

ASX RELEASE

28 July 2021

Toro retires debt in full to Sentient

Further to its ASX release of 21 May 2021 Toro Energy Limited (**ASX: TOE**) ('the **Company**' or '**Toro**') is pleased to advise that it has today issued 291,304,348 fully paid ordinary shares in the capital of the Company (**Shares**), and has now paid the remaining amount owing in cash, to the Company's largest shareholder, Sentient Executive GP IV, Limited (**Sentient**), in full and final discharge and settlement of all amounts owing by the Company and its related bodies corporate to Sentient under (1) a unitisation deed entered into between the Company and Sentient in December 2014; and (2) a loan agreement entered into in November 2015 between Sentient, the Company and the Company's subsidiary Nova Energy Pty Ltd. The issue of the Shares was approved by shareholders at the Company's general meeting held recently on 23 July 2021.

The Company is pleased to announce that following the transactions referred to above, it is now debt free.

Executive Chairman, Richard Homsany, commented:

"Toro is pleased to announce that it is today debt free following the satisfaction of all amounts owing to Sentient under the instruments referred to above. This strengthens the Company's balance sheet significantly and positions the Company well to maximise shareholder value from its current and planned exploration, evaluation and development activities. We sincerely thank Sentient, which remains the Company's largest shareholder, for their continued support of the Company over a long period of time."

Secondary trading notice pursuant to section 708A(5) of the Corporations Act 2001 ("Act")

On 28 July 2021, the Company issued 291,304,348 Shares to Sentient, in partial satisfaction of a debt owed by the Company to Sentient.

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, the on sale of the Shares noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby gives notice under paragraph 708A(5)(e) of the Act that, as at 28 July 2021:

- (a) The Company issued a total of 291,304,348 Shares without disclosure under Part 6D.2 of the Act;
- (b) The Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) There is no information:
 - (i) That has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) That investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) The assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) The rights and liabilities attaching to the Shares.

This announcement was authorised for issue by the board of Toro Energy Limited.

Katherine Garvey
Legal Counsel and Company Secretary, Toro Energy Limited.
60 Havelock Street, West Perth WA 6005

FURTHER INFORMATION:

Richard Homsany	Toro Energy	08 9214 2100
Katherine Garvey	Toro Energy	08 9214 2100