

22 August 2019

Jessica Coupe
Adviser, Listings Compliance
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

By e-mail: jessica.coupe@asx.com.au

Dear Jessica,

RE: Response to ASX Appendix 5B Query

Torian Resources Ltd (ASX: TNR) (**Torian** or the **Company**) refers to your Appendix 5B Query Letter dated 19 August 2019. We respond as follows:

Does TNR expect that it will continue to have negative operational cashflows for the time being and, if not, why not?

Torian confirms that its primary business is resource exploration and development, and not currently having a producing project generating cashflow, the Company will continue to have negative operating cash flows for the foreseeable future.

Has TNR taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Torian is continuing to evaluate various financing and partnership/Joint Venture options to meet its planned activities and expenditure commitments. Torian has a track record of securing adequate funding including capital raisings and believes it will continue to be successful in securing additional funding. Subsequent to the June quarter the Company announced it had completed a placement and is progressing similar funding discussions.

Does TNR expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Torian believes it will be able to continue its operations and meet its business objectives by raising additional capital as described in the above responses. Shareholders are supportive of the Company as it continues the development of options for its strategic Kalgoorlie assets.

Please confirm that TNR is complying with Listing Rule 3.1 and that there is no information about its financial condition that should be given to ASX in accordance with that rule that has not already been released to the market.

The Company confirms it is complying with the ASX Listing Rules and in particular Listing Rule 3.1.

Please confirm that TNR's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of TNR with delegated authority from the board to respond to ASX on disclosure matters.

The Company's board of directors have authorised and approved the responses to the questions contained herein.

Yours faithfully,

Matthew Foy
Company Secretary
Torian Resources Ltd

22 August 2019

ABN: 72 002 261 565

ASX CODE: TNR

Board of Directors

Mr Richard Mehan
Non-Executive Chairman

Mr Mark Borman
Managing Director

Mr Paul Summers
Non-Executive Director

Mr Matthew Foy
Company Secretary

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19 August 2019

Reference: ODIN05644

Mr Matthew Foy
Company Secretary
Torian Resources Limited
104 Colin Street
West Perth WA 6005

By email: matt.foy@minervacorporatel.com.au

Dear Mr Foy

Torian Resources Limited ('TNR'): Appendix 5B Query

ASX refers to TNR's Appendix 5B quarterly report for the period ended 30 June 2019 lodged with ASX Market Announcements Platform on 31 July 2019 (the 'Appendix 5B').

ASX notes that TNR has reported:

- negative net operating cash flows for the quarter of \$268,000;
- cash at the end of the quarter of \$25,000; and
- estimated cash outflows for the next quarter of \$247,000.

It is possible to conclude, based on the information in the Appendix 5B that if TNR were to continue to expend cash at the rate indicated by the Appendix 5B, TNR may not have sufficient cash to continue funding its operations.

In view of that, ASX asks TNR to respond separately to each of the following questions and requests for information:

1. Does TNR expect that it will continue to have negative operating cash flows for the time being and, if not, why not?
2. Has TNR taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?
3. Does TNR expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?
4. Please confirm that TNR is complying with Listing Rule 3.1 and that there is no information about its financial condition that should be given to ASX in accordance with that rule that has not already been released to the market.
5. Please confirm that TNR's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of TNR with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **5:00 PM AWST Thursday, 22 August 2019**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in TNR's securities under Listing Rule 17.3. You should note that if the information requested by this letter is information required to be given to ASX under

Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, TNR's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1 and Listing Rule 3.1A

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to TNR's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that TNR's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in TNR's securities under Listing Rule 17.1. If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Jessica Coupe
Adviser, Listings Compliance (Perth)