

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GRAE SETH

(Last)(First)(Middle)  
1249 BEVERLY ROAD

(Street)  
MCLEAN, VA 22101

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol  
Thorium Power, Ltd [THPW.OB]

3. Date of Earliest Transaction (Month/Day/Year)  
10/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
\_X\_ Director  
\_X\_ Officer (give title below) 10% Owner  
Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/06/2006		J(1)		8,039,390	A	\$ 0
Common Stock	09/28/2006		D(2)		2,000,000	D	\$ 0.31
Common Stock	11/01/2006		P		30,000	A	\$ 0.299

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Compensatory Stock Option	\$ 0.39	10/06/2006		J <sup>(3)</sup>		1,486,412		10/06/2006	01/31/2006	Common Stock	1,486,412	\$ 0	12,530,582	D	
Compensatory Stock Option	\$ 0.156	10/06/2006		J <sup>(4)</sup>		3,844,170		10/06/2006	08/17/2010	Common Stock	3,844,170	\$ 0	12,530,582	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAE SETH 1249 BEVERLY ROAD MCLEAN, VA 22101	X		President and CEO	

Signatures

/s/ Seth Grae

11/03/2006

\*\*Signature of Reporting Person

Date

Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Mr. Grae held an aggregate of 313,698 shares of Thorium Power Inc. prior to a merger between Thorium Power Inc and Novastar Resources Ltd (now Thorium Power, Ltd.). Pursuant to the merger

(1) agreement, each share of Thorium Power Inc. was converted into 25.628 shares of Novastar Resources Ltd. Accordingly, on October 6, 2006, Mr. Grae received 8,039,390 shares of the issuer's common stock as merger consideration.

(2) The issuer redeemed 2,000,000 shares from Mr. Grae on September 28, 2006. The proceeds of this redemption were paid directly to federal and/or state taxing authorities to cover Mr. Grae's tax liability relating to the original grant of 5,000,000 shares to Mr. Grae pursuant to his employment agreement dated February 14, 2006.

Mr. Grae held an aggregate of 58,000 compensatory stock option (exercise price of \$10) of Thorium Power Inc. prior to a merger between Thorium Power Inc and Novastar Resources Ltd (now Thorium Power, Ltd.). Pursuant to the merger agreement, each option of Thorium Power Inc. with a exercise price of \$10 was converted into 25.628 options of Novastar Resources Ltd. with a exercise price of \$0.39 Accordingly, on October 6, 2006, Mr. Grae received options to purchase 1,486,412 shares of the issuer's common stock at \$0.39 per share as merger consideration.

Mr. Grae held an aggregate of 150,000 compensatory stock option (exercise price of \$4) of Thorium Power Inc. prior to a merger between Thorium Power Inc and Novastar Resources Ltd (now Thorium Power, Ltd.). Pursuant to the merger agreement, each option of Thorium Power Inc. with a exercise price of \$4 was converted into 25.628 options of Novastar Resources Ltd. with a exercise price of \$0.156 Accordingly, on October 6, 2006, Mr. Grae received options to purchase 3,844,170 shares of the issuer's common stock at \$0.156 per share as merger consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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