



Annual Report 2021

For the year ended 31 December 2021



Torian Resources Limited
ABN 72 002 261 565
and Controlled Entities

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Corporate Directory

Directors

Mr Paul Summers, Executive Chairman
Mr Peretz Schapiro, Executive Director
Mr Dale Schultz, Non-Executive Director

Company Secretary

Mr Leonard Math

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Auditors

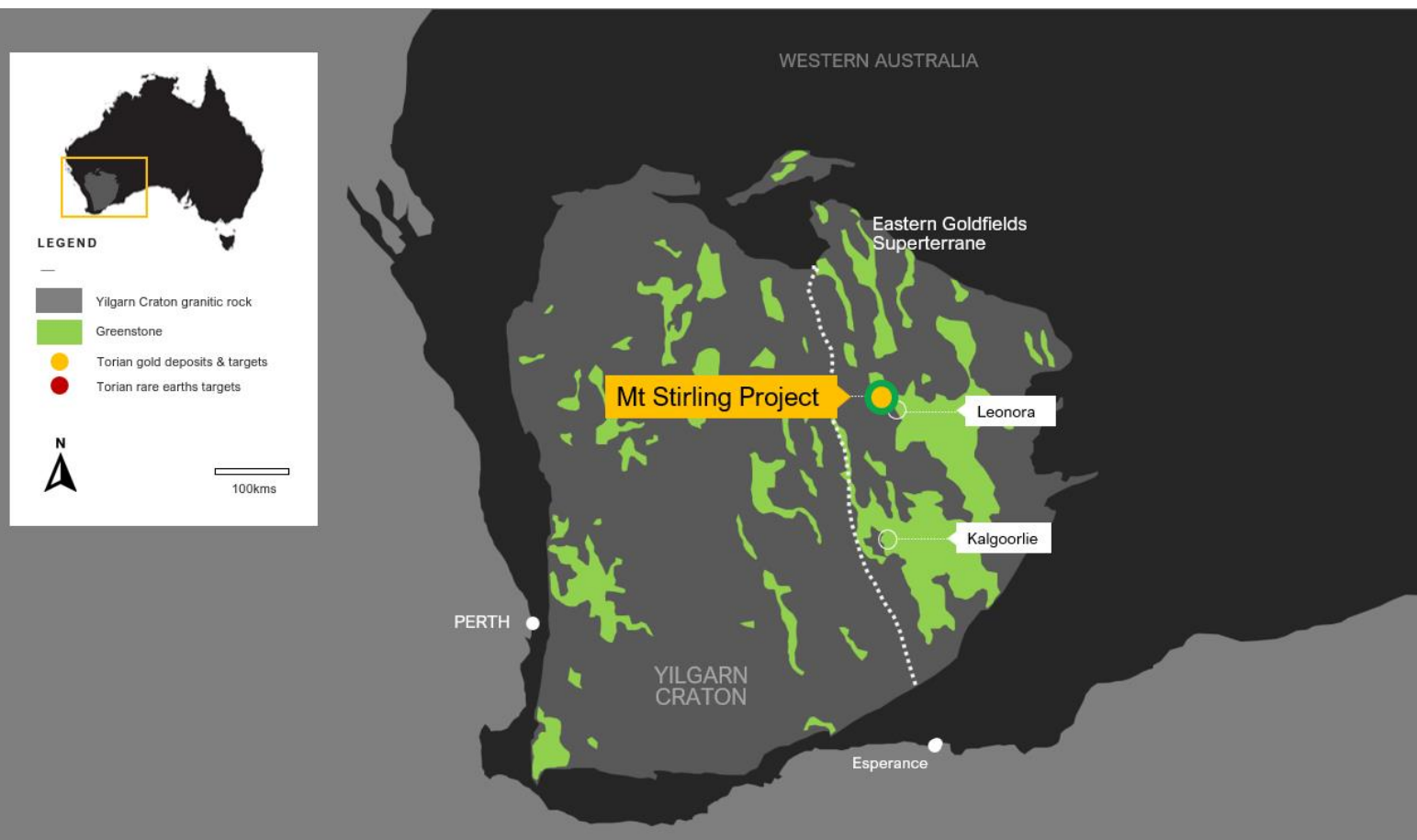
BDO Audit Pty Ltd
Level 18, 727 Collins Street
Melbourne VIC 3008
Telephone: (08) 9603 1700
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Stock Exchange Listing

Torian Resources Limited's shares are listed on the Australian Securities Exchange (ASX:TNR).

Torian Resources is developing gold and rare earths projects in Western Australia's Eastern Goldfields Superterrane.

The company's flagship Mt Stirling Project is an exciting multi-commodity asset consisting of 12 major gold targets (including two JORC deposits) plus a new, clean rare earths discovery characterised by exceptionally high ratio of heavy rare earths to total rare earths and zero radioactivity.



Chairman's Letter



Dear shareholders

It's hard to contain my enthusiasm for the next 12 months ahead. This year, 2022, has got off to a flying start with the announcement of more significant gold intercepts, as well as an exciting rare earths elements discovery at our flagship Mt Stirling Project in Western Australia.

As much as I would like to talk about our company's future, it would not be anywhere near as bright without what was achieved in 2021 by our relentless team. The pandemic may have continued to create some headwinds (and headaches) but we didn't slow down; our enduring energies were regularly topped up by drilling results revealing the huge potential of our acreage, which is host to 2 JORC resources and 10 other significant and confirmed gold prospects and now rare earths mineralisation distinguished by its lack of radioactivity and potential for Dysprosium, Terbium, Europium, Neodymium and Scandium.

In 2021, our clear motivation was to gain a better understanding of the gold endowment at the company's Mt Stirling Project, which is located 40km north-west of the mining town of Leonora in the Eastern Goldfields subterranean, next door to Red 5's King of the Hill Gold Mine.

Following an ongoing drilling campaign, the company announced in May 2021 that it had increased its JORC Mineral Resource Estimate (MRE) at Mt Stirling to 118,384 gold ounces across two identified deposits MS Viserion Gold System 102,000 oz (20,000 oz Indicated 355,000t at 1.7g/t Au; 82,000 oz Inferred 1.69Mt at 1.5g/t Au) and Stirling Well Deposit 16,384 oz Inferred (253,500t at 2.01g/t Au).

While the numbers were encouraging, the geology is ticking all the boxes. Our exploration team led by Claudio Sheriff-Zegers, found the interpreted strike of the MS Viserion Gold System in Mt Stirling's northern tenement exceeded 1.2km and its interpreted depth surpassed 250m. The plunge of the system indicates significant growth potential and we will continue to increase the resource at depth and along strike as the system is still open.

Meanwhile, Torian continued to expand Mt Stirling's gold mineralisation footprint. The prospective Hydra and Tyrannus gold targets were identified, about 1km north-east and 1km east of MS Viserion respectively. The company also returned positive drilling results in Mt Stirling's southern tenement, which includes five significant gold prospects, Diorite North, Diorite East, Diorite King, Estera, and Little Wonder. Our ambition is to delineate multi-million gold ounces at Mt Stirling.

In between gold fields, a 1km plus broad scale surface footprint of Yttrium anomalies of rare earth potential was discovered and announced in January 2022. It has since rendered Torian as a multi-commodity play offering shareholders terrific upside and a strong pipeline of news flow ahead. On behalf of the Board, I thank you for your continued support and look forward to delivering on your investment in Torian.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Paul Summer', written over a white background.

Paul Summer
Executive Chairman

Review of Operations

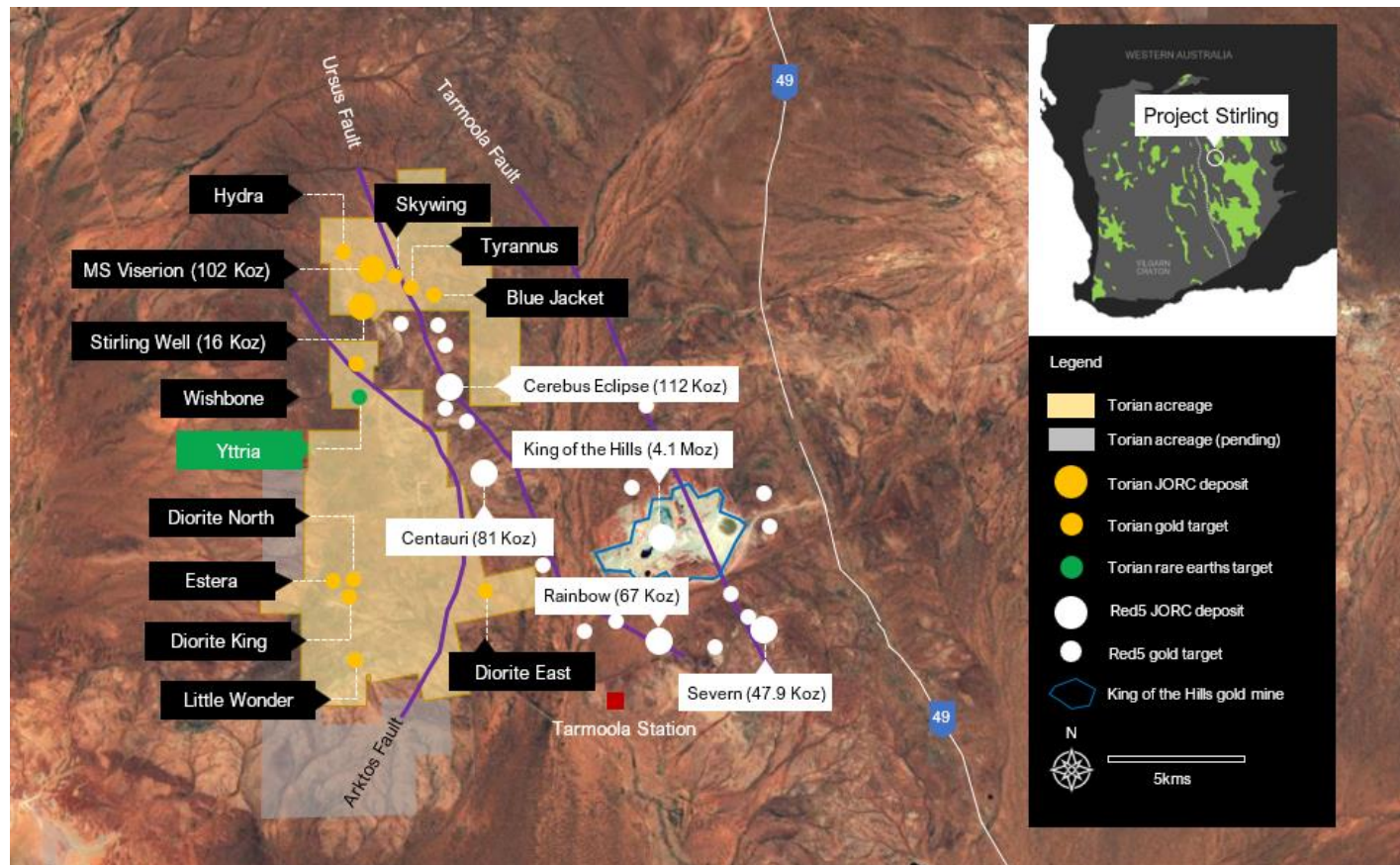
Mt Stirling Project Western Australia

Located in Western Australia's Eastern Goldfields Superterrane near the mining towns of Leonora and Kalgoorlie, Torian Resources' Mt Stirling Project consists of 12 major gold prospects (including two JORC deposits) plus the Yttria rare earths discovery.

Mt Stirling hosts current JORC compliant total mineral resource estimates of 118,400 gold ounces* and neighbours Red 5's King of the Hills mine. The region has recently produced approximately 14M oz of gold

from mines such as Tower Hills, Sons of Gwalia, Thunderbox, Harbour Lights and Gwalia.

Rare Earths with an extremely high ratio of the significant critical and valuable Heavy Rare Earths (HREEs) to Total Rare Earths (TREEs) have been discovered throughout clays and regolith horizons at Yttria at Mt Stirling. Yttria has a significantly high ratio of HREOs to TREOs and hosts all five most critical REEs; Dysprosium / Terbium / Europium / Neodymium and Yttrium, with significant anomalous concentrations of Scandium. Yttria is also distinguished by lack of radioactive minerals associated with most other known rare earth deposits.



Mt Stirling Project location in Western Australia's Eastern Goldfields Superterrane

*Refer ASX release dated 27 May 2021 for more information

^ Refer ASX release dated 25 February 2019 for more information

The Mt Stirling Project consists of two JORC compliant deposits:

1. *MS Viserion*

355,000t at 1.7 g/t Au for 20,000oz (Indicated)
1,695,000t at 1.5 g/t Au for 82,000oz (Inferred)

2. *Stirling Well*

253,500t at 2.01 g/t Au for 16,384oz (Inferred)

MS Viserion Gold System

The MS Viserion Gold System is contained within Mt Stirling's northern block and covers a 1km² area comprising a cluster of targets along the Viserion Shear (see map below).

The area has been the focal point for exploration drilling over the past 18 months.

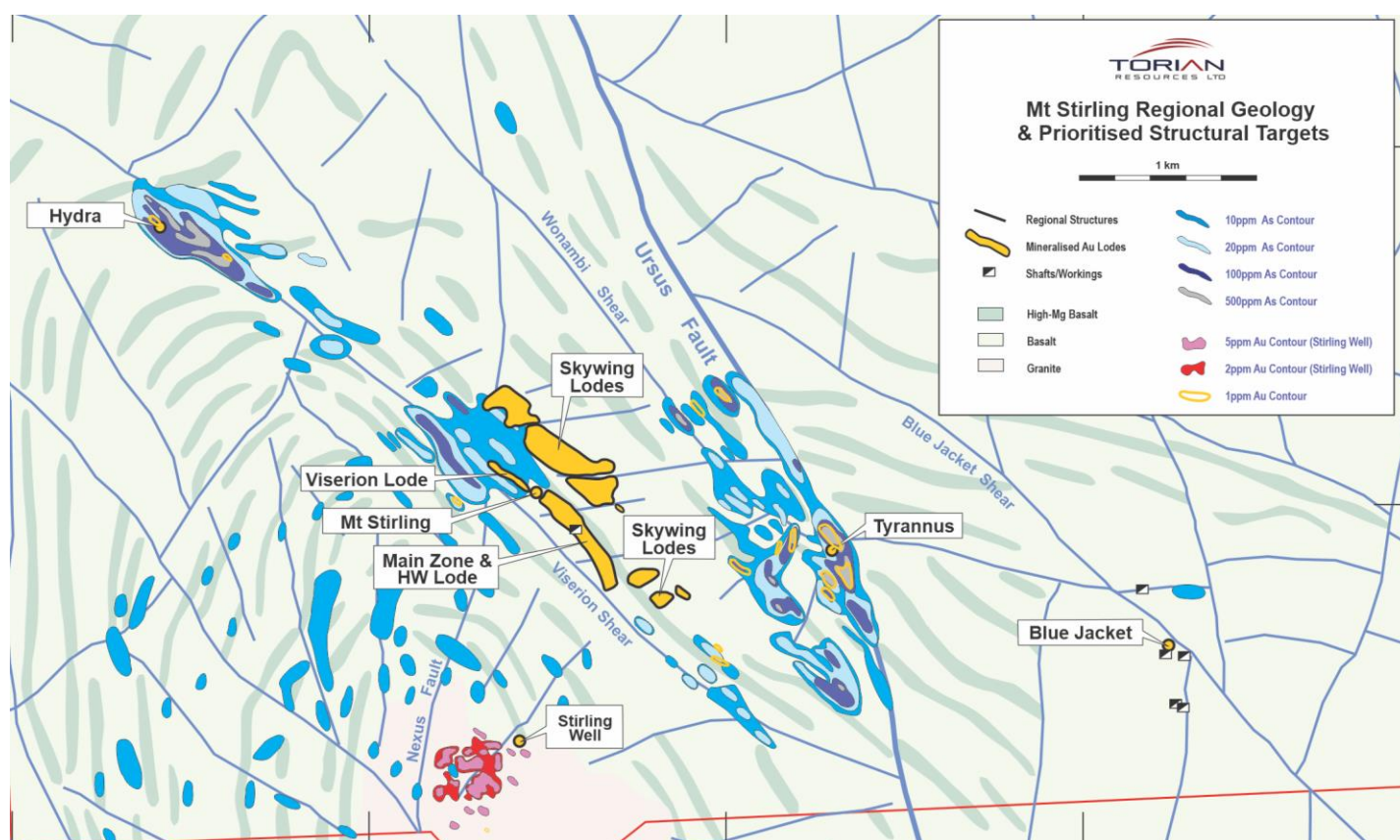
During the June quarter, Torian increased the Mineral Resource Estimate (MRE) by 200% to 2.05M tonnes @ 1.54 g/t Au for 102,000 ounces including 20,000 Indicated ounces from surface (using a 0.5 g/t gold cut-off).

Category	Tonnes	Au	Ounces
Indicated	355,000	1.7	20,000
Inferred	1,695,000	1.5	82,000
Total	2,050,000	1.5	102,000

Notably, only 740m of strike incorporated into the MRE from a total interpreted 1.160km strike of the MS Viserion Gold System with multiple gold mineralised zones remaining open along strike and down-dip. Significant arsenic anomalies have also been defined (pXRF) ~200m south-east and ~500m north-west of the MRE boundary, implying continuity of the gold system to both the south-east and north-west.

Regional targeting has identified numerous Priority 1 and Priority 2 targets along four key structural corridors; Viserion Shear (3.4km); Wonambi Shear (2.2km); Ursus Fault (2.5km) and Blue Jacket (2.2km) for immediate follow-up exploration including drilling.

Extensional and in-fill drill planning continues on mineral zones which were not included in the MRE update due to sparse drill spacing and mineralised sample assays yet to be received and reported.



MS Viserion Gold System showing Viserion, Mt Stirling, Main Zone & Skywing targets.

On 24 November 2021, the Company announced that a 17,500M drilling campaign commenced at the Mt Stirling Gold Project. Planned drilling included multiple targeted phases for a combined 12,500m RC and 5000m AV drilling.

MS Viserion resource and extension drilling has been completed with 124 holes drilled since November 2021. In light of significant high-grade Viserion intercepts, additional extension holes were added to both north-west and Mt Stirling sections.

A key priority of the current drilling campaign has been completed. This targeted the shallow portion of the MS Viserion gold deposit to be drill defined to JORC 'Indicated' category (~880m strike x ~125m depth) from surface 425m down to 300mRL. The company also anticipates that this is likely to increase the global project Au grade, expand the resource base and provide valuable data and confidence towards the 2022 Optimisation Study which will immediately follow the MRE.

Significant intercepts to date include:

2040N 4m @ 7.09g/t Au from 72m, incl
1m @ 21.14g/t Au from 73m

1960N 5m @ 7.79g/t Au from 194m, incl
2m @ 15.21g/t Au from 195m, and
1m @ 16.37g/t Au from 196m

1920N 10m @ 9.64g/t Au from 105m, incl
6m @ 15.14g/t Au from 105m, and
1m @ 25.07g/t Au from 110m
8m @ 8.26g/t Au from 153m, incl
5m @ 12.74g/t Au from 153m, and
1m @ 34.80g/t Au from 156m

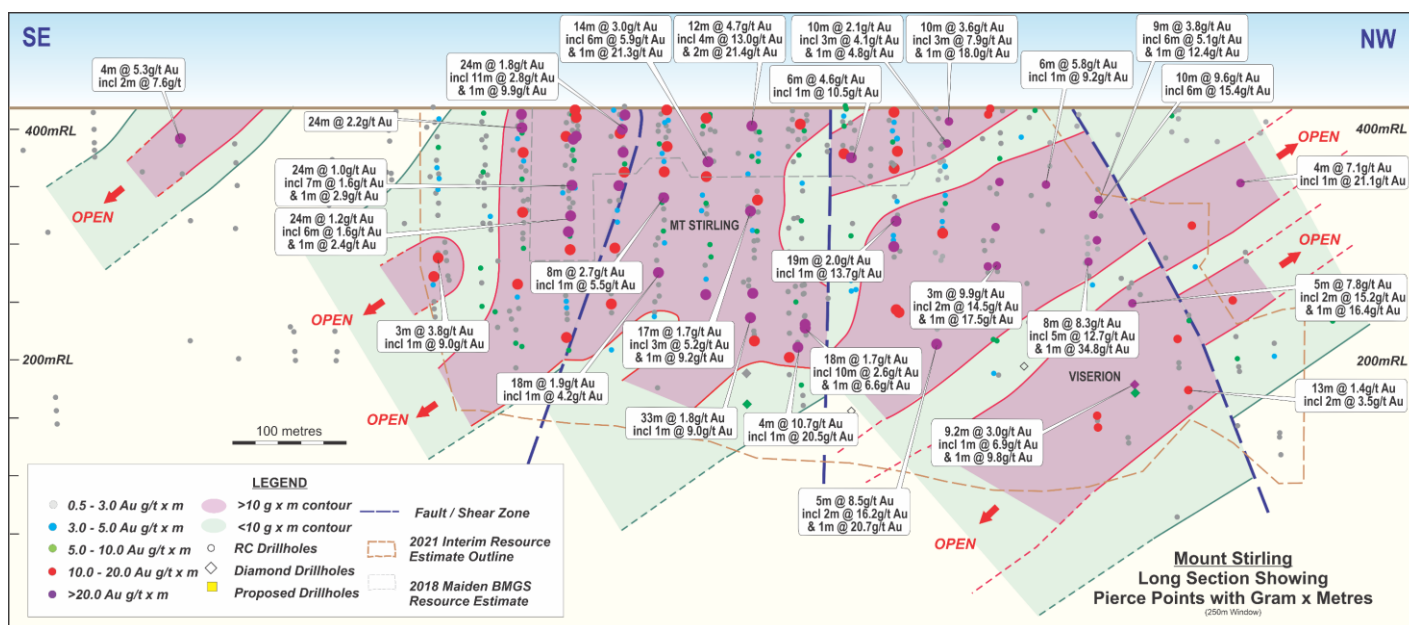
1800N 5m @ 8.52g/t Au from 235m, incl
2m @ 16.19g/t Au from 236m, and
1m @ 20.70g/t Au from 237m

1760N 4m @ 6.07g/t Au from 140m, incl
2m @ 11.36g/t Au from 142m, and
1m @ 18.50g/t Au from 148m

1640N 33m @ 1.78g/t Au from 196m, incl
1m @ 8.99g/t Au from 210m

1600N 11m @ 2.61g/t Au from 184m, incl
1m @ 9.54g/t Au from 188m

1360N 3m @ 3.81g/t Au from 152m, incl
1m @ 9.01 g/t Au from 152m



MS Viserion Gold System – Long Section showing major intercepts

Skywing Gold Prospect

Skywing lies to the immediate east of the MS Viserion Gold System and comprises 24 pierce points over ~450m strike. These pierce points have been obtained from existing drilling, which has brought into play most intercepts which were outside of the previous MRE of May 2021.

Skywing lode(s) vary from 1-2m true width and provide an immediate prospective shallow open-pittable interpreted extents (~800m x 220m; from surface). This will be drill tested with 40x40m drill spacing towards the Wonambi Shear with ~3,550m of RC drilling planned; with the first phase of 1800m going towards testing the mineralised model in order to commit to a 2nd phase of drilling which will complete the program.

Of significant interest at Skywing, is that Au grades increase in grade towards the east on every section. (Other than supergene enrichment close to surface on western extents of interpreted shallow easterly dipping flat lodes). It is highly unusual that the Skywing lode(s) exhibit such Au homogeneity and increasing grades towards the Wonambi Shear.

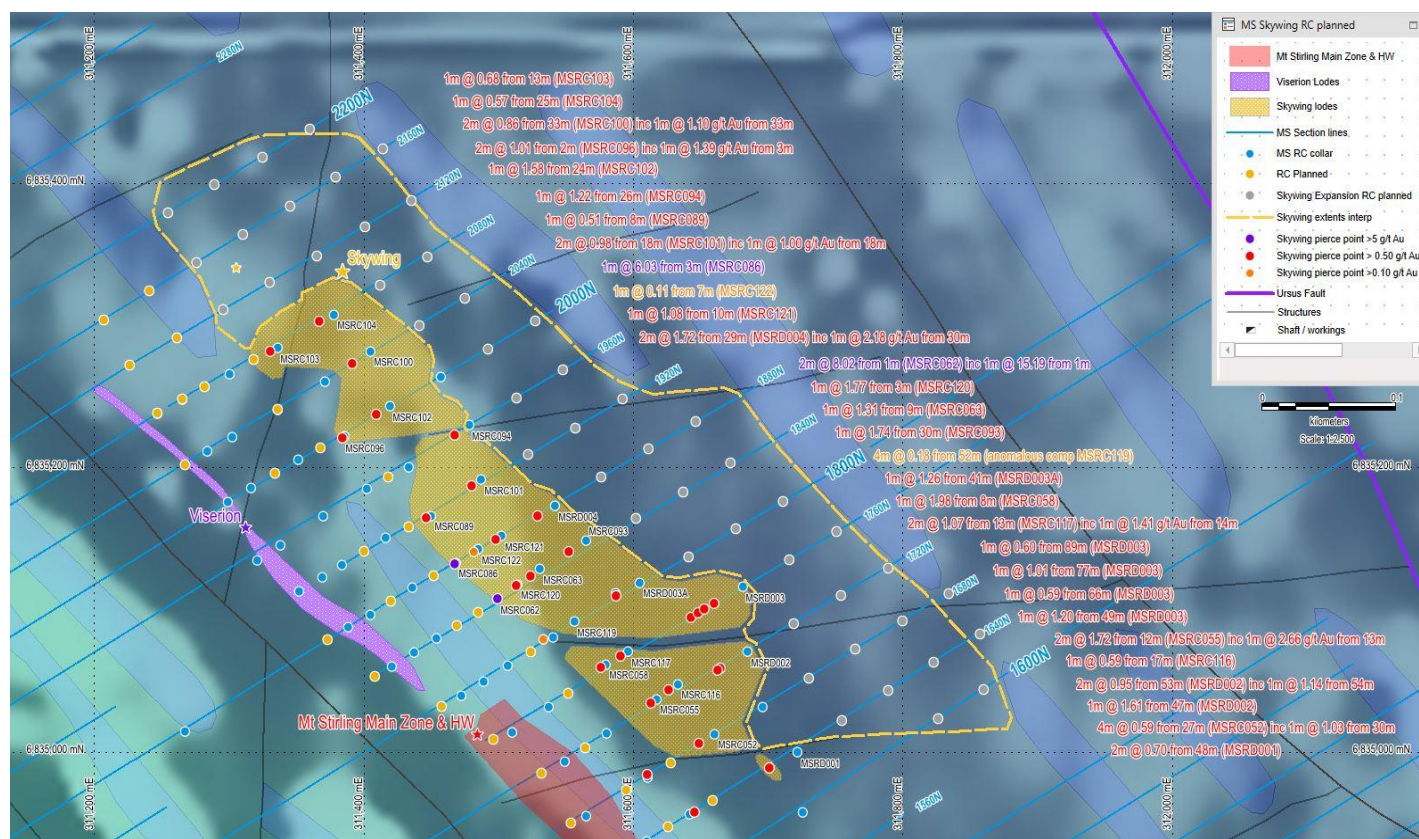
Although modest ounces, modelled Au grade, increasing with depth and easterly appreciation could multiply scale potential. Any increase in width will also have this effect.

Skywing also demonstrates potential for repeated flat lodes; alike to the Stirling Well stacked lode model, in addition to prospective spaced-out occurrences that further drilling will seek to unveil.

Detailed logging will also confirm saprolitic v primary gold and provide sufficient data for interpreted modelling.

Given shallow nature of the mineralisation and planned drilling, assay results from Skywing are anticipated to fast-track the prospect's inclusion into the optimisation study.

Skywing lode(s) extension drilling has progressed with 43 drill holes for 2092m completed with results to be compiled and reviewed. Further extensional drilling will focus on down dip and along strike continuity of mineralisation.



Skywing interpreted mineralisation showing major gold intercepts

Stirling Well Deposit

During the year, Torian announced drilling results from the RC drilling campaign at the Stirling Well deposit.

Significant high-grade gold mineralisation was intercepted including 1m @ 8.44g/t Au from 23m and 3m @ 6.5g/t Au from 127m inc 1m @ 16.81g/t Au from 127m. This high-grade Au lode interpreted depth position provides immediate extensional potential.

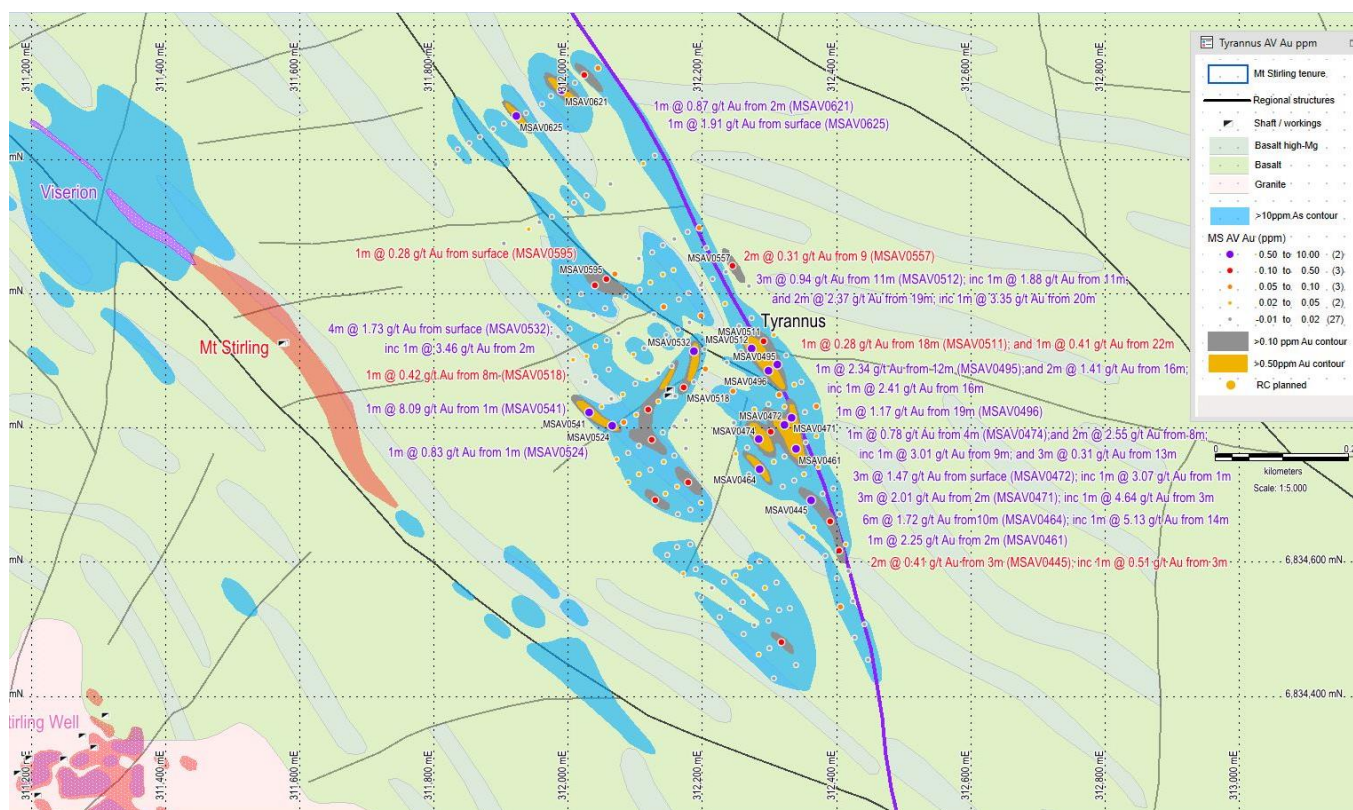
Multiple intercepts occurred beyond the boundaries of the existing 2.01g/t Au 16,384oz Stirling Well Inferred Resource. The tenor of these intercepts were significantly above the global resource grade.

New discoveries in Mt Stirling's northern tenement

On 7 July 2021 (and updated on 28 July 2021), the company announced that surface pXRF and field work conducted over prior weeks had uncovered two new high priority targets at the Mt Stirling Gold Project – Hydra and Tyrannus.

Hydra gold mineralisation was confirmed In September 2021 with Auger Vacuum (AV) selective arsenic-rich samples returning anomalous gold along multiple interpreted strike target zone locations.

In October 2021, Tyrannus gold mineralisation was confirmed over 1,000m with AV selective arsenic-rich samples returning significant anomalous gold from multiple interpreted target zones. Tyrannus' discovery was structurally significant as it is situated on an inflection and splay junction of Wonambi Shear termination onto Ursus Fault, ~400m east of Mt Stirling gold mineralisation.



Tyrannus interpreted Au mineralisation and arsenic contours

Drilling campaign in Mt Stirling southern tenement

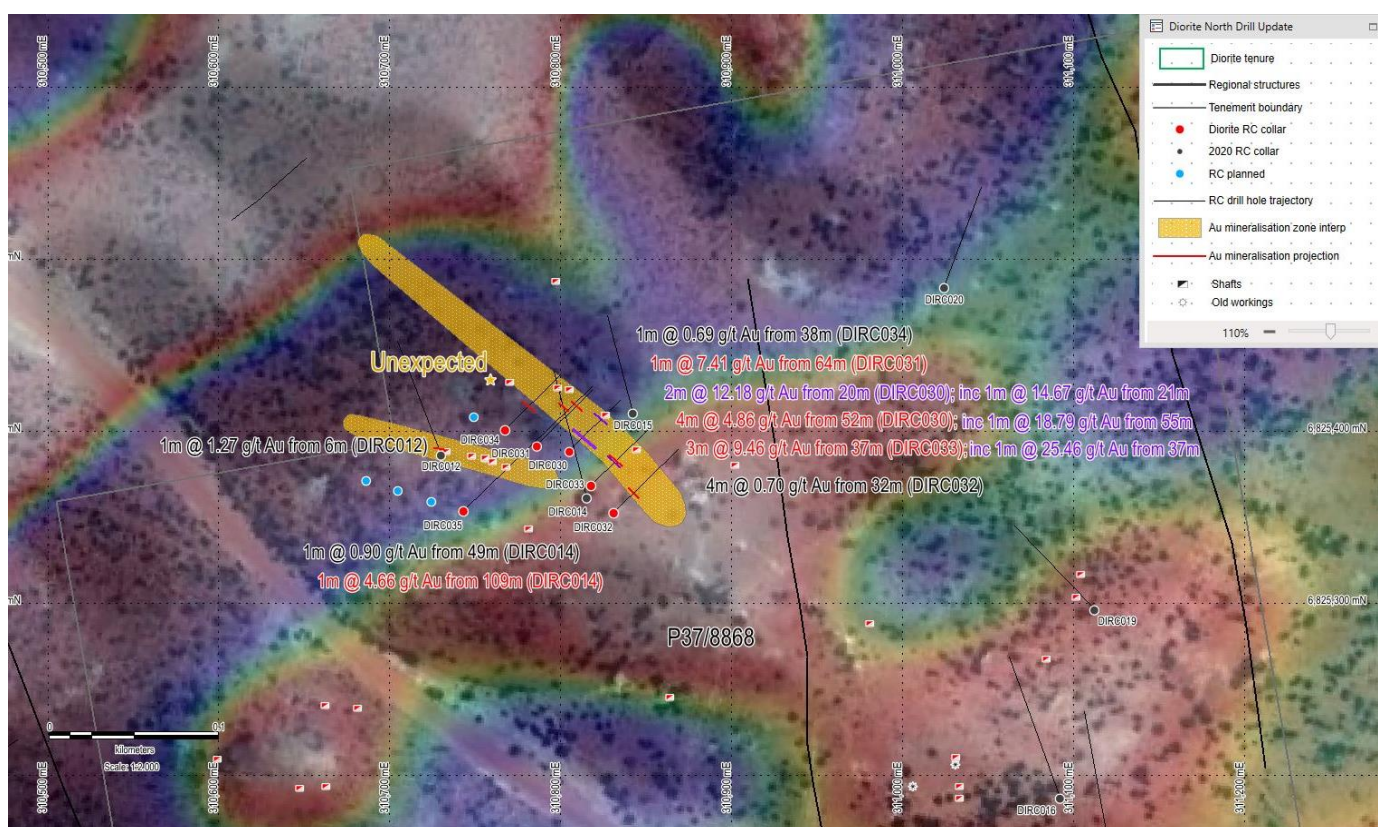
On 9 August 2021, the Company announced that all initial results from regional reconnaissance drilling in Mt Stirling's southern tenement had been received and reviewed. A total of 21 drill holes for 2,683m were drilled. Encouraging results from gold intercepts associated with historical workings at the "Unexpected Mine" prospect, and mineralised target horizon zone at the Diorite East prospect, warrant follow-up RC drill testing.

On 17 November 2021, the company announced that further high-grade gold assays from anomalous composite intervals were received from the Unexpected Prospect at Diorite North, confirming the Estera Lode discovery.

The company intends to conduct a further drilling campaign at Estera in 2022 in an attempt to delineate a maiden JORC compliant resource.

Major Estera intercepts are shown below:

Prospect	Hole ID	from (m)	to (m)	interval (m)	Au (PA ppm)	Intercept (Au ppm)
Unexpected	DIRC030	20	22	2	12.18	2m @ 12.18
	inc	21	22	1	14.67	1m @ 14.67
		52	56	4	4.86	4m @ 4.86
	inc	55	56	1	18.79	1m @ 18.79
	DIRC031	64	65	1	7.41	1m @ 7.41
	DIRC032	32	36	4	0.70	4m @ 0.70
	DIRC033	37	40	3	9.46	3m @ 9.46
	inc	37	38	1	25.46	1m @ 25.46
	DIRC034	38	39	1	0.69	1m @ 0.69



The Estera Lode positioned alongside the historic Unexpected mine at Diorite North

Yttria Rare Earths Discovery

Towards the end of the year, the company announced the discovery of “Yttria”, a significant rare earth elements (REEs) occurrence extending more than 1km at the Mt Stirling Project. The five most critical REEs are Dysprosium (Dy), Terbium (Tb), Europium (Eu), Neodymium (Nd) and Yttrium (Y). These are all present in Yttria’s mineralisation which also contained highly valuable Scandium (Sc).

Yttrium is a key pathfinder indicator of high value Heavy Rare Earth Elements used in Critical Metals exploration. Yttria’s mineralisation exhibits exceptionally high ratio of heavy rare earths to total rare earths (0.65 to 1).

Focus on Yttrium presence was confirmed through pXRF processing of surface soil points to guide AV drilling, for gold exploration. Subsequently oxide intervals in AV drilling samples revealed the enrichment of discrete Yttrium anomalies on a broad 1km scale.

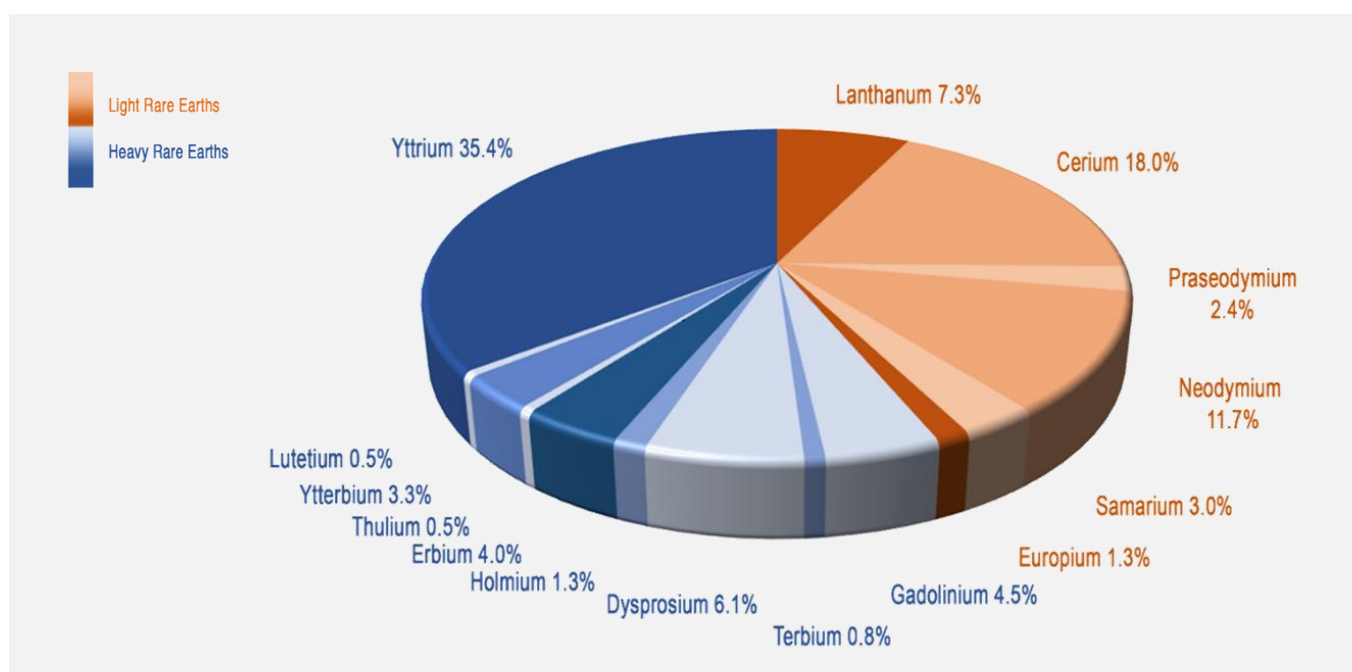
Immediate follow-up exploration continues to expand the Yttria footprint through surface detailed pXRF

surveys and reconnaissance systematic AV drilling over an interpreted prospective ~4.5km strike zone.

Significant TREYO intercepts include:

- 1m @ 1141ppm TREYO from 7m (MSAV0804)
- 3m @ 1293ppm TREYO from 9m (MSAV0806); inc 1m @ 1834ppm TREYO from 10m
- 2m @ 1148ppm TREYO from 12m (MSAV0854); inc 1m @ 1507ppm TREYO from 12m
- 1m @ 1033ppm TREYO from 8m (MSAV0871)
- 4m @ 969ppm TREYO from 3m (MSAV0878); inc 1m @ 1259ppm TREYO from 4m
- 2m @ 821ppm TREYO from 3m (MSAV0886); inc 1m @ 1007ppm TREYO from 3m
- 1m @ 1448ppm TREYO from 8m (MSAV0938)

Selective samples from Yttria have been sent of the University of Queensland for mineralogy testing. Metallurgical test work is also now underway, with the Company hoping to delineate a maiden JORC resource at Yttria in Q3 of this year.



Distribution of rare earths at Yttria.

Business Activities

Tarmoola Station Transaction

On 3 May 2021, the Company announced that that via its wholly owned subsidiary Tarmoola Holdings Pty Ltd (THP) it has exercised its option to purchase the 172,662 Ha (424,748 acre) Tarmoola Station and associated mining services business “Carhill Contracting” for a purchase price of \$4,000,000. The purchase of the station and associated business also includes hard assets (Machinery, vehicles etc) that have been independently valued at \$1,165,600 (inc GST).

On 3 August 2021, the Company announced that it has secured funding to settle on Tarmoola Station.

Financing was arranged by RiverFort Global Capital Ltd, a London based UK Institutional Investment Manager (authorised and regulated by the UK Financial Conduct Authority), focusing on high growth companies. Through its wholly owned subsidiary, RiverFort Global Opportunities PCC Ltd, (RiverFort) has advanced the Company \$3.27 million (before costs) which the Company anticipates will be repaid in ordinary course of business. Interim funding of \$3.049 (before costs) was immediately provided. Torian’s Executive Directors and CFO provided ~\$1.7m of personal shares as collateral to secure the agreement.

Mt Monger spin out

On 27 April 2021, the Company announced that Monger Gold Limited (ASX: MMG) had lodged a Prospectus with ASIC on 16 April 2021 to raise between \$5-\$6million. On 28 May 2021 it was announced that the IPO closed after completing the issue of 25million ordinary shares to raise \$5m. Monger listed on the ASX on 2 July 2021. At the time of listing, Torian held ~10.71% of Monger.

Capital Raising

On 24 March 2021, the company announced that it had received binding commitments for a placement to raise \$4.0 million to local and international sophisticated investors and long-term shareholders through the issue of approximately 72.7 million fully paid ordinary shares together with a 1-for-3 attaching option at an issue price of \$0.055 per share (Placement).

Funds raised ensured that drilling would continue unabated at the Mt Stirling Gold Project throughout 2021. The Placement included an attaching listed option exercisable at \$0.02 expiring on 7 February 2022 on the basis of one option for every three Placement shares issued (Placement Options).

Bullion FX investment

On 15 March 2021, Torian announced that it had entered into an agreement to make a strategic investment into BullionFX, a leading blockchain company focused on developing blockchain based currencies backed by precious metals (bullionfx.com).

BullionFX is developing a decentralised digital gold registry linked to global wholesale spot market liquidity, surrounded by institutional grade protections including insurance, audit and storage, allowing users to use physical gold as a mechanism for payment, trade and storage of wealth. BullionFX is developing a gold-backed cryptocurrency token that it intends to list on as yet decided secondary market exchanges and forex platforms in the future and launch a suite of payment and debt solutions. BullionFX are currently at the stage of developing ‘smart contracts’ (this a technical term for the code that goes into blockchain).

On 17 September 2021, the company announced that the conditions relating to the equity swap agreement it entered into with BullionFX in March of 2021 had been satisfied, following BullionFX listing its token \$BULL on a secondary exchange and trading for >US50¢. As part of the equity-swap arrangement to take a low- risk equity position in BullionFX Ltd subscribing for US\$1M of BullionFX equity representing 5,000,000 shares in BullionFX (a 2.5% stake at the time of agreement). In return BullionFX will acquire 27,711,968 ordinary shares in Torian. The agreement was completed on 17 October 2021 with the issue of 27,711,968 ordinary shares to BullionFX and the issue of 4,000,000 advisor options exercisable at 2.6¢ expiring 5 February 2024 to advisors Carraway Corporate Pty Ltd and Kikceto Pty Ltd in consideration for the introduction and assistance in negotiating the Equity Swap Agreement.

On 28 September 2021, the company announced a non-renounceable pro rata entitlement offer of up to approximately 347,754,860 Options to Eligible Shareholders on the basis of 2 New Options for every 5 Existing Shares held as at the Record Date at an issue price of \$0.001 per New Option, each exercisable at \$0.035 on or before 30 November 2023, to raise up to approximately \$347,755 before issue costs.

On 19 November 2021, the company announced that the non-renounceable pro rata Option Entitlement Issue announced on 28 September 2021 has closed heavily subscribed. Following completion of the Entitlement Issue, the total amount raised was \$349,419 (before costs). The company issued a total of 349,419,175 Entitlement Options exercisable at \$0.035 with an expiry date of 30 November 2023. The Entitlement Options are quoted under ASX Code TNROB.

Matters subsequent to the end of the financial year

On 7 February 2022 the listed TNRO options expired. Total funds received from the exercise of 249.9million options totalled just under \$5.0million.

On the 15 March 2022 Mr Ian Pamensky resigned as company secretary and Mr Leonard Math was appointed.

As announced to the market on 31 March 2022, the group has successfully renegotiated the terms of its funding agreement with Riverfort Global Opportunities PCC Ltd (Riverfort). As of March 1, the balance owed to Riverfort was \$1,989,166. The Company has agreed to repay the balance on the lasting trading day of each month over the coming 12 months by making monthly instalment payments of \$180,133.27 plus a 1% per month interest rate. Provisions around the Conversion Price and Trigger price have been removed. As such Riverfort will no longer be able to convert any outstanding balance into equity provided that Torian meets its monthly repayments. Torian can repay the loan in part or in full at any time it so chooses without any penalty.

The impact of the Coronavirus (COVID-19) pandemic is ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

No other matter or circumstance has arisen since 31 December 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Disclaimers

Competent Person Statement

The information in this report relating to exploration results and Mineral Resource Estimates is based on information compiled, reviewed and relied upon by Mr Dale Schultz. Mr Dale Schultz, Principle of DjS Consulting, who is a Torian Director, compiled, reviewed and relied upon prior data and ASX releases dated 27 May 2021, 25 February 2019 and 29 January 2020 to put together the technical information in this release and is a member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS), which is ROPO, accepted for the purpose of reporting in accordance with ASX listing rules. Mr Schultz has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Schultz consents to the inclusion in the report of the matters based on information in the form and context in which it appears.

The JORC Resource estimate released on 27 May 2021 and 25 February 2019 were reviewed and relied upon by Mr Dale Schultz were reported in accordance with Clause 18 of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (JORC Code).

Torian Resources confirms in the subsequent public report that it is not aware of any new information or data that materially affects the information included in the relevant market announcements on the 25 February 2019, 29 January 2020 and 27 May 2021 and, in the case of the exploration results, that all material assumptions and technical parameters underpinning the results in the relevant market announcement reviewed by Mr Dale Schultz continue to apply and have not materially changed.

Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws. Generally, any statements that are not historical facts may contain forward-looking information, and forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget" "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or indicates that certain actions, events or results "may", "could", "would", "might" or "will be" taken, "occur" or "be achieved." Forward-looking information is based on certain factors and assumptions

management believes to be reasonable at the time such statements are made, including but not limited to, continued exploration activities, Gold and other metal prices, the estimation of initial and sustaining capital requirements, the estimation of labour costs, the estimation of mineral reserves and resources, assumptions with respect to currency fluctuations, the timing and amount of future exploration and development expenditures, receipt of required regulatory approvals, the availability of necessary financing for the Project, permitting and such other assumptions and factors as set out herein. apparent inconsistencies in the figures shown in the MRE are due to rounding

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks related to changes in Gold prices; sources and cost of power and water for the Project; the estimation of initial capital requirements; the lack of historical operations; the estimation of labour costs; general global markets and economic conditions; risks associated with exploration of mineral deposits; the estimation of initial targeted mineral resource tonnage and grade for the Project; risks associated with uninsurable risks arising during the course of exploration; risks associated with currency fluctuations; environmental risks; competition faced in securing experienced personnel; access to adequate infrastructure to support exploration activities; risks associated with changes in the mining regulatory regime governing the Company and the Project; completion of the environmental assessment process; risks related to regulatory and permitting delays; risks related to potential conflicts of interest; the reliance on key personnel; financing, capitalisation and liquidity risks including the risk that the financing necessary to fund continued exploration and development activities at the Project may not be available on satisfactory terms, or at all; the risk of potential dilution through the issuance of additional common shares of the Company; the risk of litigation.

Although the Company has attempted to identify important factors that cause results not to be as anticipated, estimated or intended, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Forward looking information is made as of the date of this announcement and the Company does not undertake to update or revise any forward-looking information this is included herein, except in accordance with applicable securities laws.

Directors' Report

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Likely developments and expected results of operations

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Mr Paul Summers
Executive chairman
LLB

Paul has been a legal practitioner since 1985, and founded his own firm, Summers Legal in 1989. Paul has been the Company's legal counsel for more than 10 years and has provided extensive advice and service during the takeover of Cascade Resources Pty Ltd. Paul is currently Lead Counsel Commercial, Corporate and Property of Summers Legal and is familiar with the Company's affairs, projects and strategy. For more than 30 years Paul has provided his clients advice on complex property developments and transactions, syndication, joint ventures and financing, structuring of new business projects, complex commercial and corporate contracts and structures and a wide range of estates and asset structuring matters including the resources sector. Paul will be active on the board with particular responsibility for the corporate governance of the day to day affairs of the company.

Mr. Peretz Schapiro

Executive director
Masters degree in applied finance.

Peretz holds a Masters degree in Applied Finance and has been a global investor for more than a decade, with a particular focus in the resources sector. He understands the fundamental parameters, strategic drivers, market requirements and what it takes for a high growth business.

Peretz has a diverse professional background, with deep experience in resource exploration, management consulting, marketing, fundraising and corporate finance. Peretz is also a Non-executive Chairman of Monger Gold Limited (ASX:MMG), and is the immediate past Chairman of Okapi Resources (ASX:OKR).

Directors' interest in securities

Directors	Ordinary shares	Options	Rights
Paul Summers	26,816,927	19,289,211	4,000,000
Peretz Schapiro	15,712,575	20,474,628	5,000,000
Dale Schultz	-	-	-

Mr. Dale Schultz

Non - executive director

Dale Schultz has over 30 years of experience in the mining and exploration industry in North and South America. He has a M.Sc. from the University of Saskatchewan and is a registered Professional Geoscientist in the provinces of Manitoba and Saskatchewan. Over the years, Mr. Schultz has been the Qualified Person (QP) for a number of projects including Solex Resources' Pilunani and Macusani projects in Peru, Channel Resources' El Mozo project

in Central Ecuador, Aurelians' Bonza-Penus resource campaign on the Condor Project in Central Ecuador, Majescors' Douvray porphyry copper-gold project in Haiti, Nova Minerals' Estelle project in Alaska and spent time at Battle Mountains' Kori Kollo mine in Bolivia. Mr. Schultz has also extensive experience in a number of other gold mining operations in Canada and brings with him invaluable experience ranging from initial exploration stages through to underground and open pit mine production of large gold systems.

Company secretary

In October 2021, Mr Matthew Foy resigned from his role as company secretary and was replaced by Mr Ian Pamensky, a Chartered Accountant and member of FinSIA with over 22 years of experience working across a wide range of industries, from audit and funds management to mining.

On 15 March 2022 Mr Pamensky resigned from his role as company secretary and Mr Leonard Math was appointed. Mr Math is a Chartered Accountant and has a Bachelor of Commerce from Edith Cowan University. He has been working with ASX listed companies as a Company Secretary and a Company Director for over 15 years.

Directors' Meetings

The number of meetings of Directors (including meetings of committees of directors) held during the year and the number of meetings attended by each Director was as follows:

Directors	Board	
	No. of meetings held while in office	Meetings attended
Paul Summers	6	6
Peretz Schapiro	6	6
Dale Schultz	6	6

At present, the company does not have any formally constituted committees of the Board. The Directors consider that the Group is not of a size nor are its affairs of such complexity as to justify the formation of special committees.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

In consultation with external remuneration consultants (refer to the section 'Use of remuneration consultants' below), the Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

Executive remuneration

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The Board is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Details of remuneration*Amounts of remuneration*

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of Torian Resources Limited:

- Paul Summers
- Peretz Schapiro
- Dale Shultz

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Options	Shares	Total
	\$	\$	\$	\$	\$	\$	\$	\$
2021								
Paul Summers	120,000	-	-	-	-	40,000	-	160,000
Peretz Schapiro	97,299	-	-	6,239	-	200,000	-	303,538
Dale Shultz	22,500	-	-	-	-	-	-	22,500
	<u>239,799</u>	<u>-</u>	<u>-</u>	<u>6,239</u>	<u>-</u>	<u>240,000</u>	<u>-</u>	<u>486,038</u>

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Options	Shares	Total
	\$	\$	\$	\$	\$	\$	\$	\$
2020								
Paul Summers	92,000	-	-	-	-	65,000	16,779	173,779
Peretz Schapiro	73,666	-	-	-	-	21,000	-	94,666
Louie Simens	21,000	-	-	-	-	105,000	-	126,000
Dale Shultz	30,000	-	-	-	-	-	-	30,000
Richard Mehan	18,542	-	-	2,177	-	30,000	-	50,719
Stephen Jones	50,342	-	-	-	-	-	-	50,342
Angus Middleton	-	-	-	-	-	30,000	21,200	51,200
	<u>285,550</u>	<u>-</u>	<u>-</u>	<u>2,177</u>	<u>-</u>	<u>251,000</u>	<u>37,979</u>	<u>576,706</u>

During the prior reporting period the following directors resigned from Torian Resources:

Louie Simens (19 August 2020), Richard Mehan (11 March 2020), Stephen Jones (14 April 2020), Angus Middleton (21 April 2020)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		Linked to performance		At risk - LTI	
	2021	2020	2021	2020	2021	2020
Paul Summers	75%	53%	25%	47%	-	-
Peretz Schapiro	34%	78%	66%	22%	-	-
Louie Simens	-	17%	-	83%	-	-
Dale Shultz	100%	100%	-	-	-	-
Richard Mehan	-	41%	-	59%	-	-
Stephen Jones	-	100%	-	-	-	-
Angus Middleton	-	-	-	100%	-	-

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Paul Summers
Title:	Executive Chairman
Agreement commenced:	30 October 2020
Term of agreement:	Agreement is terminated upon cessation of directorship/employment with the Company.
Details:	Director fees of \$3,000 per month as well as consultancy fees of \$7,000 per month No performance based remuneration incentive has been specified
Name:	Peretz Schapiro
Title:	Executive Director
Agreement commenced:	30 October 2020
Term of agreement:	Agreement is terminated upon cessation of directorship/employment with the Company.
Details:	Director fees of \$3,000 per month as well as consultancy fees of \$7,000 per month No performance based remuneration incentive has been specified
Name:	Dale Shultz
Title:	Non - executive director
Agreement commenced:	28 June 2021
Term of agreement:	Agreement is terminated upon cessation of directorship/employment with the Company.
Details:	Director fees of \$1,500 per month as well as consultancy fees of \$1,000 per month No performance based remuneration incentive has been specified

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2021.

Options

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Paul Summers	2,000,000	6/1/2021	6/2/2021	5/2/2024	\$0.026	\$0.032
Peretz Schapiro	10,000,000	6/1/2021	6/2/2021	5/2/2024	\$0.026	\$0.032

Options granted carry no dividend or voting rights.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Paul Summers	5,079,900	-	21,737,027	-	26,816,927
Peretz Schapiro	1,445,774	-	14,266,801	-	15,712,575
	6,525,674	-	36,003,828	-	42,529,502

Option holding

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Other change	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>						
Paul Summers	16,256,145	2,000,000	19,511,433	(18,478,367)	-	19,289,211
Peretz Schapiro	7,711,246	10,000,000	12,696,850	(9,933,468)	-	20,474,628
	23,967,391	12,000,000	32,208,283	(28,411,835)	-	39,763,839

Performance right

The number of performance rights in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Performance right - class A					
Paul Summers	-	1,600,000	-	-	1,600,000
Peretz Schapiro	-	2,000,000	-	-	2,000,000
Performance right - class B					
Paul Summers	-	2,400,000	-	-	2,400,000
Peretz Schapiro	-	3,000,000	-	-	3,000,000
	-	9,000,000	-	-	9,000,000

Loans to key management personnel and their related parties

- On 27 October 2021 loans were provided to Paul Summers \$375,332 and Peretz Schapiro \$198,069 to fund the conversion of options. The term of the loan are: Interest Rate: 6% per annum. Maturity Date : 24 months from conversion of Options or such other date agreed by the parties.

Other transactions with key management personnel and their related parties

- During the financial year, the Company obtained legal services from Summers Legal. Summers Legal Pty Ltd is a related party of Torian director Paul Summers. Total payments in the year were \$84,549.
- During the financial year, the Company sublet office space from Summers Legal for its corporate head office. NSFA Pty Ltd is a related party of Torian director Paul Summers. Total payments in the year were \$4,000

The earnings of the consolidated entity for the five years to 31 December 2021 are summarised below:

	2021 \$	2020 \$	2019 \$	2018 \$	2017 \$
Profit after income tax	(3,275,380)	(2,070,357)	(2,035,864)	(1,535,736)	(1,438,422)
Basic earnings per share (cents per share)	(0.37)	(0.38)	(0.74)	(0.74)	(0.97)

This concludes the remuneration report, which has been audited.

Shares under option

Unissued ordinary shares of Torian Resources Limited under option outstanding at the date of this report are as follows:

Listed/Unlisted	Expiry date	Exercise price	Number under option
Unlisted options	9/4/2023	\$0.10	11,000,000
Unlisted options	29/07/2024	\$0.042	20,000,000
Unlisted options	5/2/2024	\$0.026	24,000,000
Listed options	30/11/2023	\$0.035	349,419,175

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options

210,334,364 ordinary shares of Torian Resources Limited were issued during the year ended 31 December 2021 on the exercise of options granted.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 23 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of

independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 23 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of BDO Audit Pty Ltd

There are no officers of the company who are former partners of BDO Audit Pty Ltd.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor

BDO Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



Peretz Schapiro
Executive Director

31 March 2022



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DECLARATION OF INDEPENDENCE BY JAMES MOONEY TO THE DIRECTORS OF TORIAN RESOURCES LIMITED

As lead auditor of Torian Resources Limited for the year ended 31 December 2021, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Torian Resources Limited and the entities it controlled during the period.

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'J Mooney', is written over a light blue horizontal line.

James Mooney
Director

Melbourne, 31 March 2022

Financial Report

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General information

The financial statements cover Torian Resources Limited as a consolidated entity consisting of Torian Resources Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Torian Resources Limited's functional and presentation currency.

Torian Resources Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

104 Colin Street
West Perth WA 6005

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 31 March 2022. The directors have the power to amend and reissue the financial statements.

Torian Resources Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2021

		Consolidated	
	Note	2021	2020
		\$	\$
Revenue			
Revenue		187,985	-
Other income	4	1,177,093	50,203
Total revenue		<u>1,365,078</u>	<u>50,203</u>
Expenses			
Option fee on property and tenements		-	(116,000)
Depreciation expense	5	(145,753)	(44,508)
Employee benefits expense		(433,014)	(351,593)
Exploration expenditure		-	(17,297)
Impairment expense	5	-	(505,676)
Other administration and compliance costs		(435,917)	(290,444)
Professional services		(741,313)	(408,397)
Share based payments	19	(881,000)	(329,500)
Impairment of live stock	9	(760,870)	-
Tarmoola operational expenses		(777,727)	-
Stamp duty		(125,095)	-
Finance costs		(339,769)	(57,145)
Total expenses		<u>(4,640,458)</u>	<u>(2,120,560)</u>
Loss before income tax expense		(3,275,380)	(2,070,357)
Income tax expense	6	-	-
Loss after income tax expense for the year		(3,275,380)	(2,070,357)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		<u>(3,275,380)</u>	<u>(2,070,357)</u>
		Cents	Cents
Basic earnings per share	31	(0.37)	(0.38)
Diluted earnings per share	31	(0.37)	(0.38)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Torian Resources Limited
Statement of financial position
As at 31 December 2021

	Note	Consolidated 2021 \$	2020 \$
Assets			
Current assets			
Cash and cash equivalents	7	1,848,370	2,373,018
Trade and other receivables	8	571,826	307,530
Livestock	9	158,140	-
Total current assets		<u>2,578,336</u>	<u>2,680,548</u>
Non-current assets			
Trade and other receivables	8	671,400	-
Financial assets at fair value through other comprehensive income	10	1,711,076	1,429
Property, plant and equipment	12	3,162,106	25,137
Intangibles	13	426,460	-
Exploration and evaluation	14	24,294,142	21,076,366
Total non-current assets		<u>30,265,184</u>	<u>21,102,932</u>
Total assets		<u>32,843,520</u>	<u>23,783,480</u>
Liabilities			
Current liabilities			
Trade and other payables	15	1,092,173	1,387,504
Borrowings	16	2,234,413	110,246
Total current liabilities		<u>3,326,586</u>	<u>1,497,750</u>
Total liabilities		<u>3,326,586</u>	<u>1,497,750</u>
Net assets		<u>29,516,934</u>	<u>22,285,730</u>
Equity			
Issued capital	17	97,275,706	88,279,541
Reserves	18	2,131,919	621,500
Accumulated losses		<u>(69,890,691)</u>	<u>(66,615,311)</u>
Total equity		<u>29,516,934</u>	<u>22,285,730</u>

The above statement of financial position should be read in conjunction with the accompanying notes

Torian Resources Limited
Statement of changes in equity
For the year ended 31 December 2021

Consolidated	Issued capital \$	Convertible note reserve \$	Options reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 January 2020	82,790,948	290,000	-	(64,544,954)	18,535,994
Loss after income tax expense for the year	-	-	-	(2,070,357)	(2,070,357)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(2,070,357)	(2,070,357)
<i>Transactions with owners in their capacity as owners:</i>					
Shares issued during the year, net of capital raising costs	4,080,268	-	-	-	4,080,268
Issue of convertible notes	-	1,118,325	-	-	1,118,325
Conversion of convertible notes to equity	1,408,325	(1,408,325)	-	-	-
Share options granted	-	-	621,500	-	621,500
Balance at 31 December 2020	<u>88,279,541</u>	<u>-</u>	<u>621,500</u>	<u>(66,615,311)</u>	<u>22,285,730</u>
Consolidated	Issued capital \$	Convertible note reserve \$	Options reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 January 2021	88,279,541	-	621,500	(66,615,311)	22,285,730
Loss after income tax expense for the year	-	-	-	(3,275,380)	(3,275,380)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(3,275,380)	(3,275,380)
<i>Transactions with owners in their capacity as owners:</i>					
Shares issued during the year, net of capital raising costs	8,996,165	-	-	-	8,996,165
Share options granted	-	-	1,510,419	-	1,510,419
Balance at 31 December 2021	<u>97,275,706</u>	<u>-</u>	<u>2,131,919</u>	<u>(69,890,691)</u>	<u>29,516,934</u>

The above statement of changes in equity should be read in conjunction with the accompanying notes

Torian Resources Limited
Statement of cash flows
For the year ended 31 December 2021

		Consolidated	
	Note	2021	2020
		\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		81,276	-
Payments to suppliers and employees (inclusive of GST)		(2,104,066)	(999,956)
Finance charges		(18,443)	(12,773)
Interest received		15,576	-
Option fee received		-	55,000
Land access fee received		44,000	-
		<u>44,000</u>	<u>-</u>
Net cash used in operating activities	30	<u>(1,981,657)</u>	<u>(957,729)</u>
Cash flows from investing activities			
Payments for property, plant and equipment		(1,280,512)	(84,468)
Payments for exploration and evaluation		(4,918,972)	(1,882,157)
Acquisition of Tarmoola assets		(2,981,486)	-
Loan repayment received from Monger Gold Limited		427,219	-
Proceeds from disposal of tenements		385,000	-
Proceeds from disposal of property, plant and equipment		16,632	-
Option fees paid		(119,000)	(116,200)
		<u>(119,000)</u>	<u>(116,200)</u>
Net cash used in investing activities		<u>(8,471,119)</u>	<u>(2,082,825)</u>
Cash flows from financing activities			
Proceeds from issue of shares, net of capital raising costs	17	3,967,667	4,245,472
Proceeds from convertible note		-	1,118,325
Proceeds from exercise of options		3,883,561	-
Proceeds from Riverfort facility		2,901,900	-
Repayment of Riverfort facility		(825,000)	-
		<u>(825,000)</u>	<u>-</u>
Net cash provided by financing activities		<u>9,928,128</u>	<u>5,363,797</u>
Net increase/(decrease) in cash and cash equivalents		(524,648)	2,323,243
Cash and cash equivalents at the beginning of the financial year		<u>2,373,018</u>	<u>49,775</u>
Cash and cash equivalents at the end of the financial year	7	<u><u>1,848,370</u></u>	<u><u>2,373,018</u></u>

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

The Directors have prepared the financial report on a going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

For the financial year ended 31 December 2021, the Group incurred a net loss after tax of \$3,275,380 and utilised cash in operating and investing activities of \$1,981,657 and \$8,471,119 respectively. The ability to continue as a going concern and realise its exploration asset is dependent on a number of factors, the most significant of which is obtaining additional funding to complete the exploration activities.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The directors have reviewed the Group's overall position and outlook in respect of the matters identified above and are of the opinion that the use of the going concern basis is appropriate in the circumstances for the following reasons:

- On 7 February 2022 the listed TNRO options expired. Total funds received from the exercise of 249.9 million options totalled just under \$5.0million;
- The Group has cash resources of \$1,848,370 as at 31 December 2021;
- The Group has net assets of \$29,516,934
- The Group is exploring the possibility of entering into a number of joint venture arrangements for the development of some of its mining projects;
- The Group has the ability to dispose some of its assets as and when required; and
- The Group has the ability to scale back its exploration activities should funding not be available continue exploration at its current levels.

Accordingly, the Directors believe that the company and Group will be able to continue as going concerns and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the company and Group do not continue as going concerns.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Note 1. Significant accounting policies (continued)

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 27.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Torian Resources Limited ('company' or 'parent entity') as at 31 December 2021 and the results of all subsidiaries for the year then ended. Torian Resources Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

A list of controlled entities is contained in note 28 to the financial statements. All controlled entities have a 31 December 2020 financial year-end for this current year.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 1. Significant accounting policies (continued)

Revenue recognition

The consolidated entity recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sale of goods

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Rendering of services

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 1. Significant accounting policies (continued)

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Convertible notes

Convertible notes are accounted for as the aggregate of a liability component and an equity component. At initial recognition, the fair value of the liability component of the convertible notes is determined using a market interest rate for an equivalent non-convertible note. The remainder of the proceeds is allocated to the conversion option as an equity component, recognised in the Statement of Changes in Equity. Transaction costs associated with the convertible notes are allocated to the liability and equity components in proportion to the allocation of proceeds. The liability component is subsequently carried at amortised cost, calculated using effective interest rate method, until extinguished in conversion or maturity.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Note 1. Significant accounting policies (continued)

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Livestock

A biological asset is stated at its fair value less costs to sell. Agricultural produce harvested from an entity's biological assets is stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Buildings	40 years
Plant and equipment	3-10 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Exploration and evaluation assets

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Note 1. Significant accounting policies (continued)

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Carrying value

The licences held in respect of the Group's exploration operations comprise a large number of licenses across a large geographic area. Management has applied their judgement and determined that all of these licenses are to be treated as eight separate and distinct areas for the purposes of considering 'abandoned areas' or impairment. The costs of acquiring the licenses as well as all subsequent costs have been ascribed to these eight projects, and consequently, there are no impairment expenses for expired licenses in unexplored areas outside these eight projects.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits

Termination benefits

Termination benefits are recognised when a detailed plan of termination has been communicated to affected employees. They are measured as short-term employee benefits when expected to be settled wholly within 12 months of the reporting date or as long-term benefits when not expected to be settled within 12 months of the reporting date.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees and advisors.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

Note 1. Significant accounting policies (continued)

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee/advisors, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Note 1. Significant accounting policies (continued)

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Torian Resources Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Note 1. Significant accounting policies (continued)

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 December 2021. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Fair value measurement hierarchy

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Note 3. Operating segments

Identification of reportable operating segments

The consolidated entity is organised into two operating segments: mining exploration and pastoral lease (Tarmoola). These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Intersegment transactions

Intersegment transactions were made at market rates and are eliminated on consolidation.

Intersegment receivables, payables and loans

Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Note 3. Operating segments (continued)

Operating segment information

Consolidated - 2021	Exploration \$	Tarmoola \$	Unallocated \$	Total \$
Revenue				
Sales to external customers	-	187,985	-	187,985
Other revenue	702,963	40,000	434,130	1,177,093
Total revenue	<u>702,963</u>	<u>227,985</u>	<u>434,130</u>	<u>1,365,078</u>
EBITDA	702,963	227,985	434,130	1,365,078
Depreciation expense	(31,266)	(114,487)	-	(145,753)
Employee benefits expense	(433,014)	(40,766)	-	(473,780)
Other administration and compliance costs	(435,917)	(15,358)	-	(451,275)
Professional services	(741,313)	-	-	(741,313)
Share based payments	(881,000)	-	-	(881,000)
Impairment of live stock	-	(760,870)	-	(760,870)
Tarmoola direct operational expenses	-	(351,500)	-	(351,500)
Stamp duty	-	(125,095)	-	(125,095)
Finance costs	(339,769)	(876)	-	(340,645)
Repairs & maintenance	-	(233,110)	-	(233,110)
Contractors	-	(136,117)	-	(136,117)
Profit/(loss) before income tax expense	<u>(2,159,316)</u>	<u>(1,550,194)</u>	<u>434,130</u>	<u>(3,275,380)</u>
Income tax expense				-
Loss after income tax expense				<u>(3,275,380)</u>
Assets				
Segment assets	<u>25,687,520</u>	<u>3,969,877</u>	<u>803,647</u>	30,461,044
<i>Unallocated assets:</i>				
Trade & other receivables non current				671,400
Investments at fair value				907,429
Bullion FX Investment				803,647
Total assets				<u>32,843,520</u>
Liabilities				
Segment liabilities	<u>882,356</u>	<u>2,444,230</u>	-	3,326,586
Total liabilities				<u>3,326,586</u>

Note 3. Operating segments (continued)

Consolidated - 2020	Exploration \$	Tarmoola \$	Total \$
Revenue			
Other revenue	50,203	-	50,203
Total revenue	<u>50,203</u>	<u>-</u>	<u>50,203</u>
EBITDA	50,203	-	50,203
Option fee on property and tenements	(116,000)	-	(116,000)
Depreciation expense	(44,508)	-	(44,508)
Employee benefits expense	(351,593)	-	(351,593)
Exploration expenditure	(17,297)	-	(17,297)
Impairment expense	(505,676)	-	(505,676)
Other administration and compliance costs	(290,444)	-	(290,444)
Professional services	(408,397)	-	(408,397)
Share based payments	(329,500)	-	(329,500)
Finance costs	(57,145)	-	(57,145)
Loss before income tax expense	<u>(2,070,357)</u>	<u>-</u>	<u>(2,070,357)</u>
Income tax expense			-
Loss after income tax expense			<u>(2,070,357)</u>
Assets			
Segment assets	23,783,480	-	23,783,480
Total assets			<u>23,783,480</u>
Liabilities			
Segment liabilities	1,497,750	-	1,497,750
Total liabilities			<u>1,497,750</u>

Note 4. Other income

	Consolidated	
	2021	2020
	\$	\$
Gain on disposal of Monger Gold	464,130	-
Net gain on disposal of property, plant and equipment	16,632	-
Gain on disposal of tenements	228,678	-
Option fee on the disposal property & tenements	63,000	-
Access fee	40,000	-
Interest received	14,653	203
Option fee	<u>350,000</u>	<u>50,000</u>
Other income	<u>1,177,093</u>	<u>50,203</u>

Note 5. Expenses

	Consolidated	
	2021	2020
	\$	\$
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Plant and equipment	145,753	44,508
<i>Impairment</i>		
Exploration expenditure	-	505,676
<i>Superannuation expense</i>		
Defined contribution superannuation expense	60,322	5,531
<i>Employee benefits expense</i>		
Employee benefits expense excluding superannuation and director fees	222,743	346,062

Note 6. Income tax expense

	Consolidated	
	2021	2020
	\$	\$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(3,275,380)	(2,070,357)
Tax at the statutory tax rate of 26% (2020: 27.5%)	(851,599)	(569,348)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-allowable items	261,585	229,673
	(590,014)	(339,675)
Current year temporary differences not recognised	590,014	339,675
Income tax expense	-	-

The group has carried forward tax losses, calculated according to Australian income tax legislation of \$53,130,750 (2020: \$50,861,467), which will be deductible from future assessable income provided that income is derived, and:

- The Company and its controlled entities carry on prescribed mining operations as defined in the income Tax Assessment Act, as appropriate; or
- The Company and its controlled entities carry on a business of, or a business that includes exploration or prospecting in Australia, for the purpose of discovering or extracting minerals, as appropriate; and
- No change in tax legislation adversely affects the Company and its controlled entities in realising the benefit from the deduction for the losses.

The benefit of these losses will only be recognised where it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Note 7. Cash and cash equivalents

	Consolidated	
	2021	2020
	\$	\$
<i>Current assets</i>		
Cash at bank and on hand	<u>1,848,370</u>	<u>2,373,018</u>

Note 8. Trade and other receivables

	Consolidated	
	2021	2020
	\$	\$
<i>Current assets</i>		
Trade receivables	125,508	-
Prepayments	38,294	79,014
Other receivables	-	11,397
Deposits	38,452	38,452
Placement funds outstanding	906	-
BAS receivable	<u>368,666</u>	<u>178,667</u>
	<u>571,826</u>	<u>307,530</u>
<i>Non-current assets</i>		
Loan to directors and consultants ^(a)	<u>671,400</u>	<u>-</u>
	<u>1,243,226</u>	<u>307,530</u>

(a) On the 27 October 2021 loans were provided to Paul Summers, Peretz Shapiro and the CFO of the company to fund the conversion of options. The term of the loan are: Interest rate: 6% per annum. maturity date: 24 months from conversion of options or such other date agreed by the parties. For related party transactions see note 26

Note 9. Livestock

	Consolidated	
	2021	2020
	\$	\$
<i>Current assets</i>		
Livestock	919,010	-
Less: Provision for impairment	<u>(760,870)</u>	<u>-</u>
	<u>158,140</u>	<u>-</u>

In March 2021 an independent valuation was completed on the Tarmoola pastoral station where it was estimated that there were 1,100 cattle on the property with a value of \$940,000. As at the 31 December 2021 management was not capable of performing a stocktake of the cattle given the size and nature of the station. Subsequent to the reporting date 170 cattle were sold for \$158,140. The directors of the company have determined that a provision for impairment should be recognised as they believe that the livestock should be only recorded in the accounts based on the net realisable value of the livestock that are accounted for.

Note 10. Financial assets at fair value through other comprehensive income

	Consolidated	
	2021	2020
	\$	\$
<i>Non-current assets</i>		
Shares in Elsmore Resources	1,429	1,429
Bullion FX Shares	803,647	-
Monger Gold Ltd Shares	630,000	-
Monger Gold Ltd Options	276,000	-
	<u>1,711,076</u>	<u>1,429</u>
<i>Reconciliation</i>		
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:		
Opening fair value	1,429	1,429
Additions - Monger Gold Ltd ^(a)	600,000	-
Additions - Bullion FX ^(b)	803,647	-
Additions - Monger Gold unlisted options ^(c)	276,000	-
Revaluation increments ^(d)	30,000	-
Closing fair value	<u>1,711,076</u>	<u>1,429</u>

Refer to note 11 for further information on fair value measurement.

- (a) On the 1 July 2021 Torian resources was issued 3,000,000 Monger Gold Ltd (ASX MMG) shares as part of the sale of the Monger Tenements.
- (b) On the 12 October 2021 Torian Resources was issued 25,000,000 Bullion FX Shares as a share swap for 27,711,968 TNR Shares at 0.029 a share. The fair value of shares at date of issue was \$803,647.
- (c) On the 1 July 2021 Torian resources was issued 3,000,000 unlisted Monger Gold Ltd Options (ASX MMG) shares as part of the sale of the Monger Tenements. The Options terms included an exercise price of \$0.30 and expiry date of 6 July 2024, for a fair value of \$276,000.
- (d) The Monger Gold Ltd shares were fair valued at the 31 December closing price (\$0.21 per share), resulting in a change in fair value of \$30,000.

For the options received during the current financial year the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility %	Trinomial step %	Risk-free interest rate %	Fair value at grant date
07/07/2021	06/07/2024	\$0.20	\$0.30	100%	200%	0.10%	\$0.092

Note 11. Fair value measurement

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Consolidated - 2021				
<i>Investment in shares of listed corporation – as at 31 December 2021</i>				
Monger Gold Ltd listed shares	630,000	-	-	630,000
Monger Gold Ltd unlisted options	-	-	276,000	276,000
<i>Investment in shares of unlisted corporation – as at 31 December 2021</i>				
Bullion FX	-	-	803,647	803,647
Elsmore Resources Limited	-	-	1,429	1,429
Total assets	630,000	-	1,081,076	1,711,076
Consolidated - 2020				
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
<i>Investment in shares of unlisted corporation – as at 31 December 2020</i>				
Elsmore Resources Limited	-	-	1,429	1,429
Total assets	-	-	1,429	1,429

There were no transfers between levels during the financial year.

Valuation Techniques

In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured.

Recurring Fair Value Measurement Amounts and the Level of the Fair Value Hierarchy within which the Fair Value Measurements are categorised.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature

There were no transfers between levels during the financial year.

Valuation techniques for fair value measurements categorised within level 2 and level 3

The basis of the valuation of investment in shares of unlisted corporation have been valued using recent transaction price method.

The basis of the valuation of unlisted options of listed entity have been valued using black scholes model pricing method.

Note 12. Property, plant and equipment

	Consolidated	
	2021	2020
	\$	\$
<i>Non-current assets</i>		
Pastoral lease	1,135,600	-
Structural improvements	310,960	-
Plant and equipment	314,343	28,018
Less: Plant and equipment accumulated depreciation	(36,515)	(2,881)
	277,828	25,137
Motor vehicles	143,376	18,500
Less: Motor vehicles accumulated depreciation	(31,832)	(18,500)
	111,544	-
Computer equipment	20,102	20,102
Less: Computer accumulated depreciation	(20,102)	(20,102)
	-	-
Office equipment	4,870	4,870
Less: Office equipment accumulated depreciation	(4,870)	(4,870)
	-	-
Materials	160,357	-
Less: Materials accumulated depreciation	(13,356)	-
	147,001	-
Mining camp	278,636	-
Less: Mining camp accumulated depreciation	(11,603)	-
	267,033	-
Earth moving equipment	983,634	-
Less: Earth moving equipment accumulated depreciation	(71,494)	-
	912,140	-
	<u>3,162,106</u>	<u>25,137</u>

Note 12. Property, plant and equipment (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Plant & equipment	Pastoral lease	Structural improvements	Motor vehicles	Materials	Mining Camp	Earth moving	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Balance at 1 January 2020	3,264	-	-	-	-	-	-	3,264
Additions	44,872	-	-	-	-	-	-	44,872
Depreciation expense	(22,999)	-	-	-	-	-	-	(22,999)
Balance at 31 December 2020	25,137	-	-	-	-	-	-	25,137
Additions	286,326	1,135,600	310,960	124,876	160,357	278,636	983,634	3,280,389
Depreciation expense	(33,635)	-	-	(13,332)	(13,356)	(11,603)	(71,494)	(143,420)
Balance at 31 December 2021	<u>277,828</u>	<u>1,135,600</u>	<u>310,960</u>	<u>111,544</u>	<u>147,001</u>	<u>267,033</u>	<u>912,140</u>	<u>3,162,106</u>

Valuations of Pastoral lease

The basis of the valuation of Pastoral lease is fair value. The Pastoral lease was valued based on independent assessments by a independent valuer having recent experience in the location and category of lease being valued. The directors do not believe that there has been a material movement in fair value since the valuation date. Valuations are based on current prices for similar properties in the same location and condition.

Note 13. Intangibles

Consolidated
2021
2020
\$
\$

Non-current assets

Tarmoola Station Carbon Regeneration Project ^(a)	<u>426,460</u>	<u>-</u>
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- (a) As part of the acquisition of the Tarmoola station Torian Resources acquired the rights to carbon credits as part of the Human Induced Regeneration carbon project. The recorded amount reflects the present value of the Carbon Project. The 'Human Induced Regeneration carbon project on Tarmoola has a permanence period of 25 years. The 'permanence project', is the time over which the sequestered carbon in the vegetation must be retained. The 25-year period commences from the time of the first issuance of ACCUs*. The period during which ACCUs can be issued is also a 25 years (termed the 'crediting period') that commenced from the date the project is formally declared. The declaration date for the Tarmoola Station Regeneration Project was 18 March 2021.

*ACCU stands for Australian Carbon Credit Unit's (ACCUs) are a financial instrument awarded to eligible energy efficiency, renewable energy generation and carbon sequestration projects that result in a reduction of Greenhouse Gas (GHG) emissions. One ACCU represents the avoidance or removal of one tonne of carbon dioxide equivalent (tCO₂-e) GHG.

Note 14. Exploration and evaluation

	Consolidated	
	2021	2020
	\$	\$
<i>Non-current assets</i>		
Exploration and evaluation	<u>24,294,142</u>	<u>21,076,366</u>

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	\$
Balance at 1 January 2020	19,075,545
Expenditure during the year	2,506,497
Write off of assets	<u>(505,676)</u>
Balance at 31 December 2020	21,076,366
Expenditure during the year	3,774,817
Sale of Monger tenements	<u>(647,321)</u>
Balance at 31 December 2021	<u>24,203,862</u>

Note 15. Trade and other payables

	Consolidated	
	2021	2020
	\$	\$
<i>Current liabilities</i>		
Trade payables	1,040,173	1,042,280
Accrued expenses	<u>52,000</u>	<u>345,224</u>
	<u>1,092,173</u>	<u>1,387,504</u>

Refer to note 21 for further information on financial instruments.

Note 16. Borrowings

	Consolidated	
	2021	2020
	\$	\$
<i>Current liabilities</i>		
Loans from related parties ^(a)	110,246	110,246
Riverfort funding facility	<u>2,124,167</u>	<u>-</u>
	<u>2,234,413</u>	<u>110,246</u>

(a) The loan is from a previous director is at call, unsecured and is non-interest bearing see note 26.

Note 16. Borrowings (continued)

	Consolidated	
	2021	2020
	\$	\$
Riverfort funding facility movement during period:		
Cash received from notes	3,000,000	-
Less: options issued at fair value	(280,000)	-
Notes repayments	(825,000)	-
Interest incurred	229,167	-
Closing balance	<u>2,124,167</u>	<u>-</u>

Background

information:

On 3 August 2021 the Company secured funding to acquire Tarmoola Station. The Company entered into a financing facility with Riverfort Global Opportunities PCC Ltd (Riverfort) on the following material terms:

- **Maximum value of the facility:** \$3,270,000
- **Cash available under the facility:** \$3,000,000 (being 91.74% of the maximum value).
- **Implementation fee:** 3% of the drawdown amount equating to \$98,100.
- **Drawdown availability:** \$3,270,000 (before costs) following the Company obtaining shareholder approval for the conversion of the full facility at a General Meeting held on 27 September 2021.
- **Maturity date:** 12 months from drawdown.
- **Repayment schedule:** Monthly repayments amounts commencing 3 months after drawdown comprising \$275,000 (months 3-6 inclusive), \$361,666 (months 7-11 inclusive) with final outstanding amount payable month 12.
- **Conversion right:** Riverfort has conversion rights to fully paid ordinary shares in the Company for the value of the amount drawdown provided that the 5-day average VWAP for shares in the Company exceeds \$0.051 per share. The conversion price is \$0.038 per Share. The Company has the right to repay the conversion amount in cash rather than issue the conversion Shares. The Company can also elect to pay to Riverfort the difference between the market value of the conversion Shares to be issued to Riverfort and the conversion price either in cash or in Shares.
- **Redemption:** The Company may redeem early in certain circumstances. The Company can redeem within 7 months of drawdown in which case Riverfort may elect to convert the redemption amount to Shares if the 5 day average VWAP of Shares is greater than the conversion price of \$0.038 per Share. Redemption after 7 months can only occur with the consent of Riverfort
- **Options:** 20 million options to acquire Shares exercisable at \$0.042 each within 3 years of issue. On the 28th July 2021 The Company granted to Riverfort 20 million options to acquire Shares exercisable at \$0.042 each within 3 years of issue. The fair value of the Options has been assessed as \$280,000 using Black Scholes pricing method, based on the fair value of the companies share at the grant date (Refer to Note 19).
- **Security:** The Company and its subsidiaries granted security over all their respective assets to Riverfort to secure the obligations of the Company under the facility. The securities are on standard terms for securities of this nature.
- **Other terms:** The facility contains other terms (including events of default) that are customary for lending facilities of this nature.

Note 17. Issued capital

	Consolidated			
	2021	2020	2021	2020
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>1,090,042,093</u>	<u>771,389,707</u>	<u>97,275,706</u>	<u>88,279,541</u>

Note 17. Issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	\$
Balance	1 Jan 2020	315,779,687	82,790,948
Shares issued during the year		247,389,320	4,544,508
Shares issued on conversion of notes		191,350,000	1,408,325
Shares issued in payment of interest		3,404,600	18,891
Shares issued in payment for services		13,466,100	157,487
Cost of raising capital		-	(640,618)
Balance	31 Dec 2020	771,389,707	88,279,541
Shares issued during the year		80,606,054	4,225,000
Shares issued on conversion of options		210,334,364	4,224,851
Shares issued for acquisition of Investment		27,711,968	803,647
Cost of raising capital		-	(257,333)
Balance	31 Dec 2021	<u>1,090,042,093</u>	<u>97,275,706</u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

Note 18. Reserves

	Consolidated	
	2021	2020
	\$	\$
Options reserve	<u>2,131,919</u>	<u>621,500</u>

Option reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	\$
Balance at 1 January 2020	290,000
Convertible note issued	1,118,325
Convertible note converted to equity	(1,408,325)
Balance at 31 December 2020	<u>621,500</u>
Balance at 31 December 2020	621,500
Option subscription funds ^(a)	349,419
Options issued to Riverfort ^(b)	280,000
Options granted ^(c)	<u>881,000</u>
Balance at 31 December 2021	<u>2,131,919</u>

- (a) The reserve is used to record the value of 349,419,174 unlisted options (TNROB) issued at 0.001 per option.
- (b) The reserve is used to record the value of 20,00,000 unlisted options issued to Riverfort On 28 February 2021 as part of the terms of the funding facility. Details of the share based payments are in note 19.
- (c) The value of options issued to the directors, management and consultants of the company as part of compensation for their services. Details of the share based payments are in note 19.

Note 19. Share-based payments

From time to time, the Group provides Incentive Options and Performance Rights to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements. In addition during the period options were issued to Riverfort as part of the funding facility. The number of options or rights granted, and the terms of the options or rights granted are determined by the Board. Shareholder approval is sought where required. During the period the following share-based payments have been recognised:

Options granted

During the period, the following options have been have been granted:

Note 19. Share-based payments (continued)

	\$
Options issued during period to expensed to profit & loss:	
1. Consultants	168,000
2. Directors	240,000
3. Consultants	125,000
4. Consultants	18,000
5. Consultants	100,000
6. Consultants	81,000
7. Consultants	81,000
8. Consultants	68,000
	<u>881,000</u>
Funding facility options granted during period allocated to liabilities:	
9 Riverfort (Note 16)	280,000

For the options granted during the current financial half-year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

	1 Consultants	2 Directors	3 Consultants	4 Consultants	5 Consultants
Recognised in	P&L	P&L	P&L	P&L	P&L
Grant date	6/01/2021	6/01/2021	3/02/2021	5/02/2021	6/02/2021
Issued date	6/01/2021	6/2/2021	3/02/2021	5/02/201	6/02/2021
Number of options issued	12,000,000	12,000,000	5,000,000	2,000,000	5,000,000
Valuation methodology	TNRO listed options	Black - Scholes	Black - Scholes	Black - Scholes	Black - Scholes
Expiry date	7/02/2021	5/02/2024	5/02/2024	5/02/2024	5/02/2024
Vesting date		6/02/2021	6/02/2021	6/02/2021	6/02/2021
Share price at grant date		0.031	0.037	0.018	0.031
Exercise price	0.02	0.026	0.026	0.026	0.026
Expected volatility		100%	100%	100%	100%
Risk-free interest rate		0.70%	0.70%	0.70%	0.70%
Last traded price	0.014				
Fair value at grant date	0.014	0.02	0.025	0.009	0.02
Fair value \$	168,000	240,000	125,000	18,000	100,000

Note 19. Share-based payments (continued)

	6 Consultants	7 Consultants	8 Consultants	9 Riverfort
Recognised in	P&L	P&L	P&L	Liabilities (note 16)
Grant date	1/04/2021	1/04/2021	15/02/2021	28/07/2021
Issued date	5/02/2021	5/02/2021	11/10/2021	28/07/2021
Number of options issued	3,000,000	3,000,000	4,000,000	20,000,000
Valuation methodology	TNRO listed options	TNRO listed options	Black - Scholes	Black Scholes
Expiry date	7/02/2022	7/02/2022	5/02/2024	28/07/2024
Vesting date			11/10/2021	28/07/2021
Share price at grant date			0.026	0.03
Exercise price	0.020	0.020	0.02	0.042
Expected volatility			100%	100%
Risk-Free interest rate			0.27%	0.27%
Last traded price	0.027	0.027	0.028	
Fair value at grant date				0.0140
Fair value \$	81,000	81,000	68,000	280,000

Option movements

Exercise period	Exercise price	Beginning balance	Issued	Exercised	Ending balance
TNRO expire 7/02/2022	\$0.020	404,306,403	74,313,100	(210,334,364)	268,285,139
TNRAC expire 5/02/2024	\$0.026	-	102,313,100	-	102,313,100
TNRAA expire 22/10/24	\$0.042	-	20,000,000	-	20,000,000
TNRAA expire 11/04/2023	\$0.100	11,000,000	-	-	11,000,000

The weighted average year remaining contractual life

The weighted average year remaining contractual life for share-based payment options outstanding as of the 31 December 2021 was 1.34 years

The weighted average fair value

The weighted average fair value of options outstanding as of 31 December 2021 was \$0.023.

Note 20. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 21. Financial instruments

General Objectives, Policies and Processes

The consolidated entity is exposed to risks that arise from its use of financial instruments. This note describes the consolidated entity's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the consolidated entity's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the consolidated entity's risk management objectives and policies. The consolidated entity's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of objectives where such impacts may be material. The Board periodically reviews the effectiveness of the process put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible. Further details regarding these policies are set out below:

Interest rate risk

The consolidated entity is constantly monitoring its exposure to trends and fluctuations in interest rates in order to manage interest rate risk.

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

Credit risk

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the consolidated entity incurring a financial loss. This usually occurs when debtors or counterparties to derivative contracts fail to settle their obligations owing to the consolidated entity. The consolidated entity does not have any material credit risk exposure to any single receivable or consolidated entity of receivables under financial instruments entered into by the consolidated entity.

The maximum exposure to credit risk at balance date is as follows:

	Consolidated	
	2021	2020
	\$	\$
Trade receivables	125,508	5,063
Loan to directors and consultants	671,400	-
	<u>796,908</u>	<u>5,063</u>

Liquidity risk

Liquidity risk is the risk that the consolidated entity may encounter difficulties raising funds to meet commitments associated with financial instruments due to creditors. The consolidated entity manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained. The consolidated entity's operations require it to raise capital on an on-going basis to fund its planned exploration program and to commercialise its tenement assets.

Note 21. Financial instruments (continued)

Remaining contractual maturities

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Contractual cash flows	Remaining contractual maturities
Consolidated - 2021	%	\$	\$	\$	\$	\$	\$
Non-derivatives							
<i>Non-interest bearing</i>							
Trade payables	-	946,812	-	-	-	-	946,812
Employee benefits payable	-	46,052	-	-	-	-	46,052
<i>Interest-bearing - variable</i>							
Riverfort facility	-	2,124,167	-	-	-	-	2,124,167
Total non-derivatives		3,117,031	-	-	-	-	3,117,031
Consolidated - 2020							
	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years		Remaining contractual maturities
	%	\$	\$	\$	\$		\$
Non-derivatives							
<i>Non-interest bearing</i>							
Trade payables	-	968,085	-	-	-	-	968,085
Employee benefits payable	-	66,070	-	-	-	-	66,070
Total non-derivatives		1,034,155	-	-	-	-	1,034,155

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 22. Key management personnel disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	2021	2020
	\$	\$
Short-term employee benefits	239,799	285,550
Post-employment benefits	6,239	2,177
Share-based payments	240,000	2,177
	<u>486,038</u>	<u>576,706</u>

Note 23. Remuneration of auditors

During the financial year the following audit fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the company:

	Consolidated	
	2021	2020
	\$	\$
<i>Audit services - BDO Audit Pty Ltd</i>		
Audit or review of the financial statements	60,649	36,000
Audit services – RSM Australian Partners		
Audit or review of the financial statements	-	7,564
	<u>60,649</u>	<u>43,564</u>

Note 24. Contingent assets and liabilities

There are no contingent assets and liabilities as of 31 December 2021 and at 31 December 2020.

Note 25. Commitments

There are no commitments as of 31 December 2021 and at 31 December 2020.

Note 26. Related party transactions

Parent entity

Torian Resources Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 28.

Key management personnel

Disclosures relating to key management personnel are set out in the remuneration report included in the directors' report.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated	
	2021	2020
	\$	\$
Transactions with related parties:		
Summers Legal Pty Ltd (legal fees)	84,549	42,703
NSFA Pty Ltd (rent fees)	4,000	11,742

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Note 26. Related party transactions (continued)

Loans to/from related parties

The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated	
	2021	2020
	\$	\$
Non-current receivables:		
Loan to Peretz Schapiro	198,069	-
Loan to Paul Summers	375,532	-
Current borrowings:		
Loan from Jemda Pty Ltd*	110,246	110,246

*Entity controlled by former director Mr Matthew Sullivan. The loan is unsecured, at call and is non-interest bearing.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 27. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2021	2020
	\$	\$
Loss after income tax	(3,430,082)	(1,994,778)
Total comprehensive income	(3,430,082)	(1,994,778)

Note 27. Parent entity information (continued)

Statement of financial position

	Parent	
	2021	2020
	\$	\$
Total current assets	2,099,421	2,674,214
Total non-current assets	30,324,790	21,109,497
Total assets	32,424,211	23,783,711
Total current liabilities	2,907,277	1,343,280
Total liabilities	2,907,277	1,343,280
Net assets	29,516,934	22,440,431
Equity		
Issued capital	97,275,705	88,279,540
Options reserve	2,131,919	621,500
Accumulated losses	(69,890,690)	(66,460,609)
Total equity	29,516,934	22,440,432

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2021 and 31 December 2020.

Contingent liabilities

The parent entity had no contingent liabilities as at 31 December 2021 and 31 December 2020.

Capital commitments

The parent entity had no capital commitments as at 31 December 2021 and 31 December 2020.

Note 28. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2021 %	2020 %
Cascade Resources Pty Ltd	Australia	100.00%	100.00%
Cluff Minerals (Aust) Pty Limited	Australia	100.00%	100.00%
NSW Gold Pty Ltd	Australia	100.00%	100.00%
Who Are They Pty Ltd	Australia	100.00%	100.00%
Zuleika JV Management Pty Ltd (100% owned by Cascade Resources Limited)	Australia	100.00%	100.00%
Monger Gold Limited *	Australia	-	100.00%
Mt Monger Projects Pty Ltd (100% owned by Monger Gold Limited)	Australia	-	100.00%
Tarmoola Holdings Pty Ltd	Australia	100.00%	100.00%
Torian Bullion Pty Ltd	Australia	100.00%	-

*During the period Monger Gold Ltd completed its listing on the ASX, as a result the consolidated entity no longer controls Monger Gold Ltd.

Note 29. Events after the reporting period

The following events have occurred after the period end:

- On 14 January 2022, the Company announced that reconnaissance exploration targeting high priority orogenic Mt Stirling Central structures, has discovered robust and significant Yttrium (pXRF) anomalies. On 31 January 2022 it was further announced that the Mt Stirling Central Yttrium and Heavy Rare Earth Elements (HREE) Discovery was further confirmed to occur throughout oxide horizons across multiple regional scale survey lines @ Yttria, close to the Arktos Fault.
- On 7 February 2022 the listed TNRO options expired. Total funds received from the exercise of 249.9 million options totalled just under \$5.0million.
- As announced to the market on 31 March 2022, the group has successfully renegotiated the terms of its funding agreement with Riverfort Global Opportunities PCC Ltd (Riverfort). As of March 1, the balance owed to Riverfort was \$1,989,166. The Company has agreed to repay the balance on the lasting trading day of each month over the coming 12 months by making monthly instalment payments of \$180,133.27 plus a 1% per month interest rate. Provisions around the Conversion Price and Trigger price have been removed. As such Riverfort will no longer be able to convert any outstanding balance into equity provided that Torian meets its monthly repayments. Torian can repay the loan in part or in full at any time it so chooses without any penalty.

Note 29. Events after the reporting period (Continued)

• The impact of the Coronavirus (COVID-19) pandemic is ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

• No other matter or circumstance has arisen since 31 December 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 30. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	2021	2020
	\$	\$
Loss after income tax expense for the year	(3,275,380)	(2,070,357)
Adjustments for:		
Depreciation and amortisation	145,753	44,508
Share-based payments	881,000	329,500
Livestock Impairment expense	760,870	-
Exploration Impairment expense	-	505,676
Finance costs	327,267	-
Gain on sales of tenements	(228,678)	-
Other non-cash items	47,876	-
Change in operating assets and liabilities:		
Increase in trade and other receivables	(935,696)	(231,268)
Increase in trade and other payables	295,331	464,212
Net cash used in operating activities	<u>(1,981,657)</u>	<u>(957,729)</u>

Note 31. Earnings per share

	Consolidated	
	2021	2020
	\$	\$
Loss after income tax	<u>(3,275,380)</u>	<u>(2,070,357)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>889,067,849</u>	<u>547,353,524</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>889,067,849</u>	<u>547,353,524</u>
	Cents	Cents
Basic earnings per share	(0.37)	(0.38)
Diluted earnings per share	(0.37)	(0.38)

Torian Resources Limited
Directors' declaration
31 December 2021

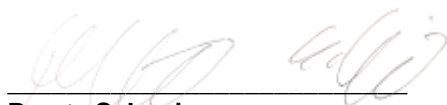
In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2021 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Peretz Schapiro
Executive Director

31 March 2022



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INDEPENDENT AUDITOR'S REPORT

To the members of Torian Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Torian Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 31 December 2021 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.



Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Carrying value of exploration and evaluation expenditures

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As the carrying value of the capitalised exploration and evaluation expenditures represents a significant asset of the company, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of this asset may exceed its recoverable amount.</p> <p>AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> contains detailed requirements with respect to both the initial recognition of such assets and ongoing requirements to continue to carry forward the assets.</p> <p>Note 1 to the financial statements contains the accounting policy and note 14 disclosures in relation to exploration and evaluation expenditures.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> • Obtaining evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation expenditure • Confirming whether the rights to tenure of the areas of interest remained current at the reporting date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future • Agreeing a sample of additions to supporting documentation and ensuing amounts capitalised were permissible and capitalised correctly • Reviewing the directors' assessment of the carrying value of the exploration and evaluation costs, ensuring that management have considered the effect of impairment indicators, commodity prices and the stage of the Group's project • Reviewing budgets and challenging assumptions made by the entity to ensure that substantive expenditure on further exploration for and evaluation of the mineral resources in the areas of interest were planned • Reviewing ASX announcements and minutes of directors' meetings to ensure that the company had not decided to discontinue activities in any of its areas of interest.



Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 2021, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.



Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 16 to 21 of the directors' report for the year ended 31 December 2021.

In our opinion, the Remuneration Report of Torian Resources Limited, for the year ended 31 December 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd

A stylized signature of the BDO firm, written in a cursive, handwritten style.

A handwritten signature in cursive script, which appears to read 'James Mooney'.

James Mooney
Director

Melbourne, 31 March 2022

ASX Additional Information

Additional information required by the ASX Listing Rules not disclosed elsewhere in this Annual Report is set out below.

Shareholders (ASX:TNR)

As at 26 April 2022, Torian Resources Limited had 2,693 shareholders. At a general meeting, every shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and, or a poll, one vote for each fully paid share held. Option holders do not have voting rights.

Range	Number of Holders	Number of Units	% of Total Issued Capital
1 - 1,000	232	37,832	0.00%
1,001 - 5,000	61	153,092	0.01%
5,001 - 10,000	58	479,486	0.04%
10,001 - 100,000	1,240	59,020,652	4.40%
>100,000	1,102	1,280,284,758	95.55%
TOTAL	2,693	1,339,975,820	100.00%

Based on the price per security, number of holders with an unmarketable holding: 458, with total 2,170,449, mounting to 0.16% of Issued Capital (based on share price of \$0.030).

Substantial Shareholders

As at 28 April 2022, there was a single shareholder who held 5% or more of the issued capital of the Company who had lodged a substantial shareholder notice with ASX.

NOVA MINERALS LIMITED	117,351,660 shares	8.76%
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Top 20 Shareholders (TNR) as at 26 April 2022

Rank	Name	Units	% of Units
1	NOVA MINERALS LIMITED	117,351,660	8.76
2	CITICORP NOMINEES PTY LTD	37,805,300	2.82
3	STEELE INVESTMENTS SUPERANNUATION FUND PTY LTD <STEELE S/F A/C>	36,250,000	2.71
4	OST-KIM PTY LTD <JAKANA SUPER FUND A/C>	29,453,756	2.20
5	BULLIONFX LTD	27,711,968	2.07
6	ATEQ INVESTMENTS PTY LTD	26,062,901	1.95
7	MR MORDECHAI ZALMAN FIXLER <010721 DISCRETIONARY A/C>	21,744,916	1.62
8	BNP PARIBAS NOMINEES	21,708,063	1.62
9	NSFA PTY LTD	21,674,155	1.62
10	OZZI PTY LTD	21,285,330	1.59
11	MURTAGH BROS VINEYARDS PTY LTD <MURTAGH BROS VINEYARDS S/F>	20,756,213	1.55
12	MR MATTHEW GARY WALLACE	19,978,192	1.49
13	YUKOR MIPOZ PTY LTD	15,477,955	1.16
14	MR MARK ANDREW HUMPHRIS	14,930,672	1.11
15	MR ARYE LEON SHAPIRO	14,300,000	1.07
16	MR RICHARD DESMOND REID	13,800,002	1.03
17	HASHEFA PTY LTD	13,724,474	1.02
18	PATRON PARTNERS PTY LTD <AP & RL MURTAGH FAMILY A/C>	13,272,767	0.99
19	MURTAGH BROS VINEYARDS PTY LTD	12,305,067	0.92
20	DR EDWARD GRAHAM BARRETT-LENNARD	10,514,000	0.78
Totals: Top 20 holders of TNR ORDINARY FULLY PAID		510,107,391	38.07
Total Remaining Holders Balance		829,868,429	61.93
Total Holders Balance		1,339,975,820	100

Listed Option holders (ASX:TNROB)

As at 26 April 2022, Torian Resources Limited had 514 option holders. Option holders do not have voting rights.

Range	Number of Holders	Number of Units	% of Total Issued Capital
1 – 1,000	26	26	0.00%
1,001 – 5,000	11	11	0.01%
5,001 – 1,0000	39	39	0.08%
10,001 – 100,000	208	208	2.32%
> 100,000	230	230	97.59%
TOTAL	514	352,416,975	100.00%

Top 20 Listed Option (TNROB) Holdings as at 26 April 2022

Rank	Name	Units	% of Units
1	NOVA MINERALS LIMITED	46,508,866	13.20
2	OST-KIM PTY LTD <JAKANA SUPER FUND A/C>	17,754,003	5.04
3	HASHEFA PTY LTD	16,638,945	4.72
4	NSFA PTY LTD	14,448,857	4.10
5	MR MORDECHAI ZALMAN FIXLER <010721 DISCRETIONARY A/C>	13,332,800	3.78
6	PATRON PARTNERS PTY LTD <AP & RL MURTAGH FAMILY A/C>	8,848,156	2.51
7	OZZI PTY LTD	8,357,625	2.37
8	MURTAGH BROS VINEYARDS PTY LTD <MURTAGH BROS VINEYARDS S/F>	8,302,485	2.36
9	MURTAGH BROS VINEYARDS PTY LTD	8,203,048	2.33
10	YUKOR MIPOZ PTY LTD	6,175,542	1.75
11	MR MARK ANDREW HUMPHRIS	5,953,541	1.69
12	ATEQ INVESTMENTS PTY LTD	5,659,023	1.61
13	MR ARYE LEON SHAPIRO	5,600,000	1.59
14	STEELE INVESTMENTS SUPERANNUATION FUND PTY LTD<STEELE S/F A/C>	5,577,776	1.58
15	MR MATTHEW GARY WALLACE	5,200,000	1.48
16	LAUNCHPAD (AUS) PTY LTD <LAUNCHPAD A/C>	4,863,619	1.38
17	KUSHKUSH INVESTMENTS PTY LTD <ALEXANDRA DISCRETIONARY A/C>	4,600,000	1.31
18	MS CHRISTINE MCGEE	4,500,000	1.28
19	CHARIDY PTY LTD	4,303,531	1.22
20	JOHNS CORPORATION PTY LTD <JOHNS FAMILY A/C>	4,197,962	1.19
Totals: Top 20 holders of TNROB 30112023/\$0.035		199,025,779	56.47
Total Remaining Holders Balance		153,391,196	43.53
Total Holders Balance		352,416,975	100

Unquoted Securities

As at 26 April 2022 the following classes of unquoted securities were on issue:

- 11,000,000 unquoted options exercisable at \$0.10 on or before 9 April 2023;
- 20,000,000 unquoted options exercisable at \$0.042 on or before 22 October 2024;
- 1 unquoted option exercisable at \$0.026 on or before 5 February 2024; and
- 28,000,000 unquoted options exercisable at \$0.026 on or before 5 February 2024;
- 3,600,000 Class A Performance Rights
- 5,400,000 Class B Performance Rights
- 3,049,235 Convertible Notes

Unquoted Equity Security Holders with Greater than 20% of an Individual Class

As at 26 April 2022 the following class of unquoted securities had holders with greater than 20% of the class on issue.

11,000,000 Unquoted Options exercisable at \$0.10 on or before 9 April 2023 (2 Holders)

Percentage Held %	Name	Number of Units held
50%	Tribune Resources Ltd	5,500,000
50%	Rand Mining Ltd	5,500,000

20,000,000 Unquoted Options exercisable at \$0.042 on or before 22 October 2024 (1 Holder)

Percentage Held %	Name	Number of Units held
100%	RIVERFORT GLOBAL OPPORTUNITIES PPC LTD	20,000,000

28,000,000 Unquoted Options exercisable at \$0.026 on or before 5 February 2024

Range	Number of Holders	Number of Units	% of Total Issued Capital
1 – 1,000	-	-	0.00%
1,001 – 5,000	-	-	0.00%
5,001 – 1,0000	-	-	0.00%
10,001 – 100,000	-	-	0.00%
> 100,000	7	28,000,000	100.00%
TOTAL	7	28,000,000	100.00%

Percentage Held %	Name	Number of Units held
35.7%	Sapphires Holdings Pty Ltd	10,000,000

Class A Performance Rights expiring 29 June 2024

Range	Number of Holders	Number of Units	% of Total Issued Capital
1 – 1,000	-	-	0.00%
1,001 – 5,000	-	-	0.00%
5,001 – 1,0000	-	-	0.00%
10,001 – 100,000	-	-	0.00%
> 100,000	2	3,600,000	100.00%
TOTAL	2	3,600,000	100.00%

Class B Performance Rights expiring 29 June 2024

Range	Number of Holders	Number of Units	% of Total Issued Capital
1 – 1,000	-	-	0.00%
1,001 – 5,000	-	-	0.00%
5,001 – 1,0000	-	-	0.00%
10,001 – 100,000	-	-	0.00%
> 100,000	2	5,400,000	100.00%
TOTAL	2	5,400,000	100.00%

Convertible Notes

Range	Number of Holders	Number of Units	% of Total Issued Capital
1 – 1,000	-	-	0.00%
1,001 – 5,000	-	-	0.00%
5,001 – 1,0000	-	-	0.00%
10,001 – 100,000	-	-	0.00%
> 100,000	1	3,049,235	100.00%
TOTAL	1	3,049,235	100.00%

Restricted Securities

There are no restricted securities currently on issue.

On-market Buy-Back

Currently there is no on-market buy-back of the Company's securities.

Tenements Held at 31 December 2021

ID	Location	Project / JV Name	Interest %
P15/5305	Coolgardie, WA	Bonnievale	100
M15/1839	Coolgardie, WA	Bonnievale	Pending
P24/4941	Kalgoorlie, WA	Broad Arrow	100
P24/4942	Kalgoorlie, WA	Broad Arrow	100
P26/4217	Kalgoorlie, WA	Parkeston	100
P26/4218	Kalgoorlie, WA	Parkeston	100
P26/4219	Kalgoorlie, WA	Parkeston	100
P26/4397	Kalgoorlie, WA	Parkeston	100
M37/1305	Leonora, WA	Mt Stirling	100
M37/1306	Leonora, WA	Mt Stirling	51
M37/1311	Leonora, WA	Mt Stirling	51
M37/1312	Leonora, WA	Mt Stirling	51
M37/1313	Leonora, WA	Mt Stirling	51
M37/1324	Leonora, WA	Mt Stirling	100
M37/1354	Leonora, WA	Mt Stirling	Pending
M37/1355	Leonora, WA	Mt Stirling	Pending
M37/1356	Leonora, WA	Mt Stirling	Pending
M37/1365	Leonora, WA	Mt Stirling	Pending
P37/8240	Leonora, WA	Mt Stirling	51
P37/8241	Leonora, WA	Mt Stirling	51
P37/8242	Leonora, WA	Mt Stirling	51
P37/8243	Leonora, WA	Mt Stirling	51
P37/8368	Leonora, WA	Mt Stirling	51
P37/8712	Leonora, WA	Mt Stirling	100
P37/8831	Leonora, WA	Mt Stirling	100
P37/8832	Leonora, WA	Mt Stirling	100
P37/8833	Leonora, WA	Mt Stirling	100
P37/8834	Leonora, WA	Mt Stirling	100
P37/8838	Leonora, WA	Mt Stirling	100
P37/8839	Leonora, WA	Mt Stirling	100
P37/8840	Leonora, WA	Mt Stirling	100
P37/8845	Leonora, WA	Mt Stirling	100
P37/8846	Leonora, WA	Mt Stirling	100
P37/8847	Leonora, WA	Mt Stirling	100
P37/8848	Leonora, WA	Mt Stirling	100
P37/8849	Leonora, WA	Mt Stirling	100
P37/8811	Leonora, WA	Diorite	100
P37/8850	Leonora, WA	Diorite	100
P37/8851	Leonora, WA	Diorite	100
P37/8852	Leonora, WA	Diorite	100
P37/8853	Leonora, WA	Diorite	100
P37/8854	Leonora, WA	Diorite	100

Tenement ID	Location	Project / JV Name	Interest %
P37/8855	Leonora, WA	Diorite	100
P37/8856	Leonora, WA	Diorite	100
P37/8857	Leonora, WA	Diorite	100
P37/8858	Leonora, WA	Diorite	100
P37/8859	Leonora, WA	Diorite	100
P37/8860	Leonora, WA	Diorite	100
P37/8861	Leonora, WA	Diorite	100
P37/8868	Leonora, WA	Diorite	100
P37/8869	Leonora, WA	Diorite	100
P37/8881	Leonora, WA	Diorite	100
P37/8882	Leonora, WA	Diorite	100
P37/8883	Leonora, WA	Diorite	100
P37/8884	Leonora, WA	Diorite	100
P37/8885	Leonora, WA	Diorite	100
P37/8886	Leonora, WA	Diorite	100
P37/8887	Leonora, WA	Diorite	100
P37/8888	Leonora, WA	Diorite	100
P37/8889	Leonora, WA	Diorite	100
P37/9342	Leonora, WA	Diorite	100
P37/9343	Leonora, WA	Diorite	100
P37/9512	Leonora, WA	Diorite	Pending
P37/9513	Leonora, WA	Diorite	Pending
P37/9514	Leonora, WA	Diorite	Pending
P37/9515	Leonora, WA	Diorite	Pending
P37/9516	Leonora, WA	Diorite	Pending
P37/9517	Leonora, WA	Diorite	Pending
P37/9518	Leonora, WA	Diorite	Pending
P37/9519	Leonora, WA	Diorite	Pending
P37/9520	Leonora, WA	Diorite	Pending
P37/9521	Leonora, WA	Diorite	Pending
P37/9522	Leonora, WA	Diorite	Pending
P37/9523	Leonora, WA	Diorite	Pending
P37/9524	Leonora, WA	Diorite	Pending
P37/9525	Leonora, WA	Diorite	100
Monger Gold Ltd (MMG) Joint Venture			
P15/6074	Coolgardie, WA	Gibraltar South	20
P15/6075	Coolgardie, WA	Gibraltar South	20
P15/6076	Coolgardie, WA	Gibraltar South	20
P15/6077	Coolgardie, WA	Gibraltar South	20
P15/6078	Coolgardie, WA	Gibraltar South	20
P15/6114	Coolgardie, WA	Gibraltar South	20
P15/6115	Coolgardie, WA	Gibraltar South	20
P15/5914	Coolgardie, WA	Gibraltar	20
M15/1876	Coolgardie, WA	Gibraltar	Pending

Tenement ID	Location	Project / JV Name	Interest %
P26/4089	Kalgoorlie, WA	Mt Monger	20
P26/4101	Kalgoorlie, WA	Mt Monger	20
P26/4102	Kalgoorlie, WA	Mt Monger	20
P26/4103	Kalgoorlie, WA	Mt Monger	20
P26/4104	Kalgoorlie, WA	Mt Monger	20
P26/4112	Kalgoorlie, WA	Mt Monger	20
P26/4114	Kalgoorlie, WA	Mt Monger	20
P26/4115	Kalgoorlie, WA	Mt Monger	20
P26/4139	Kalgoorlie, WA	Mt Monger	20
P26/4141	Kalgoorlie, WA	Mt Monger	20
P26/4142	Kalgoorlie, WA	Mt Monger	20
P26/4143	Kalgoorlie, WA	Mt Monger	20
P26/4275	Kalgoorlie, WA	Mt Monger	20
P26/4276	Kalgoorlie, WA	Mt Monger	20
P26/4292	Kalgoorlie, WA	Mt Monger	20
P26/4507	Kalgoorlie, WA	Mt Monger	20
P25/2348	Kalgoorlie, WA	Mt Monger	20
P25/2349	Kalgoorlie, WA	Mt Monger	20
P25/2493	Kalgoorlie, WA	Mt Monger	20
P26/4086	Kalgoorlie, WA	Mt Monger	20
P26/4106	Kalgoorlie, WA	Mt Monger	20
P26/4107	Kalgoorlie, WA	Mt Monger	20
P26/4108	Kalgoorlie, WA	Mt Monger	20
P26/4109	Kalgoorlie, WA	Mt Monger	20
P26/4110	Kalgoorlie, WA	Mt Monger	20
P26/4111	Kalgoorlie, WA	Mt Monger	20
P26/4113	Kalgoorlie, WA	Mt Monger	20
P26/4310	Kalgoorlie, WA	Mt Monger	20
P26/4409	Kalgoorlie, WA	Mt Monger	20
Zuleika Gold (ZAG) Joint Venture			
M24/0975	Kalgoorlie, WA	Credo Well JV	Pending
P24/4418	Kalgoorlie, WA	Credo Well JV	50
P24/4419	Kalgoorlie, WA	Credo Well JV	50
P24/4420	Kalgoorlie, WA	Credo Well JV	50
P24/4421	Kalgoorlie, WA	Credo Well JV	50
P24/4422	Kalgoorlie, WA	Credo Well JV	50
P24/4423	Kalgoorlie, WA	Credo Well JV	50
P24/4424	Kalgoorlie, WA	Credo Well JV	50
P24/4425	Kalgoorlie, WA	Credo Well JV	50
P24/4426	Kalgoorlie, WA	Credo Well JV	50
P24/4427	Kalgoorlie, WA	Credo Well JV	50
P24/4428	Kalgoorlie, WA	Credo Well JV	50
P24/4429	Kalgoorlie, WA	Credo Well JV	50
P24/4468	Kalgoorlie, WA	Credo Well JV	50

Tenement ID	Location	Project / JV Name	Interest %
P24/5247	Kalgoorlie, WA	Credo Well JV	50
E24/190	Coolgardie, WA	Zuleika JV	25
M16/229	Coolgardie, WA	Zuleika JV	25
M16/491	Coolgardie, WA	Zuleika JV	25
P16/2837	Coolgardie, WA	Zuleika JV	25
P16/2843	Coolgardie, WA	Zuleika JV	25
P16/2853	Coolgardie, WA	Zuleika JV	25
P16/2882	Coolgardie, WA	Zuleika JV	25
P16/2884	Coolgardie, WA	Zuleika JV	25
P16/2885	Coolgardie, WA	Zuleika JV	25
P16/2896	Coolgardie, WA	Zuleika JV	25
P16/2902	Coolgardie, WA	Zuleika JV	25
P16/2943	Coolgardie, WA	Zuleika JV	25
P16/2944	Coolgardie, WA	Zuleika JV	25
P16/2945	Coolgardie, WA	Zuleika JV	25
P16/2946	Coolgardie, WA	Zuleika JV	25
P16/2947	Coolgardie, WA	Zuleika JV	25
P16/2948	Coolgardie, WA	Zuleika JV	25
P16/2949	Coolgardie, WA	Zuleika JV	25
P16/2950	Coolgardie, WA	Zuleika JV	25
P16/2951	Coolgardie, WA	Zuleika JV	25
P16/2952	Coolgardie, WA	Zuleika JV	25
P16/2953	Coolgardie, WA	Zuleika JV	25
P16/2959	Coolgardie, WA	Zuleika JV	25
P16/2960	Coolgardie, WA	Zuleika JV	25
P16/2964	Coolgardie, WA	Zuleika JV	25
P16/2965	Coolgardie, WA	Zuleika JV	25
P16/2966	Coolgardie, WA	Zuleika JV	25
P16/2967	Coolgardie, WA	Zuleika JV	25
P16/3024	Coolgardie, WA	Zuleika JV	25
P16/3025	Coolgardie, WA	Zuleika JV	25
P16/3026	Coolgardie, WA	Zuleika JV	25
P16/3161	Coolgardie, WA	Zuleika JV	25
P16/3162	Coolgardie, WA	Zuleika JV	25
P16/3174	Coolgardie, WA	Zuleika JV	25
P16/3175	Coolgardie, WA	Zuleika JV	25
P16/3176	Coolgardie, WA	Zuleika JV	25
P16/3177	Coolgardie, WA	Zuleika JV	25
P16/3178	Coolgardie, WA	Zuleika JV	25
P16/3210	Coolgardie, WA	Zuleika JV	25
P24/4679	Coolgardie, WA	Zuleika JV	25
P24/4749	Coolgardie, WA	Zuleika JV	25
P24/4827	Coolgardie, WA	Zuleika JV	25
P24/4828	Coolgardie, WA	Zuleika JV	25

Tenement ID	Location	Project / JV Name	Interest %
P24/4932	Coolgardie, WA	Zuleika JV	25
P24/4933	Coolgardie, WA	Zuleika JV	25
P24/5078	Coolgardie, WA	Zuleika JV	25
P24/5079	Coolgardie, WA	Zuleika JV	25
P24/5080	Coolgardie, WA	Zuleika JV	25
P24/5081	Coolgardie, WA	Zuleika JV	25
P24/5332	Coolgardie, WA	Zuleika JV	25
P16/3251	Coolgardie, WA	Zuleika JV	25
P16/3252	Coolgardie, WA	Zuleika JV	25
P16/3253	Coolgardie, WA	Zuleika JV	25
P16/3254	Coolgardie, WA	Zuleika JV	25
P16/3255	Coolgardie, WA	Zuleika JV	25
P16/3260	Coolgardie, WA	Zuleika JV	25
P24/5391	Coolgardie, WA	Zuleika JV	25
P24/5392	Coolgardie, WA	Zuleika JV	25
P24/5393	Coolgardie, WA	Zuleika JV	25
P24/5394	Coolgardie, WA	Zuleika JV	25
P24/5395	Coolgardie, WA	Zuleika JV	25
P24/5401	Coolgardie, WA	Zuleika JV	25
P24/5402	Coolgardie, WA	Zuleika JV	25
P24/5405	Coolgardie, WA	Zuleika JV	25
P24/5406	Coolgardie, WA	Zuleika JV	25
P24/5407	Coolgardie, WA	Zuleika JV	25
P24/5409	Coolgardie, WA	Zuleika JV	25
P24/5410	Coolgardie, WA	Zuleika JV	25
P24/5411	Coolgardie, WA	Zuleika JV	25
P24/5412	Coolgardie, WA	Zuleika JV	25
P24/5413	Coolgardie, WA	Zuleika JV	25
P24/5423	Coolgardie, WA	Zuleika JV	25
P24/5424	Coolgardie, WA	Zuleika JV	25
P24/5427	Coolgardie, WA	Zuleika JV	25
P24/5428	Coolgardie, WA	Zuleika JV	25
P24/5429	Coolgardie, WA	Zuleika JV	25
P24/5430	Coolgardie, WA	Zuleika JV	25
P24/5431	Coolgardie, WA	Zuleika JV	25
P24/5432	Coolgardie, WA	Zuleika JV	25
P24/5433	Coolgardie, WA	Zuleika JV	25
Mt Malcolm Gold Holdings (M2R) Joint Venture			
P37/8791	Leonora, WA	Malcolm JV	100
P37/8792	Leonora, WA	Malcolm JV	100
P37/8793	Leonora, WA	Malcolm JV	100
P37/9105	Leonora, WA	Malcolm JV	100
P37/8745	Leonora, WA	Malcolm JV	100
P37/8746	Leonora, WA	Malcolm JV	100

Tenement ID	Location	Project / JV Name	Interest %
P37/8747	Leonora, WA	Malcolm JV	100
P37/8748	Leonora, WA	Malcolm JV	100
P37/8754	Leonora, WA	Malcolm JV	100
P37/8890	Leonora, WA	Malcolm JV	100
P37/8891	Leonora, WA	Malcolm JV	100

JORC (2012) Resources - Gold >0.5g/t							
31 December 2021				31 December 2020			
Project	Deposit	Tonnes	Gold g/t	Ounces	Tonnes	Gold g/t	Ounces
Mt Stirling	Mt Stirling - Indicated	355,000	1.7	20,000	-	-	
	Mt Stirling - Inferred	1,695,000	1.5	82,000	727,000	1.45	33,900
	Mt Stirling Well - Inferred	253,500	2.01	16,384	253,500	2.01	16,400
Totals (Dry metric tonnes)		2,303,500		118,384	980,500		50,300

*There were no further changes to the Company's JORC Resources as at the date of this report.

Governance arrangement and internal controls

The mineral resource statement has been compiled in accordance with the guidelines defined in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC, 2012).

The resources are subject to internal peer review from time to time, which have not highlighted any errors, omissions or changes.

Pursuant to the ASX Listing Rules, the Company's Corporate Governance Statement will be released in conjunction with this report. The Company's corporate Governance Statement is available on the Company's website at: <https://www.torianresources.com.au/corporate-governance>.

Streamlined Competent Persons' Statement

The information in this report relating to exploration results and Mineral Resource Estimates is based on information compiled, reviewed and relied upon by Mr Dale Schultz. Mr Dale Schultz, Principle of DJS Consulting, who is Torian's consulting Geologist and Director, compiled, reviewed and relied upon prior data and ASX releases dated 27 May 2021, 25 February 2019 and 29 January 2020 to put together the technical information in this release and is a member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS), which is ROPO, accepted for the purpose of reporting in accordance with ASX listing rules. Mr Schultz has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Schultz consents to the inclusion in the report of the matters based on information in the form and context in which it appears.

The JORC Resource estimates released on 27 May 2021 and 25 February 2019 were reviewed and relied upon by Mr Dale Schultz were reported in accordance with Clause 18 of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (JORC Code).

Torian Resources confirms in the subsequent public report that it is not aware of any new information or data that materially affects the information included in the relevant market announcements on the 25 February 2019 and 29 January 2020, 27 May 2021 and, in the case of the exploration results, that all material assumptions and technical parameters underpinning the results in the relevant market announcement reviewed by Mr Dale Schultz continue to apply and have not materially changed.