



Torrens Mining Limited & Controlled Entities

Annual Report for the Year Ended 30 June 2021

TORRENS MINING LIMITED

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TORRENS MINING LIMITED

CORPORATE DIRECTORY

Directors

Non-Executive Chairman

Mr William Bloking

Managing Director

Mr Steve Shedden

Non-Executive Directors

Mr Richard Graaug

Mr Mike Collings

Joint Company Secretaries

Mr David Palumbo

Mr Benjamin Smith

Registered and Principal Office

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Perth Western Australia 6000

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Auditors

RSM Australia Partners

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Perth Western Australia 6000

Bankers

Westpac Banking Corporation

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Perth Western Australia 6000

Share Registrar

Computershare Investor Services Pty Ltd

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Perth WA 6000

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TORRENS MINING LIMITED CHAIRMAN'S REPORT

Dear Shareholders,

It is with great pleasure that I, on the behalf of your Board and management team, present you with the first Annual Report of **Torrens Mining Limited (Torrens)** as an ASX-listed entity.

FY21 was indeed pivotal for Torrens, which completed its \$10 million initial public offering and listed on the Australian Securities Exchange, under the TRN ticker, in January of this year, bringing to the bourse our quality portfolio of gold and copper projects which are located in some of Australia's top-tier mining jurisdictions.

Notwithstanding the emergence of COVID19 in Australia, Torrens was able to progress its business initiatives while following recommended worksafe practices, and with our exploration team fully utilising those modern information technologies which enable considerable efficiency in our field operations.

Our successful IPO paved the way for Torrens to accelerate exploration activities at our Mt Piper Gold Project in Central Victoria, with diamond drilling commencing at the Northwood Hill Gold Prospect in June 2021, revealing a very encouraging gold mineralised system, as announced in July and September.

Solid progress at Mt Piper in Central Victoria was, however, rather overshadowed by excellent drilling results announced by Coda Minerals Limited, the joint venture manager of our Elizabeth Creek Copper Project.

The important Iron Oxide Copper Gold (IOCG) drilling intercepts announced for the Emmie Bluff Deeps attracted strong market attention. This copper-gold mineralisation is very close, in relative terms, to the shallower Emmie Bluff Zambian-style copper-cobalt mineralisation, on which resource definition drilling was being conducted at the same time.

The scenario unfolding at Emmie Bluff is of a major copper-mineralised system which is unique, possibly in the world, in hosting two distinct types of copper mineralisation, with important potential benefits for the economics of any future mining.

Torrens was founded on the acquisition of Elizabeth Creek back in 2015. Initiatives by Torrens have resulted in subsequent expenditure of more than \$13 million on the project, with positive results gained at every step.

At Mt Piper, our focus is on exploration for structurally-controlled gold-antimony mineralisation, inspired by similar mineralisation being successfully mined at the Mandalay Resources' neighbouring Costerfield gold-antimony mine, and Kirkland Lake's (ASX:KLA) Fosterville gold-antimony mine, some 30km to the north-west, which is one of the world's highest-grade and lowest-cost gold mines.

With the gold sector somewhat fluctuating over the course of FY21, Torrens' 30% interest in the Elizabeth Creek Copper Project in South Australia certainly helped maintain our strength on the ASX, supporting our policy of asset diversification.

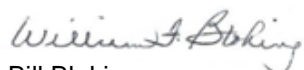
We thank Coda for their strong interest in Elizabeth Creek and look forward to further growing our relationship as we jointly progress this project toward an increase in the project's copper-cobalt Mineral Resource inventory later this year and continued progress on the Emmie Bluff Deeps IOCG discovery.

The long-term outlook for gold and copper is very positive; Torrens is confident that we are in the right commodities in the right locations and at the right time.

On behalf of the Board, I thank our management and exploration team for their work over the course of this year and look forward to seeing continuation of the exciting progress across our projects.

Our advisors, drilling companies and suppliers also contributed vitally to Torrens' progress, especially the Lead Manager for Torrens' IPO, Taylor Collison; all of their efforts and support are gratefully acknowledged.

Finally, I also thank you, our Shareholders, for your commitment to our emerging business. We're excited by Torrens' future prospects, and we look forward to sharing our future successes with you.



Bill Bloking
Non-Executive Chairman

TORRENS MINING LIMITED MANAGING DIRECTOR'S REPORT

As the first Australian explorer to join the ASX in 2021, Torrens hit the ground running with a considerable amount of fieldwork completed at the Mt Piper Gold Project in Central Victoria, whilst simultaneously advancing our Elizabeth Creek Copper Project in South Australia through our joint venture with Coda Minerals Limited.

Torrens is squarely focused on exploration for gold, copper and cobalt and positioned for growth through its strategic projects in Australia, and, if exploration licence applications are granted, at the formerly producing high-grade copper-gold Laloki Project, in Papua New Guinea.

Following our successful ASX listing, Torrens was fully funded to undertake a range of value-enhancing activities across its portfolio of assets.

This included an accelerated exploration program, following the expeditious grant of the five key exploration licences at our flagship Mt Piper Gold Project. Pre-drilling work, including extensive soil geochemical sampling, passive seismic surveying, and a major aeromagnetic survey, culminated in the commencement, in June 2021, of diamond drilling at the Northwood Hill Prospect.

Drilling results announced, subsequently to the year's end, confirmed the discovery of a significant gold mineralised system at Northwood Hill, which is being further evaluated while other target areas in the Mt Piper Project are being progressed.

Another exciting development at Mt Piper during FY21 was the acceptance of the 447sqkm ELA7481 over mainly Commonwealth-owned land. The potential to explore this large tract of land, which covers the southern strike extension the Costerfield goldmine, the north-western extensions of the Northwood Hill gold trend, historical gold workings and other identified gold targets provides a new dimension to the already prospective Mt Piper Project.

Major advances also were made at Torrens' joint venture-managed Elizabeth Creek Copper Project during the year.

After having farmed into Elizabeth Creek in March 2017, by April 2021 Coda had completed its sole expenditure of \$8.62 million, thus earning a 70% interest in the project, and triggering a joint venture in which Torrens is a 30% contributing partner.

Exploration work in the first half of FY21 focussed on drilling for both Mineral Resource expansion and extensions of the Emmie Bluff copper-cobalt deposit, with work continuing into the second half of the year. By March 2021, 17 diamond drillholes had been completed, with assay results announced in April, continuing the pattern of intersection of significant copper-cobalt mineralisation.

Together with the copper-cobalt Mineral Resource drilling at Emmie Bluff, drilling of the IOCG targets at Emmie Bluff Deeps commenced in late May 2021.

Emmie Bluff had long been known as a regionally important IOCG target, however new geophysical studies by the joint venture highlighted a zone characterised by high gravity and low magnetic anomalism, suggesting potential for development of major haematite alteration and associated IOCG mineralisation.

Significant first results of the IOCG drilling were announced in early June, with plans for continuation of the IOCG drilling by way of both new surface-collared drill holes and wedge holes announced shortly afterwards.

The drilling intersected significantly wide zones of characteristic IOCG-style and grade copper sulphide mineralisation, associated with broad zones of intense haematitic alternation.

Assay results released in late July, subsequently to the end of FY21, confirmed the importance of the IOCG discovery, and drilling activity was intensified.

Coda's commitment to Elizabeth Creek has been resolute and professional throughout. We look forward to seeing this asset increase in value over coming months with planned Emmie Bluff Cu-Co JORC-compliant Mineral Resource enhancing those already established for the MG14 and Windabout deposits, and new information from the IOCG drilling.

TORRENS MINING LIMITED MANAGING DIRECTOR'S REPORT

Our Club Terrace Project in Eastern Victoria, now extending across the border into NSW with the grant of Craigie EL9238, covers some 60km of the Combienbar Fault Zone, where historical mining and exploration activities have generated targets that are yet to be drill-tested. Gold and copper mineralisation associated with regional-scale fault structures are the main targets. While Torrens will continue to progress the Mt Piper and Elizabeth Creek projects, we plan to ramp up activity on Club Terrace in FY22, as the key tenements become granted.

A disappointment in early 2021 was the refusal by PNG's Mining Minister of Laloki ELA2557, located near Port Moresby in Papua New Guinea, which was applied for by a Torrens' subsidiary in 2017. Torrens strongly disputed his decision and court proceedings to have it overturned are in progress. I personally supervised a drilling program on this project in 1986, and regard it is a very important project for Torrens. To expand the scope of the Laloki Project, the adjoining Rigo ELA2690 was also applied for in 2021, covering extensions of the prospective Laloki geology and which includes historical battery-grade manganese mines.

Torrens' mission is to build a profitable exploration and mining business. None of this can happen without much hard work and dedication by its many stakeholders. I thank all of Torrens' extended team, however I especially acknowledge our Exploration Manager, Patrick Say, and his exploration team and my fellow board members for their dedication and wise counsel during Torrens' IPO year.

A handwritten signature in dark ink, appearing to read 'S. Shedden', with a stylized, cursive script.

Steve Shedden
Managing Director

TORRENS MINING LIMITED DIRECTORS' REPORT

The Directors present their report together with the financial statements of Torrens Mining Limited and its controlled entities (referred to hereafter as “the Group”) for the financial year ended 30 June 2021.

Current Directors

The name and details of the Company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for the entire period unless stated otherwise.

Mr William Bloking - Non-Executive Chairman (appointed 25 January 2016)
Mr Steve Shedden – Managing Director (appointed 27 February 2014)
Mr Mike Collings – Non-Executive Director (appointed 27 February 2014)
Mr Richard Graaug - Non-Executive Director (appointed 27 February 2014)

Names and Qualifications

Mr William Bloking
FAICD BS Mechanical Engineering (Magna cum Laude)
Non-Executive Chairman, Remuneration & Nomination Committee Member

Mr Bloking has more than 45 years' experience in the energy and minerals sector. Until 2007, he was President of Australia / Asia Gas at BHP Billiton Petroleum. Prior to that, he spent 24 years with ExxonMobil in a variety of senior executive roles in the USA, South America, Europe, and Asia.

Mr Bloking is a Fellow of the Australian Institute of Company Directors.

He was previously Chairman of Nido Petroleum Limited, Transerv Energy Limited, Norwest Energy NL, the National Offshore Petroleum Safety Authority, Cool Energy Limited, and Cullen Wines (Australia) Pty Limited, and he was Managing Director of Eureka Energy Limited and Gunson Resources Limited – the former owner of the Mount Gunson Copper Project. He was also formerly a Vice Chairman of the Australia China Business Council, a Non-Executive Director of the John Holland Group, Miclyn Express Offshore Limited, Sun Resources NL, the Australian Petroleum Exploration and Production Association (APPEA), the Lions Eye Institute and the West Australian Symphony Orchestra, as well as a Governor of the American Chamber of Commerce in Australia and an Adjunct Professor at Murdoch University.

Mr Steve Shedden
ASMB, BSc(Hons)(Geol), MAusIMM, MAIG
Managing Director

Steve Shedden is a minerals geologist and company director with over 40 years' industry experience. A graduate in Applied Geology from the Ballarat School of Mines and Industries (SMB) and its successor institutions, he has wide corporate and field experience in exploration and mining in Australia, Papua New Guinea and South America. Mr Shedden founded three ASX-listed mineral companies; Gindalbie Metals Limited in 1993, Oroya Mining Limited in 2002, and Argentina Mining Limited in 2010, in all of which he held senior management roles, before establishing Torrens Mining Limited in 2014.

Mr Mike Collings
BSc(Hons)(Geol)(MinGeol), BSc (Hons 1st Class)
Non-Executive Director, Audit & Risk Committee Member

Mike Collings is both a minerals geologist and mining engineer with over 40 years' experience. A graduate of the Royal School of Mines, London, Mr Collings has worked in Australia for most of his career, which has included periods as a mine geologist at Broken Hill and in South Africa, and as a mining engineer in Mt Isa and in various locations in Western Australia and Victoria. He is a Registered Mine Manager in both WA and Queensland. Mr Collings also has significant experience in corporate matters, having been on the boards of several listed companies. His chief professional interest is in the development of mining projects from exploration through to production.

TORRENS MINING LIMITED DIRECTORS' REPORT

Mr Richard Grauaug

**BJuris LLB (UWA), Grad. Dip. App Fin. Invest. (SIA) Grad Dip App.Corp.Gov (CSA) FGIA
Non-Executive Director, Remuneration & Nomination Committee Member, Audit & Risk Committee Member**

Richard Grauaug is legal practitioner and was admitted as a Barrister & Solicitor in Western Australia in 1987. He is a director of his own law practice, Richard Simon Legal, in Perth, which provides legal services to a number of mining & energy companies including to Torrens and its subsidiaries. He has practiced as a solicitor for over 26 years, including as an in-house lawyer and prior to that in top tier private firms. His areas of practice include commercial agreements, debt and capital raisings, farm-ins, joint ventures, technology transactions, general corporate, commercial, corporate governance, criminal defence and civil dispute resolution. Mr Grauaug is also experienced in mergers, acquisitions and project development. His legal and commercial experience extends to both to Australian and overseas jurisdictions, including the legal function and in-house counsel role for a number of Australian companies. From 1997 to 2008 he held various positions, including directorships with Halliburton Energy Services (HES) covering Australasian, South East Asian and African jurisdictions. While with HES, Mr Grauaug was based in Africa including Egypt for up to 4 years. From 2008 to 2010 he was Senior Legal Counsel with Apache Energy in Perth.

Mr David Palumbo

**BCom, CA, GAICD
Joint Company Secretary and Chief Financial Officer**

Mr Palumbo is a Chartered Accountant and a graduate of the Australian Institute of Company Directors with over thirteen years' experience in company secretarial, accounting and financial reporting of ASX listed and unlisted companies, including five years as an external auditor. Mr Palumbo is an employee of Mining Corporate Pty Ltd and provides corporate advisory, financial management and corporate compliance services. He has acted as Company Secretary for numerous ASX listed companies, assisted with multiple ASX IPO's and is currently serving on the Board of Krakatoa Resources Limited and Albion Resources Limited. He has previously served on the Board of Roto International Ltd, High Grade Metals Ltd and Kaiser Reef Limited.

Mr Benjamin Smith

**BCom, CA
Joint Company Secretary and Chief Financial Officer**

Mr Smith is a Chartered Accountant and graduate of Curtin University, with over 8 years' experience in accounting, auditing, financial analysis and reporting. Mr Smith previously spent 3 years working at BHP's Nickel West asset, and has extensive experience providing financial accounting and reporting services to ASX-listed and unlisted companies. Mr Smith is Joint Company Secretary with and currently works alongside David Palumbo at Mining Corporate Pty Ltd, which provides corporate and accounting services under contract to Torrens.

Interests in the Shares of the Company

As at the date of this report, the interests of the Directors in the securities of Torrens Mining Limited were:

Directors	Ordinary Shares held	Options held
W. Bloking	11,635,000	1,225,000
S. Shedden	7,400,000	2,100,000
M. Collings	7,600,000	1,575,000
R. Grauaug	4,120,000	1,225,000

TORRENS MINING LIMITED

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)

This report details the nature and amount of remuneration for each director of Torrens Mining Limited and for the executives receiving the highest remuneration.

1. Employment Agreements

Mr Steve Shedden has been working in an Executive capacity as Managing Director since his appointment on 27 February 2014. Under the terms of his latest agreement (12 November 2020), Mr Shedden is entitled to remuneration of \$215,000 per annum plus superannuation upon the Group's admission to the ASX. Preceding this, Mr Shedden received a fee of \$6,560 (plus superannuation of 9.5%) per month from 1 July 2020 up until the Group's admission to the ASX.

Appointments of non-executive directors Mr William Bloking (Chairman), Mr Richard Grauaug and Mr Mike Collings are formalised in the form of letters of appointment between themselves and the Group. Their engagements have no fixed term but cease on their resignation or removal as a director in accordance with the Corporations Act 2001. Mr Bloking has worked in the capacity as Non-Executive Chairman since his appointment on 25 January 2016. Under the terms of his appointment, his current total remuneration package is \$85,000 (plus superannuation). Mr Bloking was paid a fee \$6,560 (plus superannuation of 9.5%) per month from 1 July 2020 until the Group's admission to the ASX. Mr Grauaug is currently entitled to receive directors' fees of \$60,000 per annum plus superannuation and Mr Collings is currently entitled to receive directors' fees of \$60,000 per annum plus superannuation. Both non-executive directors received fees of \$6,560 (plus superannuation of 9.5%) per month from 1 July 2020 up until the Group's admission to the ASX.

2. Remuneration policy

The Group's remuneration policy has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and directors to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The board's policy for determining the nature and amount of remuneration for board members and senior executives of the Group is as follows:

- The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the board.
- All executives receive a base salary (which is based on factors such as length of service and experience), superannuation and are entitled to the issue of share options.
- Incentives paid in the form of share options are intended to align the interests of directors and Group Management / Executives with those of the shareholders.

The performance of executives is measured against criteria agreed annually with each executive and is based predominantly on the Group's shareholders' value. The board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the committee's recommendations. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Executives are also entitled to participate in the employee share and option arrangements.

All remuneration paid to directors and executives is valued at the cost to the Group and expensed, or capitalised to exploration expenditure if appropriate. Options, if given to directors and executives, are valued using the Black-Scholes methodology. The board policy is to remunerate executive and non-executive directors at market rates for time, commitment and responsibilities. The remuneration committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to directors is \$350,000. Fees for non-executive directors are not linked to the performance of the Group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Group and are able to participate in the employee share option plan.

TORRENS MINING LIMITED

DIRECTORS' REPORT

3. Performance-based remuneration

There is currently no performance-based remuneration policy in place.

4. Details of remuneration for the year ended 30 June 2021

The remuneration for each key management personnel of the Group during the financial year ended 30 June 2021 and 30 June 2020 was as follows:

2021	Short-term Benefits	Post-employment Benefits	Other Long-term Benefits	Share based Payment		Total	Performance Related	Value of Options Re-muneration
Directors	Cash, salary & commissions	Super-annuation	Other	Equity	Options			
Non-executive	\$	\$	\$	\$	\$	\$	%	%
William Bloking	81,331	7,762	-	-	54,658	143,751	-	38
Richard Grauaug	69,234	6,602	-	-	54,658	130,494	-	42
Mike Collings	69,234	6,602	-	-	70,274	146,110	-	48
Executive								
Steve Shedden	144,234	13,792	-	-	93,699	251,725	-	37
	364,033	34,758	-	-	273,289	672,080	-	41

2020	Short-term Benefits	Post-employment Benefits	Other Long-term Benefits	Share based Payment		Total	Performance Related	Value of Options Re-muneration
Directors	Cash, salary & commissions	Super-annuation	Other	Equity	Options			
Non-executive	\$	\$	\$	\$	\$	\$	%	%
William Bloking	-	-	-	-	-	-	-	-
Richard Grauaug	-	-	-	-	-	-	-	-
Mike Collings	-	-	-	-	-	-	-	-
Executive								
Steve Shedden	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

No fees were paid or payable to directors throughout the financial year ended 30 June 2020 in line with the circular resolution that was resolved on 30 October 2019.

5. Equity holdings of key management personnel

Shareholdings

Number of shares held by key management personnel during the financial year ended 30 June 2021 was as follows:

2021	Balance 1.7.2020 No.	Received as Compensation No.	Options Exercised No.	Net Change Other No.	Balance 30.6.2021 No.
Directors					
William Bloking	11,500,000	-	-	135,000	11,635,000
Steve Shedden	7,400,000	-	-	-	7,400,000
Richard Grauaug	4,120,000	-	-	-	4,120,000
Mike Collings	7,600,000	-	-	-	7,600,000
Total	30,620,000	-	-	135,000	30,755,000

TORRENS MINING LIMITED

DIRECTORS' REPORT

Option holdings

Number of options held by key management personnel during the financial year ended 30 June 2021 was as follows:

2021	Balance 1.7.2020 No.	Received as Compensation No.	Options Expired No.	Net Change Other No.	Balance 30.6.2021 No.
Directors					
William Bloking	-	1,225,000	-	-	1,225,000
Steve Shedden	-	2,100,000	-	-	2,100,000
Richard Grauaug	-	1,225,000	-	-	1,225,000
Mike Collings	-	1,575,000	-	-	1,575,000
Total	-	6,125,000	-	-	6,125,000

6. Other transactions with key management personnel

During the year ended 30 June 2021, Thecia Pty Ltd, an entity of which Mike Collings is a director, invoiced for technical consultancy services of \$30,000 plus GST. Richard Simon Legal Pty Ltd an entity in which Richard Grauaug is a director, invoiced \$13,519 (plus GST) for consulting services. The services were provided on arm's length terms.

There were no other transactions with key management personnel during the 2021 financial year.

7. Equity instruments granted as compensation

There were no other equity instruments granted as compensation during the year.

8. Company Performance

The earnings of the consolidated entity for the five years to 30 June 2021 are summarised below:

	2021 \$	2020 \$	2019 \$	2018 \$	2017 \$
Revenue	1,474	6,371	1,786,309	267,466	146,058
EBITDA	(3,085,316)	(81,928)	936,030	(588,456)	(764,151)
EBIT	(3,085,316)	(81,928)	936,030	(588,456)	(764,151)
(Loss) after income tax	(3,085,316)	(81,928)	936,030	(588,456)	(764,151)

The factors that are considered to affect total shareholder return ('TSR') are summarised below:

	2021	2020
Share price at financial year end (\$)	0.24	-
Dividends declared (cents per share)	-	-
Basic loss per share (cents per share)	(3.47)	(0.15)

End of "Remuneration Report (Audited)"

Dividends

The Directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

TORRENS MINING LIMITED DIRECTORS' REPORT

Principal Activities

The principal activity of the Group during the financial year was the acquisition, exploration and evaluation of mining projects.

Operating Results for the Period

The operating result of the Group for the financial year was a loss of \$3,085,316 (2020: \$81,928).

Significant Changes in State of Affairs

Other than those disclosed in this annual report, no significant changes in the state of affairs of the Group occurred during the financial year.

Review of Operations

Summary

Torrens Mining Limited (Torrens) listed on the ASX in January 2021 under the ticker code "TRN," following the successful completion of the Company's \$10 million initial public offering (IPO).

The Company's float was the culmination of a six-year program of building an enviable exploration project portfolio, with a firm focus on gold, copper and cobalt.

During its extended pre-IPO period, Torrens raised or secured more than \$11 million in funding, purchased its foundation Elizabeth Creek Copper Project, conducted exploration operations on that property and then farmed it out to Gindalbie Metals Limited (with the contract later novated to Coda Minerals Limited), and laid the foundations for its current projects in Victoria, NSW and Papua New Guinea.

Building on this track record of project acquisition and exploration dating back to its foundation in 2014, Torrens was well positioned to prepare its IPO prospectus in late 2020 and then, after listing on ASX, step up field operations on its major gold exploration positions in the Central and Eastern Victorian Goldfields, and from April 2021, fund its participating interest in the Elizabeth Creek Copper Project.

Project generation work continued throughout the year, with five exploration licences applications made for the Mt Piper Project, two for the Club Terrace Project, one at Balmoral in Western Victoria and one at Craigie in NSW, adjoining the Club Terrace Victorian ground; in all, nine exploration licence applications were lodged, of which four were granted during the year under review.

An exploration licence, applied for in 2017 over a formerly copper-gold producing area at Laloki, near Port Moresby in Papua New Guinea, was refused by the PNG Mining Minister in January 2021. Torrens immediately disputed the Minister's decision and commenced litigation to have it overturned.

In support of the future Laloki Project, another exploration licence was applied for in the adjoining Rigo area. This tenement covers potential extensions of the geological trend of interest at Laloki, and includes several historical battery grade manganese mines.

Operations

Mt Piper Gold Project

During FY21 Torrens built a substantial ground position in the geographic centre of Victoria, and then following completion of its IPO, commenced a series of exploration initiatives aimed at enhancing the value and prospectivity of the Mt Piper Gold Project.

By year's end, the Mt Piper Project comprised five granted exploration licences (EL6775, EL7331, EL7337, EL7366 and EL7380) and one exploration licence application (ELA7481), covering some 1609km², located approximately 75km north of Melbourne, adjacent to the Hume Highway.

It is only one hours' drive by major highway from the state capital of Melbourne and boasts excellent onsite infrastructure. The Project tenure lies within the productive Central Victorian Goldfields and is located about 30km southeast of Kirkland Lake Gold's Fosterville Gold Mine and only about 1km south-east of Mandalay Resources Corporation's Costerfield Gold Mine.

TORRENS MINING LIMITED DIRECTORS' REPORT

Torrens' key exploration target is disseminated, sulphidic, quartz-poor stockwork bodies that contain gold-antimony mineralisation, similar to those of the Fosterville, Costerfield and Nagambie mines further to the north-west and the north-east respectively.

This style of mineralisation was considered to be represented by the Northwood Hill Prospect gold occurrences identified by Perseverance in the 1990s, and now drilled by Torrens, within EL7331.

In early 2021, the Company's geophysical consultants, Resource Potentials, compiled and reviewed all the historical geophysical data within the Mt Piper Project area.

This work highlighted the potential for known gold mineralising structures in the Mt Piper Project area and identified new structures within the area for further investigation.

The geophysical study was followed by a geochemical soil sampling program, initially following up known anomalous targets in February, with 1232 samples ultimately collected by year's end.

In March, Torrens commenced, on selected target areas, a passive seismic survey. This surface geophysical survey method was used to rapidly define geological structures with a focus on those potentially controlling gold mineralisation and ascertaining the thickness of unmineralized cover rocks.

The survey was non-invasive and involved the measurement of natural or ambient seismic vibrations. The results were used to help Torrens to plan drillhole locations and targets.

Later that month, Torrens was granted two new tenements (EL7380 and EL7366) at Mt Piper, with another tenement (EL7331) being granted in early April. The latter paved the way for drilling to commence at the

Northwood Hill Prospect, where a 5km long gold anomalous trend was identified by previous geochemistry and shallow drilling.

That shallow (less than 70m vertical depth) reverse circulation drilling by Perseverance reported important widths and grades of gold mineralisation, including:

- 7m @ 2.37g/t Au from 20m within hole NHRC3
- 2m @ 2.76g/t Au from 17m within hole NHRC9
- 2m @ 3.65g/t Au from 22m within hole NHRC16

In June, Torrens commenced a low level, 50m line-spaced, airborne magnetic program over the Northwood Hill area, extending to the east into the then newly granted Mangalore EL7380, with the geophysical system mounted on a fixed wing Cessna aircraft operating from the adjacent Mangalore airport. The excellent quality data obtained was modelled and used to support a structural interpretation with the aim of identifying gold-controlling structures.

Shortly before the end of FY21, Torrens commenced a diamond drilling at Northwood Hill, marking the first time in over 30 years that a drilling campaign had been undertaken at the prospect.

After the end of the reporting period, Torrens announced very encouraging results from the maiden drilling program, with all 13 drill holes having intersected a tightly-folded, sedimentary sequence and 9 out of the 13 drill holes having intersected shallow, high-grade gold, including the following high-grade highlights:

- 5.4m @ 3.2g/t Au from 7.3m in NWHDD001, including:
 - 0.8m @ 9.4g/t Au from 10.8m
- 0.6m @ 8.7g/t Au from 43.7m in NWHDD004
- 0.65m @ 5.0g/t Au from 51.25m in NWHDD005
- 0.7m @ 5.4g/t Au from 7.9m in NWHDD008
- 0.5m @ 10.1g/t Au from 19.5m in NWHDD008

Interpretation of drilling results confirmed that the high-grade gold mineralisation tends to occur where faults or breccias obliquely "cross-cut" the tightly-folded sequences.

TORRENS MINING LIMITED DIRECTORS' REPORT

Torrens is continuing to explore the Northwood Hill gold trend and newly developed targets, including those at Crough's Hill South, Back Creek and several other locations within the Mt Piper Project area. It is conducting geological mapping and geochemical sampling, with its soil sampling technique being augmented with a surface pXRF geochemical survey, specifically targeting arsenic and antimony anomalism.

A project generation highlight at Mt Piper was the acceptance in June of an application (ELA7481) for a sixth exploration licence, covering some 440km² of mainly Commonwealth-owned land central to the Mt Piper Project area. This large area is unique, in the Central Victorian goldfields, in having seen very little modern mineral exploration, despite known historical gold mining and geology demonstrably fertile for discovery of gold mineralisation. Torrens plans to undertake, after grant of the tenement and, with the permission of relevant Commonwealth authorities, original mineral exploration in this very prospective area.

Elizabeth Creek Copper Project

The Elizabeth Creek Project in South Australia covers an area of approximately 739km² in the Olympic Copper Province, which is Australia's most productive copper province. The project is subject to a farmin and joint venture agreement (FIJVA) dated March 2017, with Coda Minerals Limited (ASX:COD), as Operator and Manager and Terrace Mining Pty Ltd (Terrace), a wholly owned subsidiary of Torrens.

Shortly after its securities commenced trading on ASX, Torrens announced to ASX that Coda had increased its stake in the Elizabeth Creek Project to 70 per cent. after having met an expenditure commitment of \$6.62 million at the Project.

Coda then continued to free-carried Torrens for a further \$2 million expenditure, under the terms of the FIJVA.

Coda completed a 17-hole diamond drill and mineral resource definition program at the Emmie Bluff copper-cobalt prospect in March 2021.

In April 2021, Coda completed its committed earn-in expenditure of \$8.62 million, and an unincorporated joint venture (JV) then commenced, in which Torrens held 30% and Coda 70%.

By May, the Elizabeth Creek JV had embarked on a multi-pronged, transformational drilling program with the primary objective being to provide sufficient geological information to estimate a maiden JORC Mineral Resource estimate for the Emmie Bluff copper-cobalt mineralisation.

The drilling and study program, underpinned by a \$5.7 million budget, was also designed to drill-test multiple highly prospective targets across the Elizabeth Creek tenure.

These included a Tier-1 IOCG target at Emmie Bluff Deeps, where the JV commenced drilling a 1,200m deep hole to test a major gravity anomaly associated with known mineralisation from historic drilling, located just 16km south-west of BHP's world-class Oak Dam West discovery.

In June, the JV announced preliminary exploration results from the vertical diamond drill hole DD21EB0018, which terminated at 1041.6 metres depth.

The drillhole encountered a 200m sequence of intense haematisation and alteration, including a 50m sequence of zoned copper sulphide mineralisation, consisting of chalcocite, chalcopyrite and bornite zones. The result marked evidence of a major IOCG system existing within the prospect.

Follow-up drilling commenced shortly before the end of June, with assays released to the market after the end of the reporting period.

Multiple mineralised zones were intersected, including:

- 4.69m at 1.01% Cu, 0.17g/t Au and 3.6g/t Ag from 797.45m down-hole
- 28.14m at 1.21% Cu, 0.37g/t Au and 2.3g/t Ag from 810.79m down-hole
- 2.57m at 2.11% Cu, 0.30g/t Au and 13.2g/t Ag from 842.03m down-hole

Drilling of the shallower Emmie Bluff Zambian-style Cu-Co mineralisation was also continuing at the end of the year, with completion expected in September 2021.

TORRENS MINING LIMITED DIRECTORS' REPORT

Club Terrace Gold & Base Metals Project

Torrens has granted tenure and exploration licence applications encompassing more than 500km² at Club Terrace, in a poorly explored part of the south-eastern Lachlan Fold Belt. Torrens is conducting systematic exploration for gold and copper mineralisation over this contiguous exploration zone.

The project tenure extends along 60km strike length of the regional-scale Combienbar Fault system, with historical mining and exploration activities having generated gold, copper and lead targets that, for the most part, are yet to be drill-tested.

The project now comprises four exploration licences, two of which are granted, namely Victorian Buldah EL5455 (granted in 2013), which forms the original core of project and includes geochemical anomalies associated with the Buldah Fault, and the abutting NSW Craigie EL9328, which was granted in August 2021.

To further extend the scope of the project, two Victorian exploration licences, Club Terrace ELA7342 and Lockup ELA7584, were applied for during FY21. These tenements include the historical Club Terrace Goldfield, the Poddy Creek Goldfield, the Boulder Gold Mine, and several other gold and base metal (copper and lead) prospects, including a copper anomaly which has a known strike length of 6km.

Torrens' main target at Club Terrace is large, untapped, orogenic gold and associated copper mineralisation associated with the Combienbar Fault system.

Recent regional modelling investigations suggests that the geology of the Club Terrace project may be partially continuous with areas of Central Victoria, due to a continental-scale oroclinal fold structure. This model infers that mineralising structures in the Club Terrace area may be the time equivalents of those of the well-mineralised Bendigo Zone in Central Victoria. This concept enhances the potential for gold and base metal discovery in the relatively poorly explored but well-mineralised Club Terrace region.

During FY21, pending grant of tenements, reconnaissance field work was undertaken, and a detailed assessment of geophysical data was undertaken by Torrens' geophysical consultants, Resource Potentials.

Planned exploration at Club Terrace includes high resolution aeromagnetic, radiometric and electromagnetic airborne surveying, soil and rock sampling, and geological mapping, leading to drill testing of the most attractive targets generated. Most of the area is State Forest with good accessibility via a network of roads and tracks, with field work generally confined to dryer periods of the year.

Laloki & Rigo Copper-Gold Project

The Laloki Project is located about 15km from Port Moresby, the capital of PNG. During the 1920s and 1930s, significant mining and smelting of high-grade Volcanogenic Massive Sulphide (VMS) copper-gold ores was undertaken at Laloki. Metallurgical issues and Second World War hostilities led to its closure.

Drilling and feasibility studies were undertaken during the period to the 1980's, but the property has since been neglected. Laloki, if granted, represents a unique opportunity for Torrens to discover additional high-grade copper-gold mineralisation, building on significant drill-proven mineralisation.

Subject to the Company seeking and being granted a review of the Minister's decision not to grant its exploration licence (as announced on 28 January 2021) and its exploration licence applications ultimately being granted, the Company also intends to explore high-grade copper-gold Volcanogenic Massive Sulphide (VMS) mineralisation at Laloki.

In January 2021, a second exploration licence was applied for over a 1164sqkm area, extending from the southern edge of Laloki EL2557, along the Papuan coastal lowlands for about 80km, to the Rigo area, which is noted for several historic battery-grade manganese mines. Several copper prospects are also located in the area, the geology of which appears as an extension of that of Laloki, and which is considered prospective for similar VMS mineralisation.

The statutory Wardens Hearing was held at a village in the EL area in May 2021, and the tenement is now subject to assessment by the PNG regulator, the Minerals Resources Authority.

TORRENS MINING LIMITED DIRECTORS' REPORT

Balmoral Gold

In June 2021, Torrens lodged an application for an exploration licence over an area of 737sqkm in Western Victoria. Previous exploration in the area had examined gold, base metal, diamonds and beach sand minerals in the region, which is associated with the regional scale Glenelg Fault Zone and has a thick weathering profile.

The opportunity at Balmoral is for Torrens to explore initially by surface geochemical methods to define drilling targets, principally aimed at gold mineralisation, following grant of the tenement.

Competent Persons Statement

The information in this announcement is based on and fairly represents information compiled by Mr Patrick Say, Exploration Manager, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy and employed by the Group, and is an accurate representation of the available data and studies for the Project. Mr Say has sufficient experience relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he has undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Say consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

Significant Events after Reporting Date

On 14 July 2021, Coda Minerals called \$1,698,247 in cash under the terms of the Elizabeth Creek Joint Venture with Terrace Mining Pty Ltd, a wholly-owned subsidiary of Torrens Mining Limited. The Group met its obligations under the call to remain a 30% joint venturer in the joint venture.

On 10 September 2021, Mr Benjamin Smith (Ben) was appointed Joint Company Secretary and Chief Financial Officer of the Group. Ben works alongside Mr David Palumbo at Mining Corporate Pty Ltd, and together they share the responsibilities of this role.

No other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Directors' Meetings

The number of directors' and audit and risk committee meetings and the number of meetings attended by each of the directors of the Group for the time the director held office during the financial period are as follows:

Director	Directors Meetings	Directors Meetings	Audit and Risk Committee Meetings	Audit and Risk Committee Meetings
	No. eligible to attend	No. attended	No. eligible to attend	No. attended
W. Bloking	6	6	-	-
M. Collings	6	6	2	2
S. Shedden	6	6	-	-
R. Grauaug*	6	6	2	2

*Audit and Risk Committee Chair

Indemnification of Officers

During the year the Group paid premiums in respect of a contract insuring all the directors and officers of the Group against liabilities, past, present and future.

In accordance with normal commercial practice, the disclosure of the total amount of premiums under and the nature of the liabilities covered by the insurance contract is prohibited by a confidentiality clause in the contract.

TORRENS MINING LIMITED DIRECTORS' REPORT

Indemnity and Insurance of Auditor

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

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

Proceedings on Behalf of the Group

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group or any part of those proceedings.

Share Options

At the date of this report, Torrens Mining Limited has 13,547,583 options on issue, refer to note 13 of this report.

Environmental Regulation

The Directors are mindful of the regulatory regime in relation to the impact of the organisation's activities on the environment. There have been no known breaches of any environmental regulation by the Group during the financial period.

Future Developments

Further information, other than as disclosed this report, about likely developments in the operations of the Group and the expected results of those operations in future periods, has not been included in this report as disclosure of this information would be likely to result in unreasonable prejudice to the Group.

Non-Audit Services

During this financial year, \$16,000 was paid or payable to RSM for non-audit services.

The Board of Directors is satisfied that the provision of non-audit services during the period is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed above did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the Board prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Auditor Independence

Section 307C of the Corporations Act 2001 requires our auditors, RSM to provide the Directors of the Group with an Independence Declaration in relation to the audit of this financial report. The Directors have received the Independence Declaration which has been included within this financial report.

Signed in accordance with a resolution of the directors pursuant to section 298(2)(a) of the Corporation Act 2001:



Mr S H Shedden
Managing Director

Dated 30th of September 2021

RSM Australia Partners

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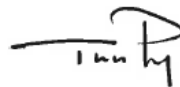
AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Torrens Mining Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.



RSM AUSTRALIA PARTNERS



TUTU PHONG
Partner

Perth, WA
Dated: 30 September 2021

TORRENS MINING LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2021

		Consolidated	
	Note	2021	2020
		\$	\$
Revenue		1,474	6,371
Exploration, evaluation and tenement acquisition expense	4	(1,745,044)	(31,303)
Directors' fees		(351,383)	-
Corporate compliance expense		(222,416)	(37,861)
Administration expense		(181,310)	(19,135)
Share based payments expense	13	(584,640)	-
Depreciation expense	8	(1,997)	-
Profit/(loss) before income tax		(3,085,316)	(81,928)
Income tax expense	5	-	-
Net (loss) for the year after income tax		(3,085,316)	(81,928)
Other comprehensive income		-	-
Total comprehensive (loss) for the year		<u>(3,085,316)</u>	<u>(81,928)</u>
Basic and diluted loss per share (cents per share)	24	(3.47)	(0.15)

The accompanying notes form part of these financial statements

TORRENS MINING LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2021

				Consolidated	
	Note	2021		2020	
		\$		\$	
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	7,877,350		447,930	
Trade and other receivables	7	94,282		1,381	
Other assets		78,868		11,785	
TOTAL CURRENT ASSETS		<u>8,050,500</u>		<u>461,096</u>	
NON CURRENT ASSETS					
Plant, and Equipment	8	19,800		-	
TOTAL NON CURRENT ASSETS		<u>19,800</u>		<u>-</u>	
TOTAL ASSETS		<u>8,070,300</u>		<u>461,096</u>	
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables	9	741,015		15,293	
Convertible loans	9	-		300,000	
Provisions	10	19,188		-	
TOTAL CURRENT LIABILITIES		<u>760,203</u>		<u>315,293</u>	
TOTAL LIABILITIES		<u>760,203</u>		<u>315,293</u>	
NET ASSETS		<u>7,310,097</u>		<u>145,803</u>	
EQUITY					
Issued capital	11	11,272,565		2,003,089	
Reserves	12	1,783,681		803,547	
Accumulated losses		<u>(5,746,149)</u>		<u>(2,660,833)</u>	
TOTAL EQUITY		<u>7,310,097</u>		<u>145,803</u>	

The accompanying notes form part of these financial statements

TORRENS MINING LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2021

		Consolidated	
	Note	2021	2020
		\$	\$
Cash flows from operating activities			
Other income		-	11,138
Payments to suppliers and employees		(705,205)	(107,843)
Payments for exploration and evaluation		(1,208,548)	-
Net cash flows from/(used in) operating activities	16	(1,913,753)	(96,705)
Cash flows from investing activities			
Payments for property, plant, and equipment		(21,797)	-
Net cash flows from/(used in) investing activities		(21,797)	-
Cash flows from financing activities			
Proceeds from issue of convertible notes		-	300,000
Proceeds from issue of shares (net of costs)		9,364,970	222,750
Net cash flows from financing activities		9,364,970	522,750
Net (decrease)/ increase in cash and cash equivalents		7,429,420	426,045
Cash and cash equivalents at the beginning of the period		447,930	21,885
Cash and cash equivalents at the end of the period	6	7,877,350	447,930

The accompanying notes form part of these financial statements

TORRENS MINING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2021

Consolidated		Issued Capital	Accumulated Losses	Options Reserve	Total
		\$	\$	\$	\$
	Note				
Balance at 1 July 2019		1,780,338	(2,578,905)	803,547	4,980
Loss for the year		-	(81,928)	-	(81,928)
Other comprehensive income		-	-	-	-
Total comprehensive loss		-	(81,928)	-	(81,928)
<i>Transactions with equity holders in their capacity as owners</i>					
Issue of shares (net of costs)	11	222,751	-	-	222,751
Total transactions with equity holders in their capacity as owners		222,751	-	-	222,751
Balance at 30 June 2020		2,003,089	(2,660,833)	803,547	145,803
Balance at 1 July 2020		2,003,089	(2,660,833)	803,547	145,803
Loss for the year		-	(3,085,316)	-	(3,085,316)
Other comprehensive income		-	-	-	-
Total comprehensive loss			(3,085,316)		(3,085,316)
<i>Transactions with equity holders in their capacity as owners</i>					
Issue of options		-	-	980,134	980,134
Issue of shares (net of costs)	11	9,269,476	-	-	9,269,476
Total transactions with equity holders in their capacity as owners		9,269,476	-	980,134	10,249,610
Balance at 30 June 2021		11,272,565	(5,746,149)	1,783,681	7,310,097

The accompanying notes form part of these financial statements

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

1. CORPORATE INFORMATION

This financial report of Torrens Mining Limited ("Group") was authorised for issue in accordance with a resolution of the directors on 30 September 2021.

Torrens Mining Limited is a public listed Group, incorporated and domiciled in Australia.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

These general purpose financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

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.

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 Group'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 1 (v).

(b) New or amended Accounting Standards and Interpretations adopted

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

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

The following Accounting Standards and Interpretations are most relevant to the Group.

Conceptual Framework for Financial Reporting (Conceptual Framework)

The consolidated entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the Group's financial statements.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

(c) Basis of consolidation

The consolidated financial statements comprise the financial statements of Torrens Mining Limited and its subsidiaries as at 30 June 2021.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and loss resulting from intra-group transactions have been eliminated in full. Subsidiaries are fully consolidated from the date on which control is gained and cease to be consolidated from the date on which control is lost. Control exists where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The acquisition of subsidiaries has been accounted for using the purchase method of accounting. The purchase method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition. Accordingly, the consolidated financial statements include the results of the subsidiaries for the financial period from their acquisition.

(d) Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 22.

(e) Segment Reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision makers to make decisions about resources to be allocated to the segments and assess their performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues.

Operating segments have been identified based on the information presented to the chief operating decision makers – being the Board of Directors.

Information about other business activities and operating segments that do not meet the quantitative criteria set out in AASB 8 "Operating Segments" are combined and disclosed in a separate category called "other".

(f) Exploration and Evaluation Assets

Exploration and evaluation expenditure in relation to the Group's mineral tenements is expensed as incurred. When the Directors decide to progress the development of an area of interest all further expenditure incurred relating to the area will be capitalised. Projects are advanced to development status and classified as mine development when it is expected that further expenditure can be recouped through sale or successful development and exploitation of the area of interest. Such expenditure is carried forward up to commencement of production at which time it is amortised over the life of the economically recoverable reserves. All projects are subject to detailed review on an annual basis and accumulated costs written off to the extent that they will not be recoverable in the future.

(g) 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. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

(h) Trade and Other Payables

Liability for trade creditors and other amounts are carried at amortised cost, which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed.

(i) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

(j) Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a current liability until extinguished on conversion or redemption as the maturity date is within 12 months. The corresponding interest on convertible notes is expensed to profit or loss.

(k) Contributed Equity

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.

(l) Revenue Recognition

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: 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.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

Interest

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) 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.

(m) Income Tax

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised, except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the financial period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same tax authority.

(n) 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 Group 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.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial assets at fair value through other comprehensive income

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

Impairment of financial assets

The Group 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 Group'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 measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(o) Impairment of Assets

At the end of each reporting period, the directors assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Accounting Standard.

Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

(p) Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except:

- Where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

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Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

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

(q) Employee Benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as a part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

Defined contribution superannuation expense

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

(r) Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The Group has recognised its share of jointly held assets, liabilities, revenues and expenses of joint operations. These have been incorporated in the financial statements under the appropriate classifications.

(s) 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 Group'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 Group'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.

(t) Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing the net profit after income tax attributable to members of the Group, 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 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.

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(u) Property, plant and Equipment

Land and buildings are shown at fair value, based on periodic, at least every 3 years, valuations by external independent valuers, less subsequent depreciation and impairment for buildings. The valuations are undertaken more frequently if there is a material change in the fair value relative to the carrying amount. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Increases in the carrying amounts arising on revaluation of land and buildings are credited in other comprehensive income through to the revaluation surplus reserve in equity. Any revaluation decrements are initially taken in other comprehensive income through to the revaluation surplus reserve to the extent of any previous revaluation surplus of the same asset. Thereafter the decrements are taken to profit or loss.

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:

Plant and equipment	3-7 years
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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 Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

(v) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group. In the opinion of the directors, there are no critical accounting estimates or judgments in this financial report. 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 Group measures the costs 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 accounts 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 in the next annual reported but may impact profit or loss and equity. Refer to note 13 for further information.

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Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the Group based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Group operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the Group unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

3. SEGMENT INFORMATION

The Group has identified its operating segments based on the internal reports that are used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The operating segments are identified by the Board based on the phase of operation within the mining industry. For management purposes, the Group has organised its operations into two reportable segments on the basis of stage of development as follows:

- Development assets; and
- Exploration and evaluation assets, which includes assets that are associated with the determination and assessment of the existence of commercial economic reserves.

The Board as a whole will regularly review the identified segments in order to allocate resources to the segment and to assess its performance.

During this financial year, the Group had no development assets. The Board considers that it has only operated in one segment, being mineral exploration.

The Group is domiciled in Australia.

4. EXPENSES

	2021	2020
	\$	\$
Exploration, evaluation and tenement acquisition expense		
Executive director's fees	47,408	-
General exploration and evaluation	1,697,636	31,303
	<u>1,745,044</u>	<u>31,303</u>

5. INCOME TAX

Major components of income tax expense are:

	2021	2020
	\$	\$
Income tax expense reported in the statement of profit or loss and other comprehensive income	<u>-</u>	<u>-</u>

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A reconciliation of income tax expense applicable to accounting loss before income tax at the statutory income tax rate to income tax expense at the Group's effective income tax rate is as follows:

	2021	2020
	\$	\$
Net profit/(loss) before income tax expense	(3,085,316)	(81,928)
Prima facie tax calculated at 26.5% (2020:27.5%)	(817,609)	(22,530)
Non-deductible expenses	103,160	(1,605)
Tax losses carried forward	714,449	24,135
Income tax expense	-	-
Unrecognised tax losses		
Revenue losses	1,202,023	487,574
Deferred tax (liability)/asset	(100,234)	(118,811)
	1,101,789	368,763

Availability of Tax Losses

The availability of the tax losses for future periods is uncertain and will be dependent on the Group satisfying strict requirements with respect to continuity of ownership and the same business test imposed by income tax legislation.

The recoupment of available tax losses as at 30 June 2021 is contingent upon the following:

- (a) the Group deriving future assessable income of a nature and of an amount sufficient to enable the benefit from the losses to be realised;
- (b) the conditions for deductibility imposed by income tax legislation continuing to be complied with; and
- (c) there being no changes in income tax legislation which would adversely affect the Group from realising the benefit from the losses.

Given the Group is currently in a loss making position, a deferred tax asset has not been recognised with regard to unused tax losses, as it has not been determined that the Group will generate sufficient taxable profit against which the unused tax losses can be utilised.

6. CASH AND CASH EQUIVALENTS

	2021	2020
	\$	\$
Cash at bank and in hand	7,107,984	447,930
Cash held by joint operations (refer note 23)	769,366	-
	7,877,350	447,930

Cash at bank and in hand earns interest at floating rates based on daily at call bank deposit and savings rates.

Cash held in joint operations is considered restricted cash by the Group as it is held in trust with the joint operations partner Coda Minerals.

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7. TRADE AND OTHER RECEIVABLES

	2021	2020
	\$	\$
GST receivable	70,113	1,381
Other receivables	24,169	-
	<u>94,282</u>	<u>1,381</u>

Other receivables are non-interest bearing and are generally on 30 – 90 day terms.

Other receivables are neither impaired nor past due. It is expected that these balances will be received when due.

8. PLANT AND EQUIPMENT

	2021	2020
	\$	\$
Equipment at cost	21,797	-
Equipment – accumulated depreciation	(1,997)	-
	<u>19,800</u>	<u>-</u>

Equipment

Opening balance	-	-
Additions	21,797	-
Disposals	-	-
Depreciation	(1,997)	-
	<u>19,800</u>	<u>-</u>

9. TRADE AND OTHER PAYABLES

	2021	2020
	\$	\$
Trade and other payables	502,407	15,293
Payables held by joint operations (refer note 23)	238,608	-
	<u>741,015</u>	<u>15,293</u>

Trade payables and other payables are non-interest bearing and are normally settled on 30 to 60 day terms.

Related party payables are non-interest bearing and are non-recourse insofar as the funds of the Group permits repayment.

	2021	2020
	\$	\$
Convertible notes	<u>-</u>	<u>300,000</u>

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On 26 May 2020, 300,000 Convertible Notes were issued with a \$1 face value and a maturity date of 25 May 2021. The convertible notes accrue no interest and are convertible into ordinary shares at the lower of \$0.085 or a 10% discount to the Pre-IPO capital raising price. The convertible notes will automatically convert into ordinary shares of the Group upon completion of a successful Pre-IPO Capital Raising of at least \$500,000 (including the amount raised from the convertible notes). This conversion occurred during the reporting period – refer to Note 18.

On 4 September 2020, pre-IPO Capital Raising was completed successfully by Taylor Collison and the Group to raise a total of an additional \$300,000 (Pre-IPO round) and the shares applicable to the Pre-IPO round were issued at a price of \$0.10 per share. As a result, the Convertible Notes then automatically converted into 3,529,412 shares in the Group, ending the obligations under the agreement.

10. PROVISIONS

	2021	2020
	\$	\$
Current		
Employee Benefits	19,188	-
	<u>19,188</u>	<u>-</u>

11. ISSUED CAPITAL

	2021	2021	2020	2020
	No.	\$	No.	\$
Ordinary shares				
Issued and fully paid	14,701,662	11,272,565	56,922,250	2,003,089

	No.	\$
<i>Movement in ordinary shares on issue:</i>		
At 30 June 2019	51,618,917	1,780,338
Issue of shares (05/07/2019) at \$0.075 per share	250,000	18,750
Issue of shares (23/07/2019) at \$0.075 per share	53,333	4,000
Issue of shares (27/01/2020) at \$0.04 per share	575,000	23,000
Issue of shares (27/03/2020) at \$0.04 per share	1,911,874	76,476
Issue of shares (25/05/2020) at \$0.04 per share	2,513,126	100,525
At 30 June 2020	56,922,250	2,003,089
Conversion of Convertible Notes (Note 9) at \$0.085 per share (04/09/2020)	3,529,412	300,000
Issue of shares (04/09/2020) at \$0.10 per share	3,000,000	300,000
Issue of shares upon IPO (06/01/2021) at \$0.20 per share	50,000,000	10,000,000
Issue of shares as part of deferred consideration (13(b))	1,250,000	250,000
Share issue transaction costs		(1,580,524)
At 30 June 2021	114,701,662	11,272,565

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Ordinary Shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Group in the proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Group 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 Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders. The Group's capital includes ordinary share capital and financial liabilities, supported by financial assets.

Due to the nature of the Group's activities, being mineral exploration, it does not have ready access to credit facilities, with the primary source of funding being equity raisings. Accordingly, the objective of the Group's capital risk management is to balance the current working capital position against the requirements of the Group to meet exploration programmes and corporate overheads. This is achieved by maintaining appropriate liquidity to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. The Group is not subject to any externally imposed capital requirements.

	2021 \$	2020 \$
Cash and cash equivalents	7,877,350	447,930
Trade and other receivables	94,282	1,381
Other assets	78,868	11,785
Trade and other payables	(741,015)	(315,293)
Provisions	(19,188)	-
	<u>7,290,297</u>	<u>145,803</u>
Working capital position		

12. RESERVES

	2021 \$	2020 \$
(a) Share based payment reserve	<u>1,783,681</u>	<u>803,547</u>
(b) Movement in share based payment reserve		
Balance at 30 June 2019	<u>803,547</u>	
no movement during financial year 2020	-	
Balance at 30 June 2020	<u>803,547</u>	
Options Issue – 13 October 2020 (Note 13a)	334,640	
Options Issue – 22 December 2020 (Note 13a)	645,494	
Balance at 30 June 2021	<u>1,783,681</u>	

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Share Options

At 30 June 2021, Torrens Mining Limited had 13,547,583 options on issue, none of the options issued during the period expired or were exercised, refer to note 13(a) for further details. During the year ended 30 June 2020, 9,341,938 Options exercisable at \$0.075 on or before 1 July 2019 expired unexercised.

13. SHARE BASED PAYMENTS

a) Options

On 13 October 2020 unlisted options were issued to Key Management Personnel (KMP), namely Stephen Shedden (2,100,000 options), Bill Bloking (1,225,000 options), Michael Collings (1,575,000 options) and Richard Grauaug (1,225,000 options) and 1,375,000 to employees and consultants.

On 22 December 2020, 6,047,583 options were issued to Taylor Collison in lieu of services performed in its capacity as Lead Manager in connection with the successful Initial Public Offering.

Grant Date/entitlement	Number of Instruments	Grant Date	Expiry Date	Exercise Price	Fair value per instrument \$	Value \$
KMP & Employee Options	7,500,000	13/10/2020	12/04/2024	\$0.30	0.045	334,640
Lead Manager	6,047,583	22/12/2020	22/12/2023	\$0.30	0.106	645,494

The options issued to Key Management Personnel during the period were calculated using the Black-Scholes option pricing model with the following inputs:

Expected volatility (%)	100%
Risk free interest rate (%)	0.29%
Weighted average expected life of options (years)	3.50
Expected dividends	Nil
Option exercise price (\$)	\$0.30
Share price at grant date (\$)	\$0.10
Fair value of option (\$)	\$0.0446

The options issued to Taylor Collison during the period were calculated using the Black-Scholes option pricing model with the following inputs:

Expected volatility (%)	100%
Risk free interest rate (%)	0.14%
Weighted average expected life of options (years)	3.00
Expected dividends	Nil
Option exercise price (\$)	\$0.30
Share price at grant date (\$)	\$0.20
Fair value of option (\$)	\$0.106

Options issued to Key Management Personnel and Taylor Collison vested immediately.

Total options exercisable at 30 June 2021 were 13,547,583 (2020: nil) and had an average remaining contractual life of 2.63 years (2020: nil). The weighted average exercise price for unlisted options for the year ended 30 June 2021 was \$0.30 per options (2020: nil).

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b) Shares

On 8 March 2021, 1,250,000 shares were issued at \$0.20 per share, equivalent to \$250,000 to Strandline Resources Limited as part of the Deferred Consideration outlined in the Strandline Elizabeth Creek Agreement (as amended by the Acknowledgement Deed) – refer to Note 21.

14. KEY MANAGEMENT PERSONNEL (KMP) AND RELATED PARTY TRANSACTIONS

(a) Key Management Personnel

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Group's KMP for financial year ended 30 June 2021.

	2021	2020
	\$	\$
Short term	364,033	-
Post-employment	34,758	-
Share based payments	273,289	-
Other long-term benefits	-	-
	<u>672,080</u>	<u>-</u>

(b) Related party transactions

During the year ended 30 June 2021, the Group was invoiced \$30,000 (plus GST) by Thecia Pty Ltd for consulting fees, an entity of which Mike Collings is a director. The Group was invoiced \$13,519 (plus GST) by Richard Simon Legal Pty Ltd, an entity in which Richard Graaug is a director.

All transactions were made on normal commercial terms and condition and at market rates. Amounts paid and payable to directors have been disclosed in this report.

15. AUDITORS' REMUNERATION

	2021	2020
	\$	\$
Remuneration of RSM Partners for the Group for:		
- Audit of the financial report	29,000	6,050
- Investigative accountants report	15,000	-
- Tax compliance services	1,000	1,000
	<u>45,000</u>	<u>7,050</u>

16. CASHFLOW INFORMATION

Reconciliation from the net loss after tax to the net cash flows from operations

	2021	2020
	\$	\$
Net profit/(loss) for the year	(3,085,316)	(81,928)
<i>Add back/(less) non-cash items:</i>		
Other income	(1,474)	
Depreciation	1,997	-
Share based payments	584,640	-
<i>Changes in assets and liabilities:</i>		
Trade and other receivables	(92,900)	4,766
Other assets	(67,084)	(38)
Trade and other payables	727,196	(19,505)
Provisions	19,188	-
Net cash from operating activities	<u>(1,913,753)</u>	<u>(96,705)</u>

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17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise receivables, payables and cash which arise directly from its operations.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Risk Exposures and Responses

Interest rate risk

The Group generates income from interest on surplus funds. At reporting date, the Group had the following mix of financial assets and liabilities exposed to Australian variable interest rate risk that are not designated in cash flow hedges:

	2021	2020
	\$	\$
Financial Assets		
Cash and cash equivalents	7,877,350	447,930
Net exposure	7,877,350	447,930

Interest rate sensitivity analysis

The Group has no material interest rate risk.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's potential concentration of credit risk consists mainly of cash deposits with banks. The Group's short term cash surpluses are placed with banks that have investment grade ratings. The maximum credit risk exposure relating to the financial assets is represented by the carrying value as at the reporting date. The Group considers the credit standing of counterparties when making deposits to manage the credit risk.

Liquidity risk

The responsibility with liquidity risk management rests with the Board of Directors. The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate working capital is maintained. The Group's policy is to ensure that it has sufficient cash reserves to carry out its planned exploration activities over the next 12 months.

Fair values

Fair values of financial assets and liabilities are equivalent to carrying values due to their short terms to maturity.

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

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	Weighted average interest rate %	1 year or less \$	Remaining contractual maturities \$
Consolidated 2021			
Non-derivatives			
<i>Non-interest bearing</i>			
Trade payables	-	741,015	741,015
Total non-derivatives		<u>741,015</u>	<u>741,015</u>
	Weighted average interest rate %	1 year or less \$	Remaining contractual maturities \$
Consolidated 2020			
Non-derivatives			
<i>Non-interest bearing</i>			
Trade payables	-	15,293	15,293
Convertible notes payable	-	300,000	300,000
Total non-derivatives		<u>315,293</u>	<u>315,293</u>

The cash flows in the maturity analysis are not expected to occur significantly different than disclosed above. Refer to note 9 for further information regarding the conversion of convertible notes.

18. COMMITMENTS

Elizabeth Creek Joint Venture Project

Under the Amalgamated Expenditure Agreement, the Elizabeth Creek Joint Venture met the minimum expenditure of A\$1.1 million required before 30 June 2022 by the South Australian Department of Energy and Minerals for EL6141, EL6265, EL6518. Torrens/Terrace Mining is required to meet its share of proportionate expenditure (currently 30%) under the terms of the joint venture or face possible dilution.

Club Terrace Commitment

The Club Terrace Project currently consists of two granted exploration licenses (EL5455 "Buldah" & EL9238 "Craigie") both of which are held by Torrens Gold Exploration Pty Ltd. EL5455 is situated in Victoria and requires minimum annual expenditure of \$19,000 in the next 12 months (years 1-5 equates to \$76,000). EL9238 is situated in New South Wales and requires minimum annual expenditure of \$135,500 in the next 12 months (years 1-5 equates to \$542,000).

Mt Piper Commitment

The Group met its minimum exploration requirements of \$270,000 for the year 2021/22 to maintain its current rights of granted tenure to its Mt Piper Project (comprising EL6775, EL7331, EL7337, EL7366, EL7380) which is held by Torrens Gold Exploration Pty Ltd, a wholly owned subsidiary of Torrens. The project is situated in Victoria and the Group is required to expend a minimum of \$1.248 million on these exploration licenses over the next 5 years.

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Corporate Commitments

Under the Lead Manager Mandate Torrens signed with Taylor Collison it is required to pay a \$5,000 per month retainer fee (exclusive of GST) for a period of 12 months from Torrens' date of admission to the ASX (successfully listed on 6 January 2021). Additional, under the terms of this agreement, Torrens appointed Taylor Collison as sole Lead Manager to any Capital Raisings undertaken by the Group for a period of 12 months from the date of admission. Any such raising will incur additional capital raising fees comprising of a 2% management fee on total gross funds raised and 4% selling fee of gross funds raised by Taylor Collison. The management fee will also be payable on any non-underwritten rights issues undertaken by the Group during the first 12 months of listing and early exercise of any options issued to Taylor Collison or nominee.

Other

The Group has no other commitments.

CONTROLLED ENTITIES

		Equity Holding	
	Country of Incorporation	2021 %	2020 %
Subsidiaries of Torrens Mining Limited:			
Terrace Mining Pty Limited	Australia	100	100
Torrens Gold Exploration Pty Limited	Australia	100	100
Torrens Mining (Holdings) Pty Limited	Australia	100	100
Torrens Mining (PNG) Limited	Papua New Guinea	100	100

19. EVENTS AFTER REPORTING DATE

On 14 July 2021, Coda Minerals Limited called \$1,698,247 in cash under the terms of the Elizabeth Creek Joint Venture with Terrace Mining Pty Ltd, a wholly-owned subsidiary of Torrens Mining Limited. The Group met its obligations under the call to remain a 30% joint venturer in the joint venture.

On 10 September 2021, Mr Benjamin Smith (Ben) was appointed Joint Company Secretary and Chief Financial Officer of the Group. Ben works alongside Mr David Palumbo at Mining Corporate Pty Ltd, and together they share the responsibilities of this role.

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

20. CONTINGENT ASSETS

Elizabeth Creek Joint Venture Project

Terrace Mining Pty Ltd (**Terrace Mining**), a wholly owned subsidiary of Torrens, and Coda Minerals Limited (**Coda**) are parties to the Farm-in and Joint Venture Agreement dated 17 March 2017 (**Joint Venture Agreement**).

Under the terms of the Joint Venture Agreement, Coda has the right to earn and acquire up to a 75% interest in the Elizabeth Creek Project (**Project**). The Project includes various mining tenements (**Tenements**), located around 135 km north of Port Augusta in South Australia.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

Pursuant to the terms of the Joint Venture Agreement governing the Project:

- Coda has earned a 70% interest in the joint venture by expending in total \$8.62m (including the \$2 million free carry expenditure limit) in line for the joint venture to commence;
- on 12 April 2021, Torrens announced the commencement of the joint venture between Coda (70% interest) and Terrace Mining (30% interest);
- at any time up to the expiration of 60 days of a decision to mine being made, Coda can exercise an option for an exercise price of \$1.5 million to purchase an additional 5% interest (to take its interest to 75% in total);
- a joint venture management committee was formed to oversee the development and progress of the joint venture, including the management of the joint venture and the making of all strategic decisions in relation to the conduct of exploration activities;
- the objectives of the joint venture include to maintain the Tenements and explore the Tenements for minerals and, if exploration indicates the probable existence of commercially mineable minerals, carry out a feasibility study on the development of any commercial deposits;
- Coda is the manager of the joint venture unless one or more of certain events occur (such as an insolvency event occurring in relation to Coda) or if the parties agree otherwise;
- all joint venture expenditure incurred in accordance with an approved program and budget, or as otherwise permitted by the Joint Venture Agreement, must be borne and paid for by Coda and Terrace Mining severally in their respective percentage share interest in the joint venture;
- the failure to pay by either party in due time will result in its interest being diluted in accordance with the dilution formula under the Joint Venture Agreement;
- after a feasibility study has been completed, a development proposal may be proposed to the joint venture management committee and if a decision to mine is made following the receipt of that development proposal the Joint Venture Agreement contains a process under which:
 - Coda and Terrace Mining will negotiate the terms of a buy-out of Terrace Mining's interest in the joint venture at first instance;
 - if those terms cannot be agreed, each party may elect whether it wishes to proceed with the development; if only one party elects to proceed, that party is given the opportunity to purchase the other party's joint venture interest in the area the subject of the development proposal (at a price to be agreed or, if the parties are unable to agree the price, fair market value) and if both parties elect to proceed they will negotiate in good faith with a view to entering into a separate mining joint venture agreement in respect of the area the subject of the development proposal; and
- if a party's interest is diluted below 10%, then its interest will be converted to a net smelter return. If the parties cannot reach agreement on the percentage of the net smelter return within 28 days, the return must be determined by an expert.

The Joint Venture Agreement contains other terms and conditions considered standard for an agreement of its nature.

21. CONTINGENT LIABILITIES

Strandline Deferred Consideration Instruments

Terrace Mining and Strandline Resources Limited (**Strandline**) entered into a Letter Agreement dated 14 December 2015 (**Strandline Elizabeth Creek Agreement**) under the terms of which Terrace Mining acquired sole ownership of the Elizabeth Creek Project tenements. Completion of the purchase took place on or about 21 March 2016.

Under the terms of the Strandline Elizabeth Creek Agreement, the Project tenements, associated mining information and assets were acquired by Terrace Mining for \$200,000 cash and 4,000,000 ordinary fully paid shares in Torrens, with a further \$1,000,000 cash (**Deferred Consideration**) payable on a Decision to Mine.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

A further Deed of Acknowledgment and Consent dated 4 May 2017 (**Acknowledgement Deed**) was entered into between Terrace Mining, Gindalbie Metals Limited and Strandline concerning the Deferred Consideration, acknowledging that Terrace Mining remains responsible for the payment of the Deferred Consideration.

Under the Acknowledgement Deed, consequent upon Torrens' successful IPO and admission to the ASX, 1,250,000 shares were issued at \$0.20 per share (equivalent to \$250,000) to Strandline as a partial discharge of the Deferred Consideration related to the Elizabeth Creek Project (refer to note 13(b)).

The remaining amount of Deferred Consideration has been converted to a 2% Net Smelter Royalty (**NSR**) capped at \$1,250,000, payable from production from the Elizabeth Creek Project tenements. The NSR right may be bought back by Terrace for \$750,000 cash.

Other

The Group has no other contingent liabilities as at 30 June 2021.

22. PARENT ENTITY DISCLOSURES

Financial position	2021	2020
	\$	\$
ASSETS		
Current assets	7,124,241	437,057
TOTAL ASSETS	7,124,241	437,057
NON CURRENT ASSETS		
Non-current assets	19,800	-
TOTAL NON CURRENT ASSETS	19,800	-
TOTAL ASSETS	7,144,041	437,057
LIABILITIES		
Current liabilities	140,800	307,479
TOTAL CURRENT LIABILITIES	140,800	307,479
TOTAL LIABILITIES	140,800	307,479
EQUITY		
Contributed Equity	11,272,565	2,003,088
Reserves	1,783,681	803,547
Accumulated Losses	(6,053,005)	(2,677,057)
TOTAL EQUITY	7,003,241	129,578
Financial performance		
Profit/(Loss) for the financial year	(3,375,948)	(78,903)
Total comprehensive gain/(loss)	(3,375,948)	(78,903)

Guarantees:

Torrens Mining Limited has not entered into any guarantees in relation to the debts of its subsidiaries.

Other Commitments and Contingencies:

Torrens Mining Limited has no commitment to acquire property, plant and equipment and has no exploration commitments or contingent liabilities other than those disclosed in notes 18 and 21 respectively.

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

23. INTERESTS IN JOINT OPERATIONS

The Group has recognised its share of jointly held assets, liabilities, revenues and expenses of joint venture. These have been incorporated in the financial statements under the appropriate classifications. Information relating to joint operations that are material to the Group are set out below:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2021 %	2020 %
Elizabeth Creek Joint Venture	Australia	30.00%	N/A

The Elizabeth Creek Joint Venture (treated as joint operations in accordance with Australian Accounting Standards) was formally established on 12 April 2021, after Coda Minerals (the Joint Venture partner) satisfied its expenditure obligations, meeting the free carry limit of \$8.62 million. Refer to note 20 for details of the Farm-in Joint Venture Agreement.

Summarised below is the Group's 30% interest in the joint operation ("Elizabeth Creek Joint Venture")

	Elizabeth Creek	
	2021 \$	2020 \$
<i>Summarised statement of financial position</i>		
Cash and cash equivalents	769,366	-
Other current assets	24,169	-
Total assets	793,535	-
Trade and Other Payables	238,608	-
Total liabilities	238,608	-
Net assets	554,927	-
<i>Summarised statement of profit or loss and other comprehensive income</i>		
Revenue	-	-
Other revenue	-	-
Exploration expenditure	(506,941)	-
Other expenses	-	-
(Loss) before income tax	(506,941)	-
Income tax expense / benefit	-	-
(Loss) after income tax / benefit	(506,941)	-
Other comprehensive income	-	-
Total comprehensive (Loss)	(506,941)	-

TORRENS MINING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

Reconciliation of the Group's carrying amount

Investment in Elizabeth Creek	1,061,868	-
Share of (loss) after income tax / benefit	(506,941)	-
	<u>554,927</u>	<u>-</u>
Closing carrying amount in joint operation	<u>554,927</u>	<u>-</u>

24. EARNINGS PER SHARE

	2021	2020
	\$	\$
Loss used to calculate basic EPS	(3,085,316)	(81,928)
	No.	No.
Weighted average number of ordinary shares outstanding during the period used in calculating basic and diluted EPS	88,847,109	52,916,928
	Cents	Cents
Basic and diluted EPS	(3.47)	(0.15)

TORRENS MINING LIMITED DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Torrens Mining Limited, I state that:

1. In the opinion of the directors:

- (a) the financial statements and notes are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the year ended on that date.
 - (ii) complying with Australian Accounting Standards, International Financial Reporting Standards as issued by the International Accounting Standards Board and *Corporations Regulations 2001*.
- (b) There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the Board of Directors:

A handwritten signature in dark ink, appearing to read 'S H Shedden', with a stylized flourish at the end.

Mr S H Shedden
Managing Director

Dated 30th of September 2021

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
TORRENS MINING LIMITED**

Opinion

We have audited the financial report of Torrens Mining Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 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 statements, 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 30 June 2021 and of its financial performance for the year then ended; 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 auditor independence requirements of 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 (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.

THE POWER OF BEING UNDERSTOOD**AUDIT | TAX | CONSULTING**

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RSM Australia Partners ABN 36 965 185 036

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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.

Key Audit Matter	How our audit addressed this matter
Share Based Payments Note 13 to the Financial Statements	
During the financial year, the Group issued a total of 13,547,583 options with a value of \$980,134. We determined this to be a key audit matter due to the material amount of the share-based payment and the significant judgement involved in assessing the fair value of the options.	Our audit procedures included: <ul style="list-style-type: none"> • Reviewing the key terms and conditions of the options issued; • Obtaining the valuation models prepared by management and assessing whether the models were appropriate for valuing the options granted during the year; • Challenging the reasonableness of key assumptions used by management to value the options; • Checking management's calculation of the value of the options granted; • Reviewing the accounting treatment of the share based payments; and • Reviewing the relevant disclosures in the financial statements to ensure compliance with Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 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 accordingly 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 have 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 at: https://www.auasb.gov.au/auditors_responsibilities/ar2.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 the directors' report for the year ended 30 June 2021.

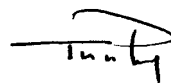
In our opinion, the Remuneration Report of Torrens Mining Limited, for the year ended 30 June 2021, complies with section 300A of the Corporations Act 2001.

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.

A handwritten signature of "RSM" in a stylized, cursive font.

RSM AUSTRALIA PARTNERS

A handwritten signature of "Tutu Phong" in a stylized, cursive font.

TUTU PHONG
Partner

Perth, WA
Dated: 30 September 2021

TORRENS MINING LIMITED
ASX INFORMATION
AS AT 23 SEPTEMBER 2021

The following additional information is required by the ASX Limited in respect of listed public companies and was applicable at 23 September 2021.

1. Shareholder and Option holder information

a. Number of Shareholders and Option Holders

Shares

As at 23 September 2021, there were 734 shareholders holding a total of 114,701,662 fully paid ordinary shares.

Options

As at 23 September 2021, there were 7,500,000 Unquoted Options exercisable at \$0.30 on or before 12 April 2024 held by 6 holders and 6,047,583 Unquoted Options exercisable at \$0.30 on or before 22 December 2023 held by 1 holder.

b. Distribution of Equity Securities

Fully paid ordinary shares Category (size of holding)	Number (as at 23 September 2021)	
	Shareholders	Ordinary Shares
1 – 1,000	11	929
1,001 – 5,000	188	579,692
5,001 – 10,000	97	809,157
10,001 – 100,000	303	13,344,538
100,001 – and over	135	99,967,346
	<u>734</u>	<u>114,701,662</u>

The number of shareholdings held in less than marketable parcels is 117 shareholders amounting to 239,560 shares.

TORRENS MINING LIMITED
ASX INFORMATION
AS AT 23 SEPTEMBER 2021

- c. The names of substantial shareholders listed in the Group's register as at 23 September 2021 are:

Shareholder	Ordinary Shares	%Held of Total Ordinary Shares
William Bloking	11,635,000	10.14%
Mr Paul Leslie Duncan	10,467,125	9.13%
Thecia Pty Ltd	7,600,000	6.63%
Shedden Associates Pty Ltd	7,400,000	6.45%

- d. Voting Rights

The voting rights attached to the ordinary shares are as follows:

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

- e. 20 Largest Shareholders as at 23 September 2021 — Ordinary Shares

	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1. MR WILLIAM BLOKING GROUP	11,635,000	10.14
2. MR PAUL LESLIE DUNCAN	10,467,125	9.13
3. THECIA PTY LTD	7,600,000	6.63
4. SHEDDEN ASSOCIATES PTY LTD <SHEDDEN SUPER FUND A/C>	7,400,000	6.45
5. BOHEMIAN PTY LTD <THE BOHEMIAN FAMILY A/C>	4,120,000	3.59
6. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,100,000	3.57
7. CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	3,617,092	3.15
8. STRANDLINE RESOURCES LIMITED	3,450,000	3.01
9. TAYCOL NOMINEES PTY LIMITED	2,029,412	1.77
10. WALKINGTON PROPERTY NOMINEES (NO 2) PTY LTD <PETER WALKINGTON S/FUND A/C>	1,750,000	1.53
11. ONEOAK HOLDINGS PTY LTD	1,281,250	1.12
12. MR PETER JAMES COLLINGS	1,250,000	1.09
13. CRESCENTE INVESTMENTS PTY LTD	1,225,000	1.07
14. CALAMA HOLDINGS PTY LTD <MAMBAT SUPER FUND A/C>	1,150,000	1.00
14. MULTITASK INTERNATIONAL PTY LTD <THE BRUCE DAVEY OZ A/C>	1,150,000	1.00
16. ANDREW LOCKHART SUPER PTY LTD <LOCKHART SUPERANNUATION A/C>	1,000,000	0.87
16. MR PHILLIP BYRNE <BYRE SUPERANNUATION FUND A/C>	1,000,000	0.87
16. MR SIMON (SUI HEE) LEE	1,000,000	0.87
16. NASDAQ SECURITIES AUSTRALIA PTY LTD <NASDAQ SECURITIES AUST A/C>	1,000,000	0.87
20. ELLIOTT SERVICES PTY LTD <THE ELLIOTT FAMILY A/C>	950,000	0.83
	67,174,879	58.56

TORRENS MINING LIMITED
ASX INFORMATION
AS AT 23 SEPTEMBER 2021

2. The names of the joint company secretaries are David Palumbo and Benjamin Smith.
3. The address of the principal registered office in Australia is:
Level 11, 216 St Georges Terrace Perth WA 6000
4. Registers of securities are held at the following address:
Computershare Investor Services Pty Ltd, Level 11, 172 St Georges Terrace, Perth WA 6000
5. Stock Exchange Listing
Quotation has been granted for all the ordinary shares of the Group on all Member Exchanges of the ASX Limited.
6. Restricted Securities
The Company currently has the following restricted securities:
 - 43,786,724 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 7 January 2023, being 24 months from the date of commencement of Official Quotation.
 - 1,250,000 fully paid ordinary shares classified by ASX as restricted securities and to be held in escrow until 8 March 2022, being 12 months from the date of issue.
 - 7,500,000 options exercisable at \$0.30 on or before 12 April 2024, classified by ASX as restricted securities and to be held in escrow until 7 January 2023, being 24 months from the date of commencement of Official Quotation.
 - 6,047,583 options exercisable at \$0.30 on or before 22 December 2023, classified by ASX as restricted securities and to be held in escrow until 7 January 2023, being 24 months from the date of commencement of Official Quotation.
7. Use of Funds
Between the date of listing on ASX and the date of this report the Group has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives and as set out in the pursuant to the Replacement Prospectus dated 13 November 2020.

TORRENS MINING LIMITED
SCHEDULE OF MINERAL TENEMENTS
AS AT 23 SEPTEMBER 2021

<i>Project</i>	<i>Jurisdiction</i>	<i>Tenement</i>	<i>Interest held by Torrens Mining Limited (Group)</i>
Mt Piper	Victoria	EL6775	100%
Mt Piper	Victoria	EL7331	100%
Mt Piper	Victoria	EL7337	100%
Mt Piper	Victoria	EL7366	100%
Mt Piper	Victoria	EL7380	100%
Mt Piper	Victoria	ELA7481	-
Balmoral	Victoria	ELA7637	
Club Terrace	Victoria	EL5455	100%
Club Terrace	Victoria	ELA7342	-
Club Terrace	Victoria	ELA7584	-
Club Terrace	New South Wales	EL9238	100%
Elizabeth Creek	South Australia	EL6141	30%
Elizabeth Creek	South Australia	EL6265	30%
Elizabeth Creek	South Australia	EL6518	30%
Laloki	Papua New Guinea	ELA2557 (refused; subject to litigation)	-
Rigo	Papua New Guinea	ELA2690	-

All tenements not indicated as 100% owned are under application or pertain to the Group's joint operations.