit at their Mt Stirling project, are backed by innovative and forward-thinking management.*

*Torian Resources’ investment along with our other recent and high profile investors, demonstrates a significant show of confidence in our business model. We are excited about launching our suite of payment, decentralised finance, and market solutions as we move towards our public offer which is planned for Q2 of this year.*

*We are excited to welcome Torian to our team at BullionFX and look forward to a productive and mutually beneficial working relationship for years to come.”*

This release has been authorised for release by the Board of Directors.

Peretz Schapiro  
Executive Director  
**Torian Resources Ltd**  
Info@torianresources.com.au

-ENDS-

### **About Torian:**

Torian Resources Ltd (ASX: TNR) is a highly active gold exploration and development company with an extensive and strategic land holding comprising six projects and over 400km<sup>2</sup> of tenure in the Goldfields Region of Western Australia. All projects are nearby to excellent infrastructure and lie within 50km of major mining towns.

Torian's flagship Mt Stirling Project is situated approximately 40km NW of Leonora, and neighbours Red 5's Kind of the Hills mine. The region has recently produced approximately 14M oz of gold from mines such as Tower Hills, Sons of Gwalia, Thunderbox, Harbour Lights and Gwalia.

The Mt Stirling Project consists of 2 blocks:

1. The Stirling Block to the north which contains two JORC Inferred resources.
  - a. Mt Stirling – 727,000t at 1.45 g/t Au for 33,900oz
  - b. Stirling Well – 253,500t at 2.01 g/t Au for 16,384oz
2. The Diorite Block to the south, home of the historic 73 g/t Diorite King Mine.

The Mount Monger goldfield is located within the Kalgoorlie terrane subdivision of the Eastern Goldfields Province. This 3,700-hectare project lies within close vicinity of Silver Lake Resources Ltd's (ASX: SLR) key asset, the Mount Monger Gold Camp, a prolific part of the Eastern Goldfields district of Western Australia. The Mount Monger Camp had produced more than 1.67Moz in the last 30 years, and more than 330,000 ounces for Silver Lake in in the last 24 months alone.

The project consists of two distinct areas:

1. The Wombola Block to the north
2. The Mt Monger South Block to the south

The Company is now actively pursuing a proposed spin-off of the Mt Monger and Gibraltar Projects, which proposes that Torian will hold approximately 10% of the new listed entity plus a 20% free carried JV interested in the projects.

Another project in the Kalgoorlie region is the Zuleika project in which the Company is involved in a JV with Dampier Gold Ltd (ASX: ZAG). The Zuleika project is located along the world-class Zuleika Shear, which is the fourth largest gold producing region in Australia and consistently produces some of the country's highest grade and lowest cost gold mines. This project lies north and partly along strike of several major gold deposits including Northern Star's (ASX: NST) 7.0Moz East Kundana Joint Venture and Evolution's (ASX: EVN) 1.8Moz Frogs Legs and White Foil deposits.

Torian's other projects within the Kalgoorlie region include the Bonnie Vale and Gibraltar Projects, and its Credo Well JV with Dampier Gold Ltd (ASX: ZAG), host of a JORC Inferred resource of 86,419t at 4.41 g/t Au for 12,259 oz.

### **Streamlined Competent Person Statement**

The information in this report relating to exploration results and Minerals Resource Estimates is based on information compiled, reviewed and relied upon by Mr Dale Schultz.

Mr Dale Schultz, Principle of DJS Consulting, who is Torian's consulting Geologist and Director, compiled, reviewed and relied upon prior data and ASX releases dated 25 February 2019 and 29 January 2020 to put together the technical information in this release and is a member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS), which is ROPO, accepted for the purpose of reporting in accordance with ASX listing rules. Mr Schultz has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Schultz consents to the inclusion in the report of the matters based on information in the form and context in which it appears.

The JORC Resource estimates released on 25 February 2019 were reviewed and relied upon by Mr Dale Schultz were reported in accordance with Clause 18 of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (JORC Code).

Torian Resources confirms in the subsequent public report that it is not aware of any new information or data that materially affects the information included in the relevant market announcements on the 25 February 2019 and 29 January 2020 and, in the case of the exploration results, that all material assumptions and technical parameters underpinning the results in the relevant market announcement reviewed by Mr Dale Schultz continue to apply and have not materially changed.

#### **Cautionary Note Regarding Forward-Looking Statements**

This news release contains "forward-looking information" within the meaning of applicable securities laws. Generally, any statements that are not historical facts may contain forward-looking information, and forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget" "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or indicates that certain actions, events or results "may", "could", "would", "might" or "will be" taken, "occur" or "be achieved." Forward-looking information is based on certain factors and assumptions management believes to be reasonable at the time such statements are made, including but not limited to, continued exploration activities, Gold and other metal prices, the estimation of initial and sustaining capital requirements, the estimation of labour costs, the estimation of mineral reserves and resources, assumptions with respect to currency fluctuations, the timing and amount of future exploration and development expenditures, receipt of required regulatory approvals, the availability of necessary financing for the Project, permitting and such other assumptions and factors as set out herein.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks related to changes in Gold prices; sources and cost of power and water for the Project; the estimation of initial capital requirements; the lack of historical operations; the estimation of labour costs; general global markets and economic conditions; risks associated with exploration of mineral deposits; the estimation of initial targeted mineral resource tonnage and grade for the Project; risks associated with uninsurable risks arising during the course of exploration; risks associated with currency fluctuations; environmental risks; competition faced in securing experienced personnel; access to adequate infrastructure to support exploration activities; risks associated with changes in the mining regulatory regime governing the Company and the Project; completion of the environmental assessment process; risks related to regulatory and permitting delays; risks related to potential conflicts of interest; the reliance on key personnel; financing,

capitalisation and liquidity risks including the risk that the financing necessary to fund continued exploration and development activities at the Project may not be available on satisfactory terms, or at all; the risk of potential dilution through the issuance of additional common shares of the Company; the risk of litigation.

Although the Company has attempted to identify important factors that cause results not to be as anticipated, estimated or intended, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Forward looking information is made as of the date of this announcement and the Company does not undertake to update or revise any forward-looking information this is included herein, except in accordance with applicable securities laws.