



ASX RELEASE

17 June 2015

REFINANCING WITH THE SENTIENT GROUP

Waiver received from ASX

On 11 June 2015, the Company announced a transaction with the Sentient Group to provide funding for repayment of the \$12 million debt facility owed to Macquarie Bank Limited (Sentient Transaction).

The Company is pleased to announce that it has received a waiver from ASX, which was a condition of the Sentient Transaction.

The waiver enables security to be granted to The Sentient Group without the requirement for shareholder approval. The security relates to the \$6 million loan from The Sentient Group to be provided under the Sentient Transaction.

As required the terms of the waiver and certain additional information are set out in the annexure to this announcement.

MEDIA CONTACT:

Vanessa Guthrie	Toro Energy	08 9214 2100
Kevin Skinner	Field Public Relations	08 8234 9555 / 0414 822 631

Toro Energy is a uranium development and exploration stage mining company based in Perth, Western Australia.

Toro's flagship asset is the 100% owned Wiluna Uranium Project, consisting of six calcrete hosted uranium deposits. The project is located 30 kilometres southwest of Wiluna in Central Western Australia. The Centipede and Lake Way deposits have received government environmental approval providing the Wiluna Project with the opportunity to be Western Australia's first uranium mine.

Toro also owns a highly prospective suite of exploration properties highlighted by Toro's own discovery at the Theseus Project. The Company also has investments in Canadian and Namibian uranium assets.

Toro is also pursuing growth opportunities through accretive uranium project acquisitions.

www.toroenergy.com.au

TOE - A member of the All Ordinaries Index

Annexure:**ASX Waiver**

1. Based solely on the information provided, ASX grants Toro Energy Limited (the “Company”) a waiver from listing rule 10.1, to the extent necessary to permit the Company to grant security over its assets (the “Security”) in favour of Sentient Executive GP III Limited in its capacity as general partner of Sentient GP III, L.P. which in turn acts as the general partner of the Sentient Global Resources Fund III L.P, Sentient Executive GP III Limited in its capacity as general partner of Sentient GP III L.P. which in turn acts as the general partner of SGRF III Parallel I L.P, and Sentient Executive GP IV Limited in its capacity as general partner of Sentient GP IV L.P. which in turn acts as the general partner of the Sentient Global Resources Fund IV (together “Sentient”) pursuant to a convertible note facility (ie the loan and attaching options) (the “Facility”) under which Sentient may provide the Company up to AUS\$6,000,000 pursuant to the Facility, without obtaining shareholder approval on the following conditions.
 - 1.1. The Security includes a term that if an event of default occurs and Sentient exercises its rights under the Security, neither Sentient nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or the subsidiaries in full or part satisfaction of the Company's obligations under the Security, or otherwise deal with the assets of the Company or the subsidiaries, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than as required by law or through a receiver, or receiver or manager (or analogous person) appointed by Sentient exercising its power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Sentient in accordance with its legal entitlements.
 - 1.2. A summary of the material terms of the Security is made in each annual report of the Company during the term of the Security.
 - 1.3. Any variations to the terms of the Security which is:
 - 1.3.1. not a minor change; or
 - 1.3.2. inconsistent with the terms of the waiver,must be subject to shareholder approval.
 - 1.4. The Company must seek to discharge the Security when the funds advanced under the Security are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Security for any further loan facility amount.
 - 1.5. The Company immediately releases to the market an announcement which sets out the terms of the waiver, and the Company's plans with respect to the repayment of the funds advanced under the Security and the discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur.

Company's plans with respect to the repayment and discharge

- The loan has a maturity of 3 years and may be repaid prior to that date, at the election of the Company. The Company plans to repay the loan from cash resources available at maturity. The loan includes the grant of options to Sentient which, if exercised, will provide the funds required to repay the loan. If the cash resources of the Company are not sufficient at maturity, the Company may need to raise funds to repay the loan.
- The security granted to Sentient to secure the loan will be discharged following repayment of the loan in full.