

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme Torian Resources Limited

ACN/ARSN 002 261 565

**1. Details of substantial holder (1)**

Name R&R Venture Partners II LLC

ACN/ARSN (if applicable) n/a

The holder became a substantial holder on 13 / 08 / 2015

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary fully paid (O.F.P.)	5,216,485	5,216,485	7.33%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
R&R Venture Partners II LLC	R&R Venture Partners II LLC	5,216,485

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
R&R Venture Partners II LLC	R&R Venture Partners II LLC	R&R Venture Partners II LLC	5,216,485

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
R&R Venture Partners II LLC	13/08/2015	\$1 000,000 17		5 216,485

**6. Associates**

The reasons the person named in paragraph 3 above and associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
R&R Venture Partners II LLC	Director

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
R&R Venture Partners II LLC	767 Fifth Avenue, Suite 4200, New York City 10153, New York USA

**Signature**

print name David H. Gerson capacity Director Chief Financial Officer

sign here  date 19 / August / 2015