



**Strong Financial Position**  
**Cornerstone Investor**  
**Expanded Uranium Interests**

**Australia's  
Leading  
Development  
Stage Uranium  
Company**

# Transaction with Sentient Group <sup>(1)</sup>



**\$39M total value transaction**

Component	Key Details
\$10M Share Subscription in Toro	<ul style="list-style-type: none"> <li>➤ \$10M at A\$0.08 per share for 125M fully paid ordinary shares</li> <li>➤ 3% Placement Fee payable in shares</li> <li>➤ Top up right if working capital raise priced below A\$0.08 per share</li> <li>➤ Sentient becomes a significant shareholder in Toro at 19%</li> <li>➤ Michel Marier to join Toro Board</li> </ul>
\$10M Wiluna Project funding	<ul style="list-style-type: none"> <li>➤ \$10M investment direct into Wiluna Project for 2.5% unitisation fee</li> <li>➤ R&amp;D activities to enhance and optimise processing flow sheet design, project configuration and operating and capital costs</li> <li>➤ Apply the technical expertise of Enirgi Group</li> </ul>
\$19M Asset Acquisition	<ul style="list-style-type: none"> <li>➤ 236.5M fully paid ordinary shares in Toro issued to acquire a number of Sentient's existing uranium interests, mainly equities and debt instruments in TSX listed Strateco Resources Ltd</li> </ul>

***Toro to undertake a working capital raise arranged by BBY, Realfin Capital Partners and Aetas Global Capital***

(1) Refer ASX announcements dated 3 November 2014 for full details

# Transaction Benefits



Benefit	Explanation
Stable financial platform	<ul style="list-style-type: none"> <li>➤ Establishes Toro as the most advanced and well funded uranium exploration and development company on the ASX</li> <li>➤ Up to 4 years of funding and option over Macquarie refinance</li> </ul>
Wiluna to advance	<ul style="list-style-type: none"> <li>➤ Project level investment in Wiluna drives project improvement initiatives</li> <li>➤ Assists Toro's objective of unlocking the development of the 200-300Mlb Wiluna Uranium province</li> <li>➤ Maintains Wiluna's place at the front of the development queue for the forecast improvement in uranium pricing</li> </ul>
Diversification into high quality world class uranium regions at low cost	<ul style="list-style-type: none"> <li>➤ Exposure to Strateco's 27Mlb Matoush Uranium Project</li> <li>➤ Soft entry into the Canadian uranium industry</li> <li>➤ Proven approach to permitting and stakeholder engagement could assist Strateco and Matoush and provide strong upside to Toro</li> <li>➤ Entry into the world class Athabasca region</li> </ul>
Strengthened share register	<ul style="list-style-type: none"> <li>➤ Sentient complements the existing strong mining corporate register</li> </ul>

# About Toro Energy



## Post Sentient Group Structure



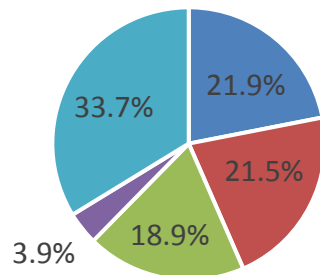
**Board & Management**  
**Extensive Uranium**  
**Experience**



**\$25M Cash on hand<sup>(1)</sup>**



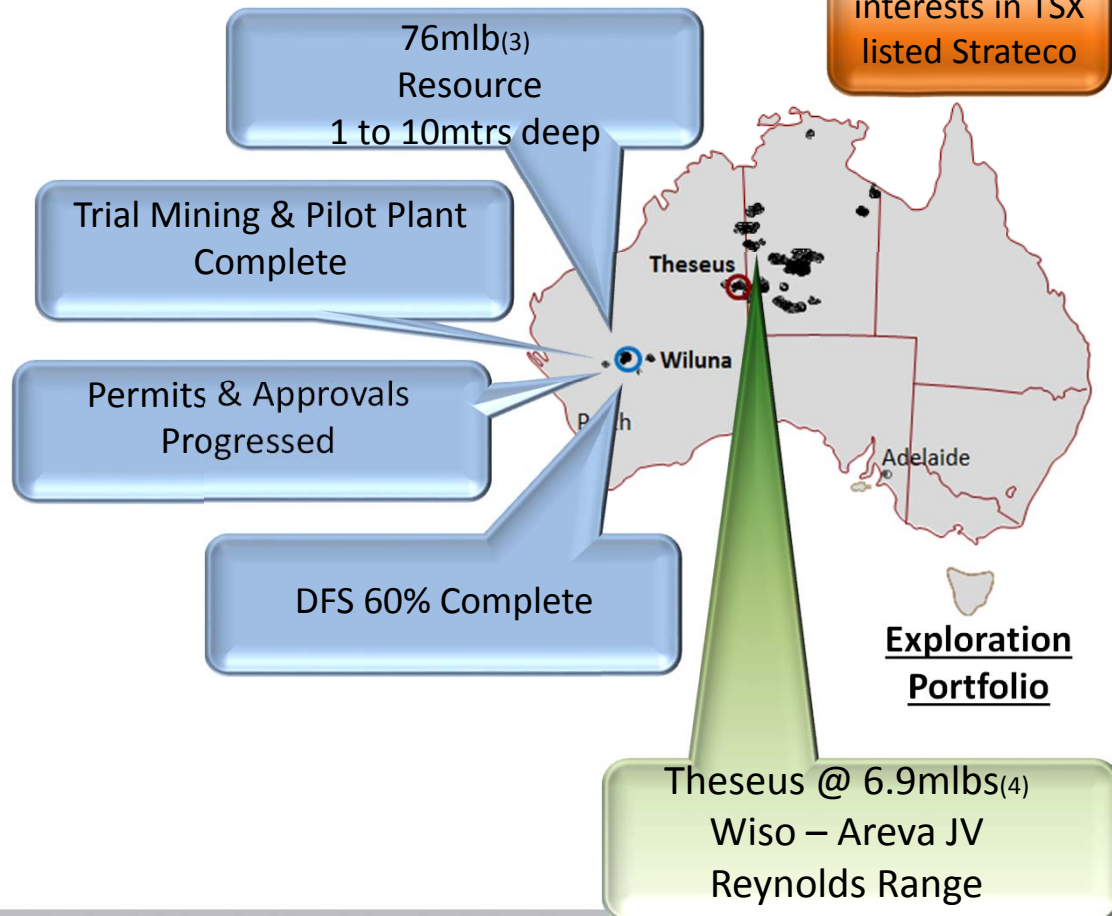
**Market Capitalisation**  
**AUD \$155M<sup>(2)</sup>**



■ OZ Minerals ■ Mega Uranium ■ Sentient  
■ Realfin ■ Other

## Assets & Growth Strategy

### Wiluna Uranium Project



<sup>(1)</sup> Includes cash on hand as at 30 September 2014

<sup>(2)</sup> 1,933K Toro shares on issue at 8 cents per share

<sup>(3)</sup> Refer to ASX release 19 November 2013 and Competent Persons statement at end of this presentation

<sup>(4)</sup> Refer to ASX release 5 December 2012 and Competent Persons statement at end of this presentation

# Toro Board – an experienced team<sup>(1)</sup>



**Dr Erica Smyth**

(Non-Executive Chairman)

- 30+ years experience in the mineral and petroleum industries
- Director of Australian Nuclear Science and Technology Organization



**Vanessa Guthrie**

(Managing Director)

- PhD in Geology, Environment
- Extensive executive & management experience in sustainability, environment, government & approvals, mine operations, community & indigenous in Western Australia



**Greg Hall**

(Non-Executive Director)

- Mining engineer & founding director of Toro
- 30+ years resource sector experience, including 21 years managing Ranger, Jabiluka & Olympic Dam and uranium marketing with Rio Tinto



**Peter Lester**

(Non-Executive Director)

- Bachelor of Engineering, Mining (Hons)
- Extensive experience in senior operating, development and corporate roles with Newcrest, North, CRA and MIM



**Andrew Coles**

(Non-Executive Director)

- Bachelor of Economics (Hons) , MBA, CPA
- CFO of OZ Minerals Ltd
- Extensive career in mining finance with Rio Tinto, ExxonMobil , Zinifex and Oxiana



**Richard Patricio**

(Non-Executive Director)

- Executive VP Corporate Affairs of Mega Uranium, responsible for M&A activity and corporate transactions. VP of Pinetree Capital - Toro shareholder and resource investor
- Lawyer qualified to practise in Ontario, director of various publicly listed resource companies



**Richard Homsany**

(Non-Executive Director)

- Executive VP, Australia of Mega Uranium
- Corporate lawyer and CPA with extensive experience in the resources industry, including working for North Ltd. (acquired by Rio Tinto Ltd. in 2001), and chairman of various publicly listed resource companies

<sup>(1)</sup> To be further enhanced by the appointment of Sentient nominee Mr. Michel Marier



# Toro Leadership Team – global uranium experience



**Vanessa Guthrie**

- Managing Director
- PhD in Geology, Environment
- Extensive executive & management experience in sustainability, environment, government & approvals, mine operations, community & indigenous in Western Australia



**Todd Alder**

- Chief Financial Officer | Company Secretary
- 16+ years financial management experience within the Mining, Energy and Steel Manufacturing industries



**Andrew Worland**

- General Manager Project Finance & Strategy
- ~20 years corporate, project financing, product marketing experience in development and operations stage mining companies.
- Bulk, base, strategic and precious metals



**John Baines**

- Processing Manager
- 17 years of experience in a range of operational and process design roles. He specialises in uranium processing and has worked for BHPB, WMC and as a general consultant to the industry



**Richard Yeeles**

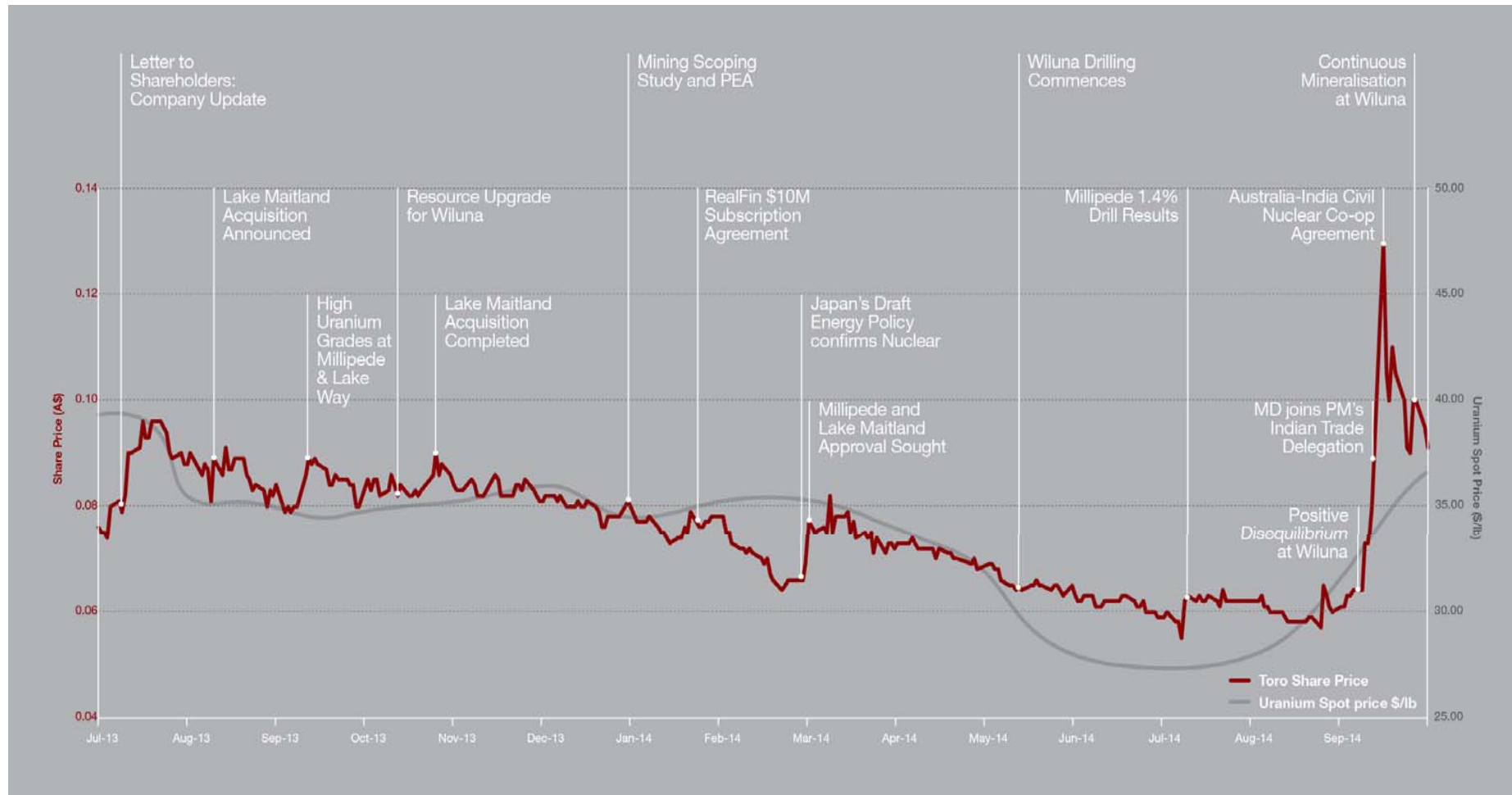
- Approvals and Community Director - Wiluna
- Extensive management experience in government/ community relations, ex-BHPB Olympic Dam Expansion, WMC, Government



**Greg Shirtliff**

- Geology Manager
- PhD from Australian National University
- 13 years experience in geology and geochemistry of uranium including a PhD. Employed in roles within the environment, mining and exploration side of the uranium mining industry with ERA-Rio Tinto and Cameco prior to joining Toro Energy

# Toro continues to deliver through the difficult uranium market conditions....



## ...and plans to continue this growth strategy



1

Unlocking the potential  
of Wiluna uranium province

- Wiluna Project optimisation, R&D and cost improvement
- Replicate the regional success achieved in Athabasca and Kazakhstan
- Financing a central processing facility to treat regional deposits

2

Company Growth

- Capable of production to meet market recovery and new demand post 2020
- Acceptable jurisdictions with understood permitting process
- Resource scale (pounds and grade for contained metal)
- Competitive cost profile
- Low counterparty execution risk

3

Exploration

- High quality, highly prospective exploration assets
- Joint Ventures and Toro owned

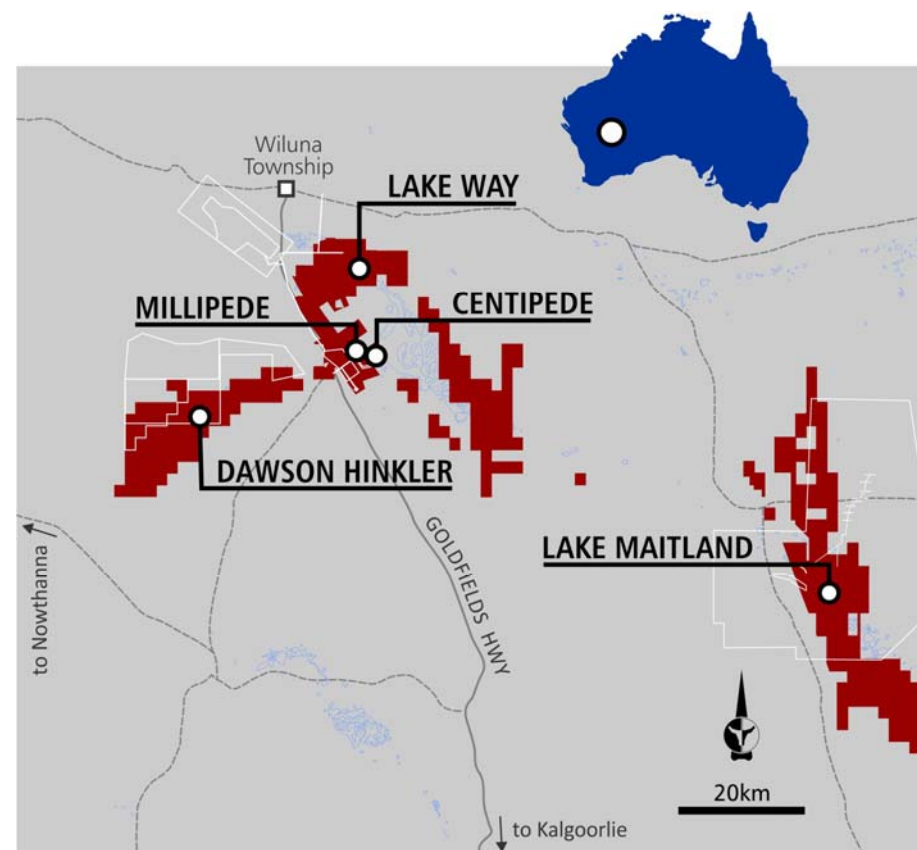
Built from a stable financial platform



# Wiluna Uranium Project is ready for market...

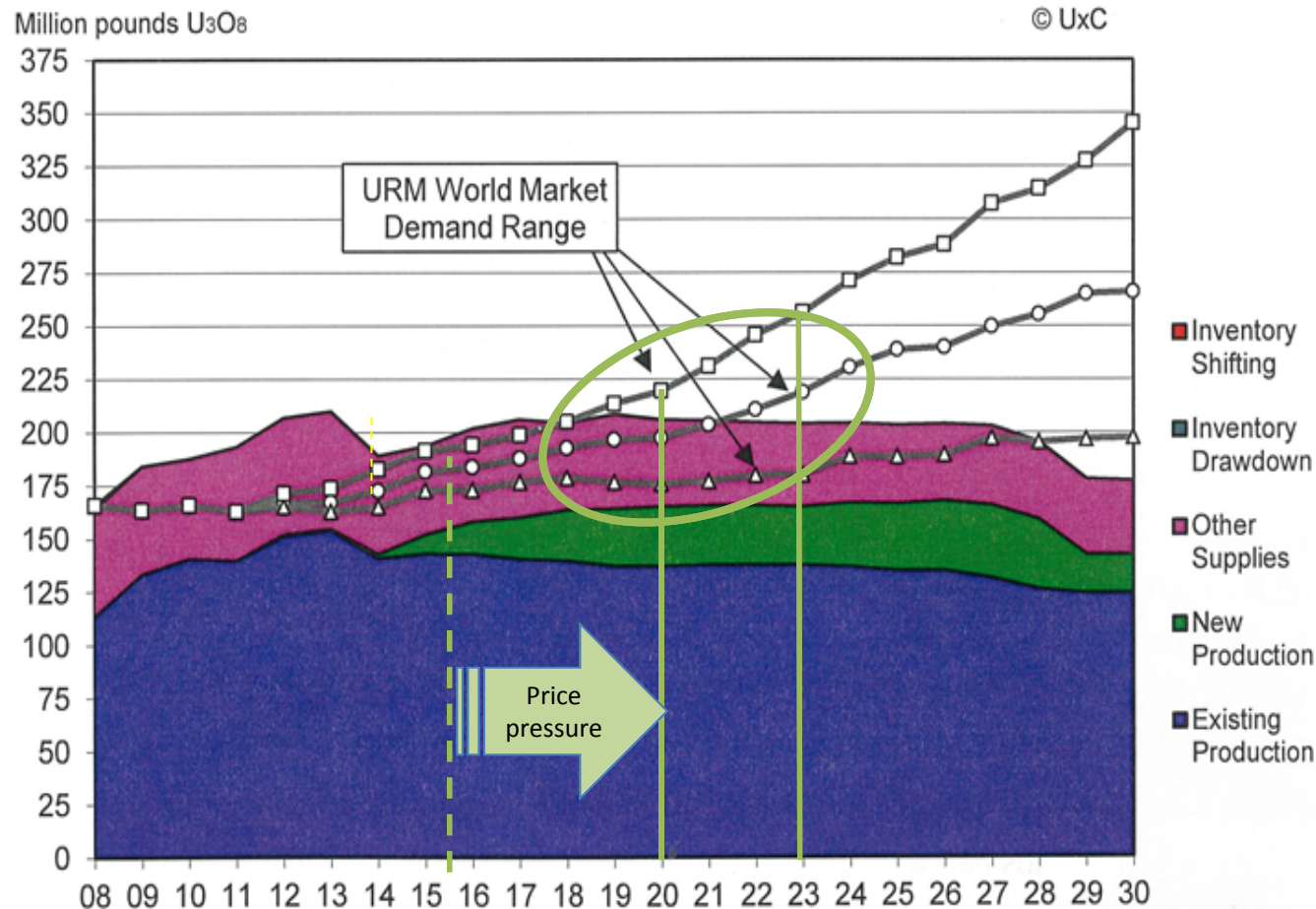


- The Wiluna Uranium Project is **Australia's most advanced** uranium development project
- **Major government approvals to begin mining in hand**
- Ready to be built when uranium markets return
- Large, well defined calcrete-hosted carnotite resource of 76.5Mlb  $U_3O_8$  (1)
- A 20-25 year mine life based on current resources
- Technical confidence in resource, mining, processing and engineering
- Project development partners interest



(1) Refer to ASX release 19 November 2013 and Competent Persons statement at end of this presentation

...as price pressure increases ahead of supply gap

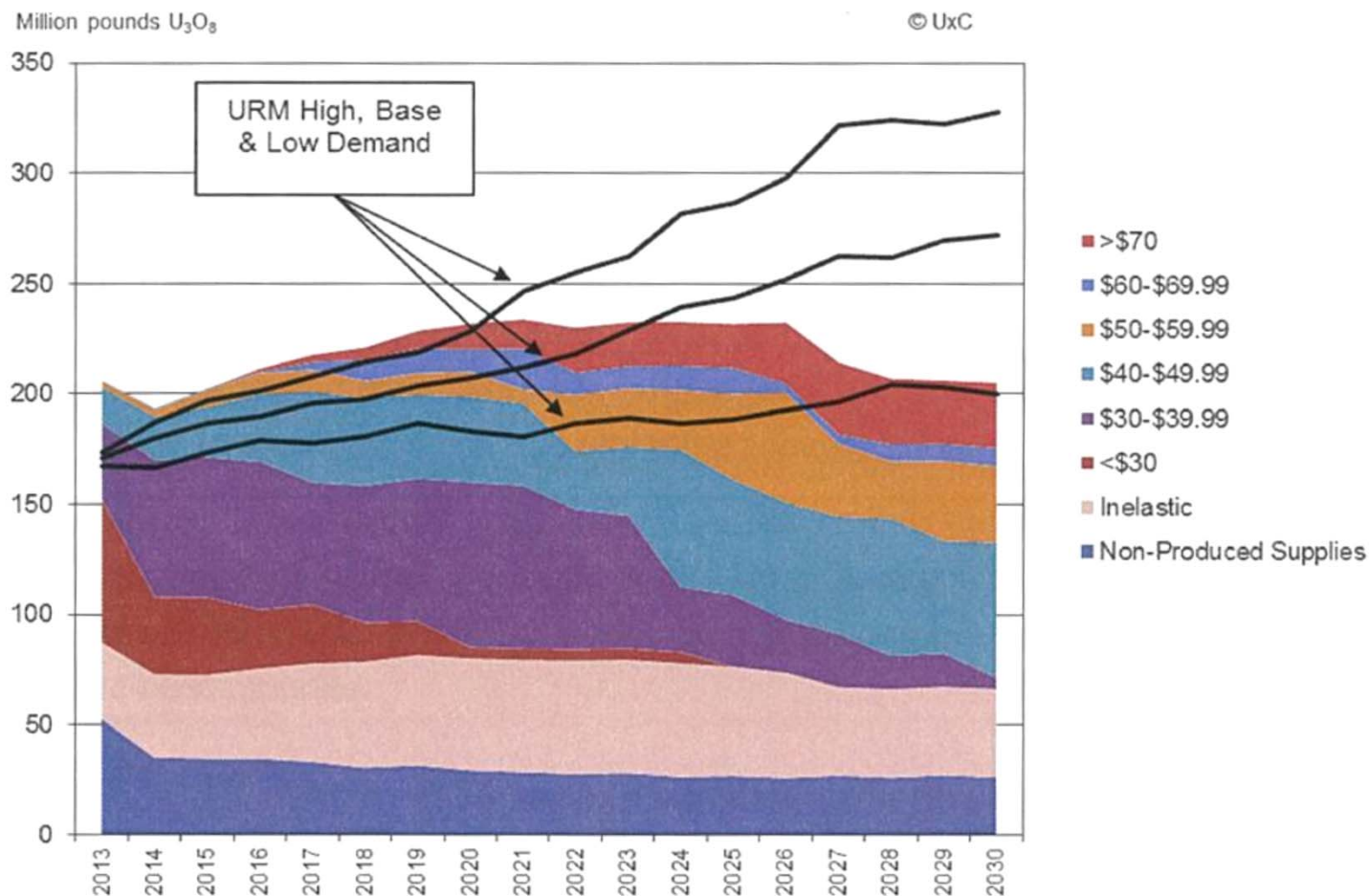


Supply lead times from new producers and the restructuring of LT contracts add pressure to pricing from 2015/16

# Continued project improvement can further enhance Wiluna's cost competitiveness...



Figure 9. Mid Production Case By Costs, 2013-2030



# ...through focussed use of funds



➤ Proceeds from Sentient Subscription (\$10M) and Unitisation Agreement (\$10M), BBY led Institutional Placement and SPP Offer may be allocated to the following activities over the next two to four years

Areas	Use
Wiluna	<ul style="list-style-type: none"> <li>➤ Securing final environmental approvals for the Millipede and Lake Maitland deposits</li> <li>➤ Traditional owner agreements</li> <li>➤ Resource disequilibrium and variability studies</li> <li>➤ Process flow sheet improvements such as beneficiation, reduced reagent consumption, water balance, tailings management</li> <li>➤ Access to technology innovation in carbonate metallurgical processing routes via the Sentient-owned Enirgi Group</li> <li>➤ DFS completion on market recovery</li> </ul>
Corporate	<ul style="list-style-type: none"> <li>➤ Project financing for Wiluna</li> <li>➤ Option to refinance Macquarie facility</li> <li>➤ Focussed exploration activities and joint venture participation</li> <li>➤ Corporate costs to maintain interest in Strateco</li> <li>➤ Progressing SeqUr Exploration in Athabasca Basin</li> </ul>



# Why Toro?



Benefit	Explanation
Significant uranium holdings	➤ 110Mlb(1) U <sub>3</sub> O <sub>8</sub> resources
Uranium price exposure	<ul style="list-style-type: none"> <li>➤ A pipeline of development stage and exploration assets</li> <li>➤ Wiluna is Australia's most advanced development stage uranium project ready for development</li> <li>➤ Exploration assets are attracting the interests of the majors</li> </ul>
Well funded	➤ Stabilized financial position, a 3-4 year runway with flexibility for the Macquarie facility due March 2016
Wiluna to advance	<ul style="list-style-type: none"> <li>➤ Wiluna is at the heart of Australia's premier uranium development district</li> <li>➤ Project level investment in Wiluna drives project improvement initiatives</li> <li>➤ Assists Toro's objective of unlocking the development of the Wiluna Uranium province</li> <li>➤ Maintains Wiluna's place at the front of the development queue for the forecast improvement in uranium pricing</li> </ul>
Diversification into high quality world class uranium regions at low cost	<ul style="list-style-type: none"> <li>➤ Exposure to Strateco's 27Mlb Matoush Uranium Project</li> <li>➤ Soft entry into the Canadian uranium industry</li> <li>➤ Proven approach to permitting and stakeholder engagement could assist Strateco and Matoush and provide strong upside to Toro</li> <li>➤ Entry into the world class Athabasca region</li> </ul>
Strengthened share register	➤ Sentient complements the existing strong mining corporate register

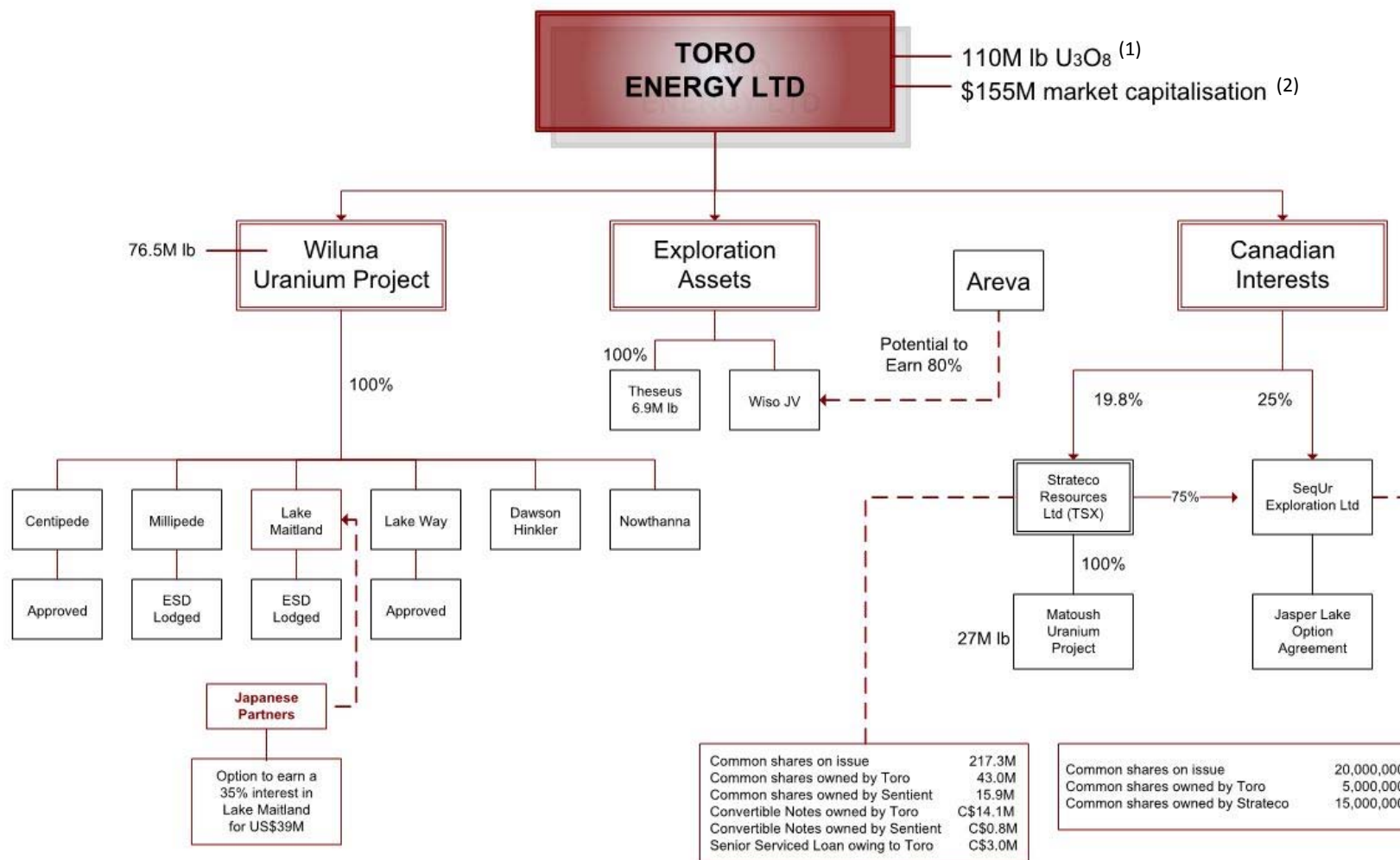
(1) Includes the disclosed Toro Mineral Resources of the Wiluna Uranium Project (Refer to ASX release 19 November 2013 and Competent Persons statement at end of this presentation) and Theseus Prospect (Refer to ASX release 5 December 2012 and Competent Persons statement at end of this presentation) and resources quoted by Strateco Resources Ltd for the Matoush Uranium Project [toroenergy.com.au](http://toroenergy.com.au)





# Appendix

# Toro Group



(1) Includes the disclosed Toro Mineral Resources of the Wiluna Uranium Project (Refer to ASX release 19 November 2013 and Competent Persons statement at end of this presentation) and Theseus Prospect (Refer to ASX release 5 December 2012 and Competent Persons statement at end of this presentation and Resources quoted by Strateco Resources Ltd Matoush Uranium Project

[toroenergy.com.au](http://toroenergy.com.au)

(2) Market capitalisation of Toro on a pro-forma basis after completion of the Sentient transactions at 8 cents per share

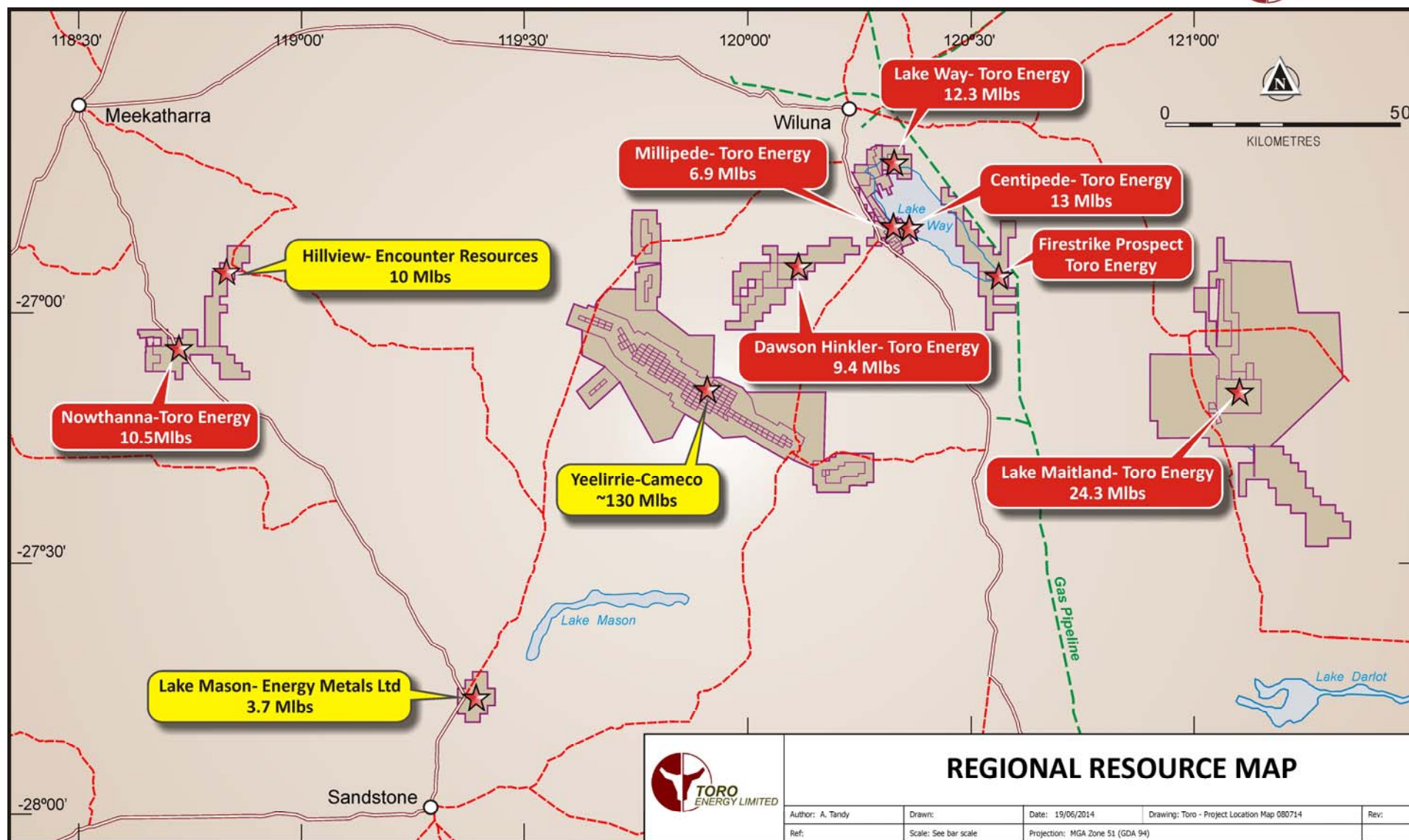
# Toro pro-forma capital structure at completion of Sentient agreements



	Total Shares to be Issued 'M	Shares issued on FIRB approval 'M	Deferred Share Consideration 'M
Current FPO shares on issue	1,567.8		
Placement shares to Sentient	125.0	93.75	31.25
Placement fee to Sentient	3.7	2.8	0.9
Consideration shares to Sentient for acquisition of uranium interests	236.5	177.4	59.1
Total shares on issue	1,933.0		
Market capitalization at \$0.08 per share	\$154.6		
<b>Pro-forma balance sheet highlights</b>	<b>A\$'M</b>	<b>A\$'M</b>	<b>A\$'M</b>
Cash on hand at 30 September 2014	5.4		
Placement proceeds	10.0	7.5	2.5
Unitization Agreement proceeds	10.0	10.0	-
<i>Cash on hand</i>	25.4		
Investments and receivables in Strateco Resources	18.9	14.2	4.7
Debt owing to Macquarie Bank – March 2016	12.0		



# Wiluna uranium province



Toro Resources are disclosed as per the Resources table following. Refer to ASX release 19 November 2013 and Competent Persons statement at end of this presentation

[toroenergy.com.au](http://toroenergy.com.au)

# Wiluna Resources



November 2013 - The Wiluna Uranium Project											
Deposit	JORC code	Measure	Total Measured and Indicated			Inferred			Total		
			100 ppm	200 ppm	500 ppm	100 ppm	200 ppm	500 ppm	100 ppm	200 ppm	500 ppm
Centipede	2012	Mt's	16.2	10.4	4.3	-	-	-	16.2	10.4	4.3
		Grade ppm	417	566	923	-	-	-	417	566	923
		MLb's U <sub>3</sub> O <sub>8</sub>	14.9	13.0	8.8	-	-	-	14.9	13.0	8.8
Lake Way	2012	Mt's	15.8	10.3	4.2	-	-	-	15.8	10.3	4.2
		Grade ppm	406	545	883	-	-	-	406	545	883
		MLb's U <sub>3</sub> O <sub>8</sub>	14.1	12.3	8.2	-	-	-	14.1	12.3	8.2
Millipede	2012	Mt's	9.5	4.5	1.6	7.6	1.9	0.4	17.1	6.4	1.9
		Grade ppm	325	530	956	200	382	887	269	486	943
		MLb's U <sub>3</sub> O <sub>8</sub>	6.8	5.3	3.3	3.3	1.6	0.7	10.2	6.9	4.0
Lake Maitland	2012	Mt's	31.2	19.9	7.5	-	-	-	31.2	19.9	7.5
		Grade ppm	408	555	956	-	-	-	408	555	956
		MLb's U <sub>3</sub> O <sub>8</sub>	28.0	24.3	15.7	-	-	-	28.0	24.3	15.7
<b>Sub-total</b>		<b>Mt's</b>	<b>72.6</b>	<b>45.1</b>	<b>17.6</b>	<b>7.6</b>	<b>1.9</b>	<b>0.4</b>	<b>80.2</b>	<b>47.0</b>	<b>17.9</b>
		<b>Grade ppm</b>	<b>399</b>	<b>553</b>	<b>930</b>	<b>200</b>	<b>382</b>	<b>887</b>	<b>380</b>	<b>546</b>	<b>930</b>
		<b>MLb's U<sub>3</sub>O<sub>8</sub></b>	<b>63.8</b>	<b>55.0</b>	<b>36.0</b>	<b>3.3</b>	<b>1.6</b>	<b>0.7</b>	<b>67.2</b>	<b>56.6</b>	<b>36.7</b>
Dawson Hinkler	2012	Mt's	17.3	8.4	0.9	32.1	5.2	0.3	49.4	13.6	1.1
		Grade ppm	236	336	596	159	282	628	186	315	603
		MLb's U <sub>3</sub> O <sub>8</sub>	9.0	6.2	1.1	11.3	3.2	0.4	20.3	9.4	1.5
Nowthanna	2012	Mt's	-	-	-	22.6	11.9	2.3	22.6	11.9	2.3
		Grade ppm	-	-	-	279	399	794	279	399	794
		MLb's U <sub>3</sub> O <sub>8</sub>	-	-	-	13.9	10.5	4.0	13.9	10.5	4.0
<b>Total Regional Resource</b>		<b>Mt's</b>	<b>89.9</b>	<b>53.5</b>	<b>18.4</b>	<b>62.3</b>	<b>19.0</b>	<b>2.9</b>	<b>152.3</b>	<b>72.5</b>	<b>21.3</b>
		<b>Grade ppm</b>	<b>367</b>	<b>519</b>	<b>915</b>	<b>207</b>	<b>365</b>	<b>791</b>	<b>302</b>	<b>479</b>	<b>898</b>
		<b>MLb's U<sub>3</sub>O<sub>8</sub></b>	<b>72.8</b>	<b>61.2</b>	<b>37.1</b>	<b>28.5</b>	<b>15.3</b>	<b>5.1</b>	<b>101.3</b>	<b>76.5</b>	<b>42.2</b>

**Wiluna = a high grade, long life mine with scale**

Refer to ASX release 19 November 2013 and Competent Persons statement at end of this presentation

[toroenergy.com.au](http://toroenergy.com.au)



# Wiluna Technical Development Status

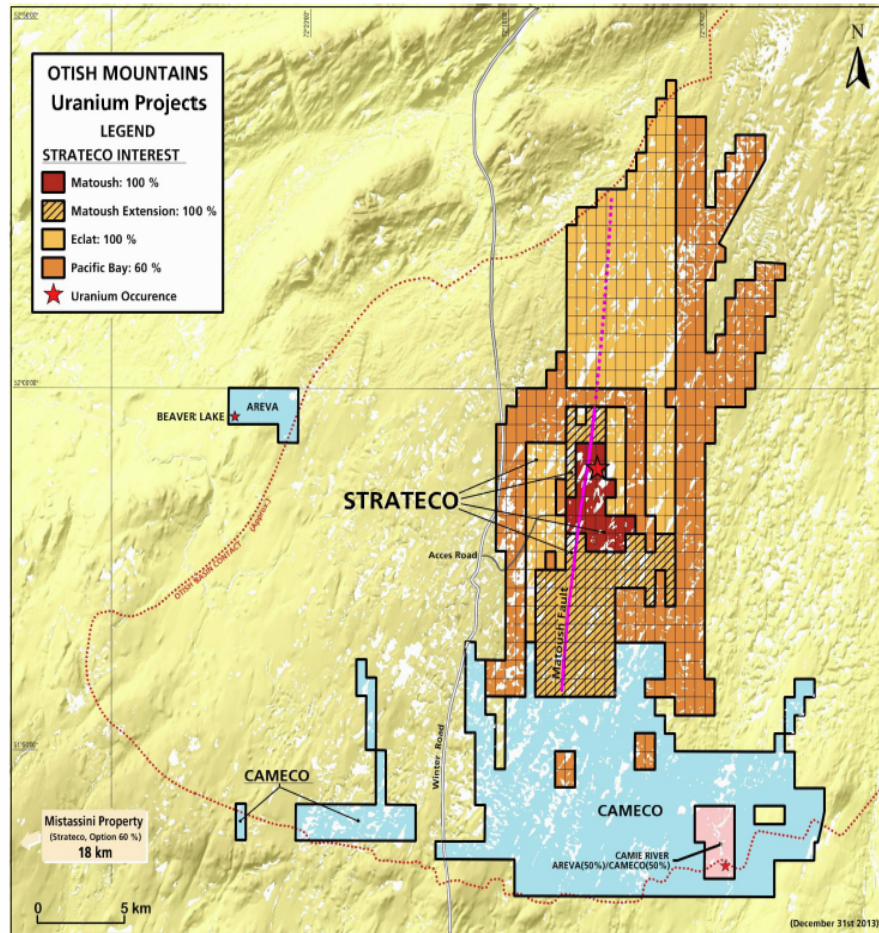


Area	Work completed	Confidence
<b>Resources</b>	<ul style="list-style-type: none"> <li>Measured and Indicated JORC 2012</li> </ul>	Very high
<b>Permits</b>	<ul style="list-style-type: none"> <li>Two mines approved</li> <li>Processing facility and tailings disposal approved</li> <li>Millipede and Lake Maitland referred to government</li> </ul>	Very high
<b>Mining</b>	<ul style="list-style-type: none"> <li>Scoping study / pre-feasibility study completed</li> <li>Independent consultants</li> </ul>	High
<b>Metallurgy and Plant Design</b>	<ul style="list-style-type: none"> <li>Definitive feasibility study completed</li> <li>Independent consultants</li> <li>Process Flowsheet optimisation underway</li> </ul>	High
<b>Infrastructure</b>	<ul style="list-style-type: none"> <li>Scoping study / pre-feasibility study completed</li> </ul>	High
<b>Capital cost estimate (+/- 25%)</b>	<ul style="list-style-type: none"> <li>Definitive feasibility study completed</li> <li>Independent consultants</li> <li>Capex review and optimisation underway</li> </ul>	Good
<b>Operating cost estimate (+/- 25%)</b>	<ul style="list-style-type: none"> <li>Mining costs - Scoping study / pre-feasibility study completed</li> <li>Processing costs - definitive feasibility study completed</li> <li>Independent consultants</li> <li>Process Flowsheet optimisation underway</li> </ul>	Good

# Matoush Uranium Project



Figure 1: Uranium Projects



- Strateco's primary asset is Matoush Uranium Project in northern Quebec. High grade deposit with a total NI43-101 resource as of February 2012 estimated at 2.1Mt at 0.62%  $U_3O_8$  for 27Mlb<sup>(1)</sup>
- Strateco completed a Scoping Study on the deposit in 2012 which estimated a capital cost in the order of \$350M, opex of US\$27/lb for 2.5Mlb/a and a mine life c. 8 years
- The Matoush Project has had over C\$125M spent
- Little work has since been carried out on the asset as it has run into significant permitting trouble
- In 2013 the Quebec Minister of sustainable development, the environment, wildlife and parks refused to issue an underground exploration permit that would have allowed Strateco to continue its development plans for the project. Strateco is now contemplating litigation with Canadian authorities
- Toro's proven approach to permitting and stakeholder engagement creates a potential circuit breaker for Strateco's relationships with stakeholders

(1) This is not an estimate of Toro but a historic report from Strateco Resources Ltd. The relevant NI43-101 report can be found at [www.sedar.com](http://www.sedar.com) or [www.stratecoinc.com](http://www.stratecoinc.com)

# Strateco pro-forma capital structure



Strateco capital structure	'M
Common shares on issue	217.3
Share price	C\$0.025
Convertible Notes payable acquired by Toro	C\$14.1M
Senior Secured Loan due 31 December 2015 acquired by Toro	C\$3.0M
Toro share ownership	19.8%
Sentient share ownership	8.0%

- Toro is acquiring a 19.8% interest in Strateco, 94% of the Convertible Note and 100% of the Senior Secured Loan for \$18.9M, or 236.5M new fully paid Toro shares
- The Convertible Note can be exercised by the holder any time after 1 January 2015
- Current market cap of Strateco is C\$5.5M, the Notes have a face value of C\$14.9M and therefore convert into that number of shares equal to C\$14.9M
- The Senior Secured Loan is due 31 December 2015

# Competent Persons Statements



## **Wiluna Uranium Project**

### **2012 JORC code compliant resource estimates – Centipede, Millipede, Lake Way, Lake Maitland, Dawson Hinkler and Nowthanna deposits**

The information presented here that relates to Mineral Resources of the Centipede, Millipede, Lake Way, Lake Maitland, Dawson Hinkler and Nowthanna deposits is based on information compiled by Dr Greg Shirtliff of Toro Energy Limited (with the aid of Mega Uranium Limited geologists Mr Stewart Parker and Mr Robin Cox in the case of Lake Maitland) and Mr Robin Simpson and Mr Daniel Guibal of SRK Consulting (Australasia) Pty Ltd. Mr Guibal takes overall responsibility for the Resource Estimate, and Dr Shirtliff takes responsibility for the integrity of the data supplied for the estimation. Dr Shirtliff is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM), Mr Guibal is a Fellow of the AusIMM and Mr Simpson is a Member of the Australian Institute of Geoscientists (AIG) and they have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity they are undertaking to qualify as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012)'. The Competent Persons consent to the inclusion in this release of the matters based on the information in the form and context in which it appears.

## **Theseus Prospect**

### **2004 JORC code compliant resource estimate**

The information presented here that relates to the Mineral Resources of the Theseus Prospect is based on information compiled by Dr David Rawlings, formerly of Toro Energy Limited and Mr Michael Andrew of Optiro. Mr Andrew takes overall responsibility for the Resource Estimate and Dr Rawlings takes responsibility for the integrity of the data supplied for the estimation. Dr Rawlings and Mr Andrews are Members of the Australasian Institute of Mining and Metallurgy (AusIMM) and they have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity they are undertaking to qualify as Competent Persons as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. The Competent Person consents to the information presented here relating to Mineral Resources as well as to the form and context in which it appears.



# Contact



**Vanessa Guthrie**  
Managing Director

**Todd Alder**  
Chief Financial Officer

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