ANNUAL REPORT 2019

TRUSCOTT MINING CORPORATION LIMITED ACN 116 420 378

TRUSCOTT
MINING CORPORATION LIMITED

CONTENTS

Email: admin@truscottmining.com.au
Website: www.truscottmining.com.au

COMPANY DIRECTORY

DIRECTORS

PN Smith – Executive Chairman and Managing Director
EE Smith – Non-Executive Director
MJ Povey – Executive Director

COMPANY SECRETARY

M J Povey

REGISTERED OFFICE

Unit 1, 1 Ewen Street
Scarborough WA 6109
(All mail to PO Box 2805, West Perth WA 6872)

Telephone 0419 956 232

AUDITORS

Walker Wayland WA Audit Pty Ltd
Level 3, 1 Preston Street
Como WA 6152

HOME EXCHANGE

Australian Securities Exchange Ltd
Exchange Plaza
2 The Esplanade
Perth WA 6000

ASX Code: TRM

SHARE REGISTRY

Automic Group
GPO Box 5193
Sydney NSW 2000

Telephone: (02) 9698 5414

CHAIRMAN'S REPORT

I am pleased to present the Company's Annual Report for 2018/19 and a summary of the exploration activities and commercial initiatives for the year. During this period Truscott Mining Corporation Limited (Truscott) has maintained its operational focus within the Tennant Creek Mineral Field in the Northern Territory.

Truscott has continued its research and development activities studying the structural controls over mineralisation across the Northern Craton which hosts the wider Tennant Creek Mineral Field. Targeting strategies based on structural controls were further refined and utilised to support the acquisition of two new exploration project areas. The new understandings generated are fundamental in character and bring a different perspective to exploration strategies, than those applied by past explorers.

Throughout Australia have the overall level of commitment to exploration, other than brown fields drilling has remained relatively constrained. Against this background Truscott continues to maintain one hundred percent ownership of its assets and has expanded its exploration tenement holdings in prospect of an eventual change in market conditions.

Limited green-fields exploration has resulted in very few new high-grade gold resources being found and the competitive nature of the extensive high-grade Westminster mineralisation is expected to be realised as the market conditions strengthen. Long term planning continues to focus on reducing project development risk settings, by increasing the levels of technical controls that are available to support future resource drill out and mine planning.

During the year the company has continued to advance its understanding of the lead Westminster project, which has an observable strike length exceeding two kilometres. The central area of mineralisation is partially within an existing mining lease surrounded by adjoining exploration tenure held by the company. The expansion of the mining lease area, to include potential extensions along strike and to depth, is planned to coincide with the onset of development activities.

Truscott continues to work with the tight trading conditions experienced by junior explorers by carefully allocating exploration expenditure and reducing its corporate overheads by maintaining an operational office on its mining lease at Tennant Creek and moving the majority of its other business functions into the electronic domain.

By further maintaining an emphasis on adding value by developing knowledge, rather than the more capital-intensive processes associated with drilling, it has yet again been possible to complete the year with no new capital raising. The holdings for the listed top twenty shareholders, has again further increased to 79.6% of the total shares on issue.

The Directors continue to support the Company by constraining their time charges, advancing loan funds and, subject to annual general meeting approval, accepting full payment for Directors' fees by the issue of Performance Rights that convert to shares on reaching a set Milestone within a fixed time frame. It should be evident from these actions that the Directors have a long-term perspective of the Company and the planned development of its assets.

Technically, the Company continues to build its knowledge base with committed leadership in the field by directors and staff, providing increased capability to explore for and develop high grade gold targets. Commercially, leverage has been maintained as a consequence of the number of shares on issue, and the large percentage of shareholdings held by Directors and staff.

Peter N Smith
Executive Chairman

25 September 2019

REVIEW OF OPERATIONAL ACTIVITIES

Summary

During the year Truscott continued its research and field work on the exploration potential of Northern Australia by describing the structural controls over crustal scale fluid flow and the formation of major orogenic gold deposits across the Northern Craton.

The broader work program provides the context, within the current area of operations, for prescriptively identifying structural settings with potential to host orebodies. Further analysis was completed to more accurately identify major target zones within recently acquired tenure.

Influences, consequent of broader structural controls continue to be incorporated, on an iterative basis, to finalise detailed target and drilling plans for the Westminster Project. Negotiations continued, under more favourable market conditions, with parties interested in joint venture partnerships.

Defining a Context for Exploration Programs

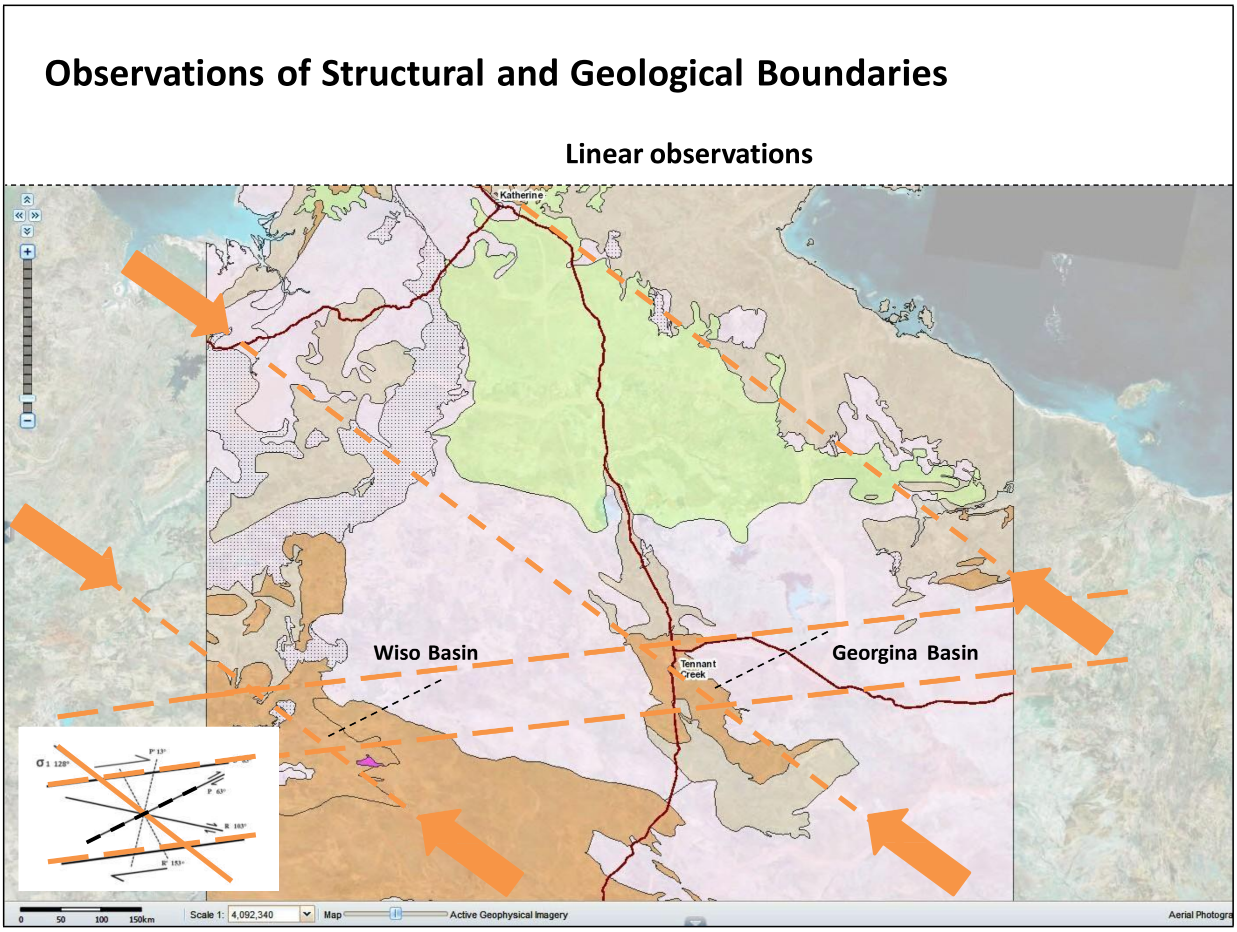


Figure One: Linear Observations across the Northern Territory

Truscott previously observed the concordant geological and geographical linear structures (Figure 1) can be observed throughout the Central Northern Territory. The lineation observed on 128° (Sigma 1) was treated as being the principal stress direction that is a consequence of inter-plate collision.

Crustal thinning appears evident on the sigma one lineament passing through Tennant Creek, with basement rocks closer to surface and adjacent basin development. The focus of stress development associated with uplift along Sigma one (128°) provides the potential for rising fluid intrusions.

Structural theory suggests that ongoing primary stress (Sigma 1) has the capacity to develop major strike slip corridors which exhibit characteristic structural elements. Early D2 compression folding is initially aligned with P (063°) as the strike slip shear corridor develops. Ongoing dynamic action within the central corridor allows for the movement of mineralised fluids, which concentrate in resultant reidel shears R (103°) and late stage cross shearing that is sympathetic to the earlier folding on P (063°).

For the Tennant Creek region, the spatial arrangement of repeating patterns of sets of characteristic structural elements is clearly observable (Figure 2) against the first vertical derivative of the magnetic image. For the purposes of analysis these discrete observational windows are described as fractal one of the stress continuum that has preconditioned basement rocks.

Closer examination and analysis of the position of P (063°) elements (yellow) within figure two confirms that they correlate with both breaks in the magnetic image and specific set of mathematical relationships which are related to the power series which determines the scale of fractal observations.

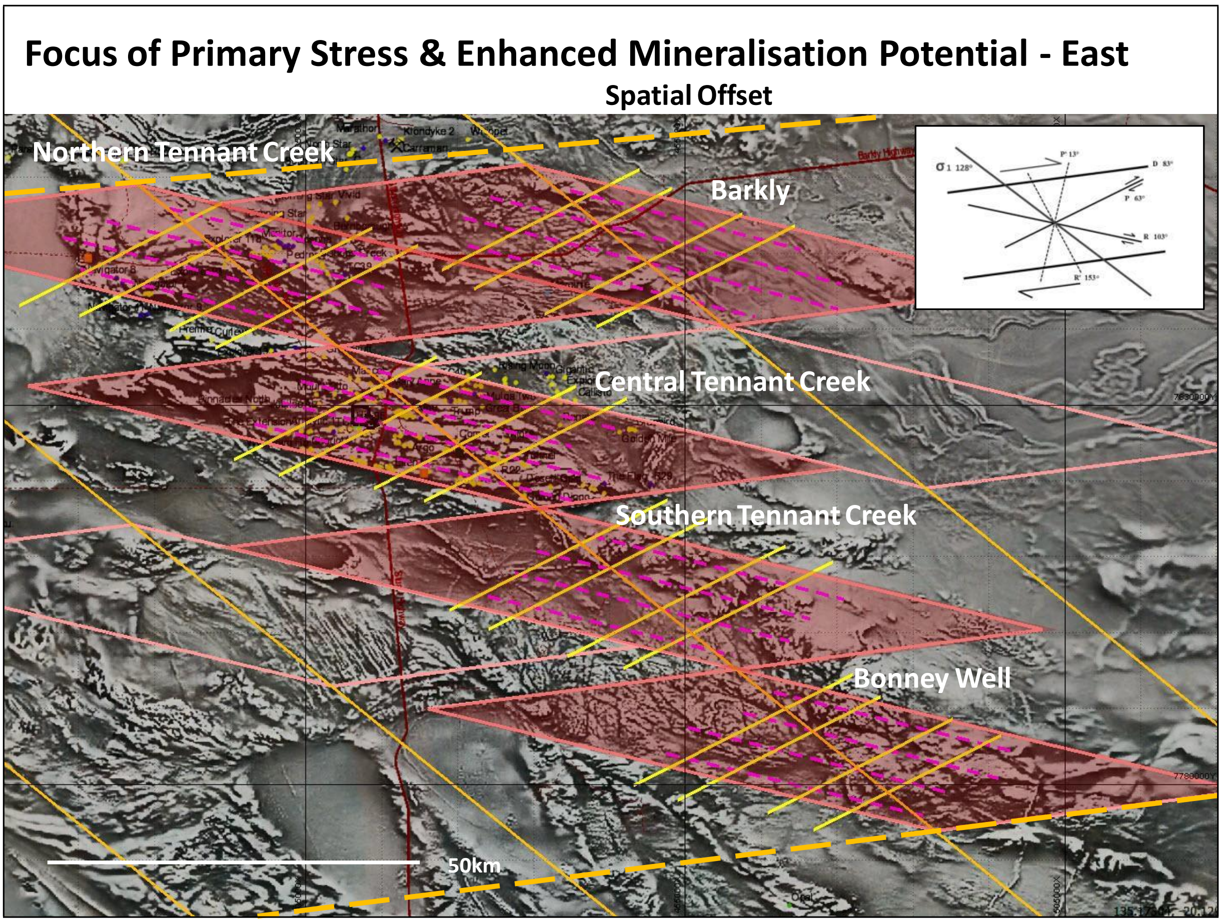


Figure Two: Tennant Creek Corridor - 1 VD Magnetic Image

Strategic Initiatives

Earlier studies within Australia including the Yilgarn Craton have utilised fractal analysis in an attempt to provide a link between structurally controlled fluid flows and ore deposit locations. The methodology utilised whilst partially successful can be broadly categorised as being probabilistic in character.

Truscott's studies across the North Australian Craton also utilised fractal analysis in an attempt to provide a link between structurally controlled fluid flows and ore deposit locations. The methodology utilised has a basis in physical observations and empirically derived mathematics that describes the relationship between fractal windows of different scales. It is anticipated that methodology will be more prescriptive in predictive capability.

In its first application as a primary exploration tool it is necessary to only work within the windows described at fractal one level. A review of the Central Tennant Creek region demonstrates that the most mineralised quadrant was the Juno, Peko, Nobles Nob cluster with ore resources of circa three million ounces of gold. It can be observed that all deposits within the cluster have strong correlation to major P (063º) elements. New exploration in this zone, conducted within the context of advanced structural understanding, is now likely to generate substantive increases in mineral resources.

Truscott has taken the strategic initiative to acquire tenure over two zones (North Tennant & Barkly) which demonstrate structural equivalence to the Central Tennant Creek cluster.

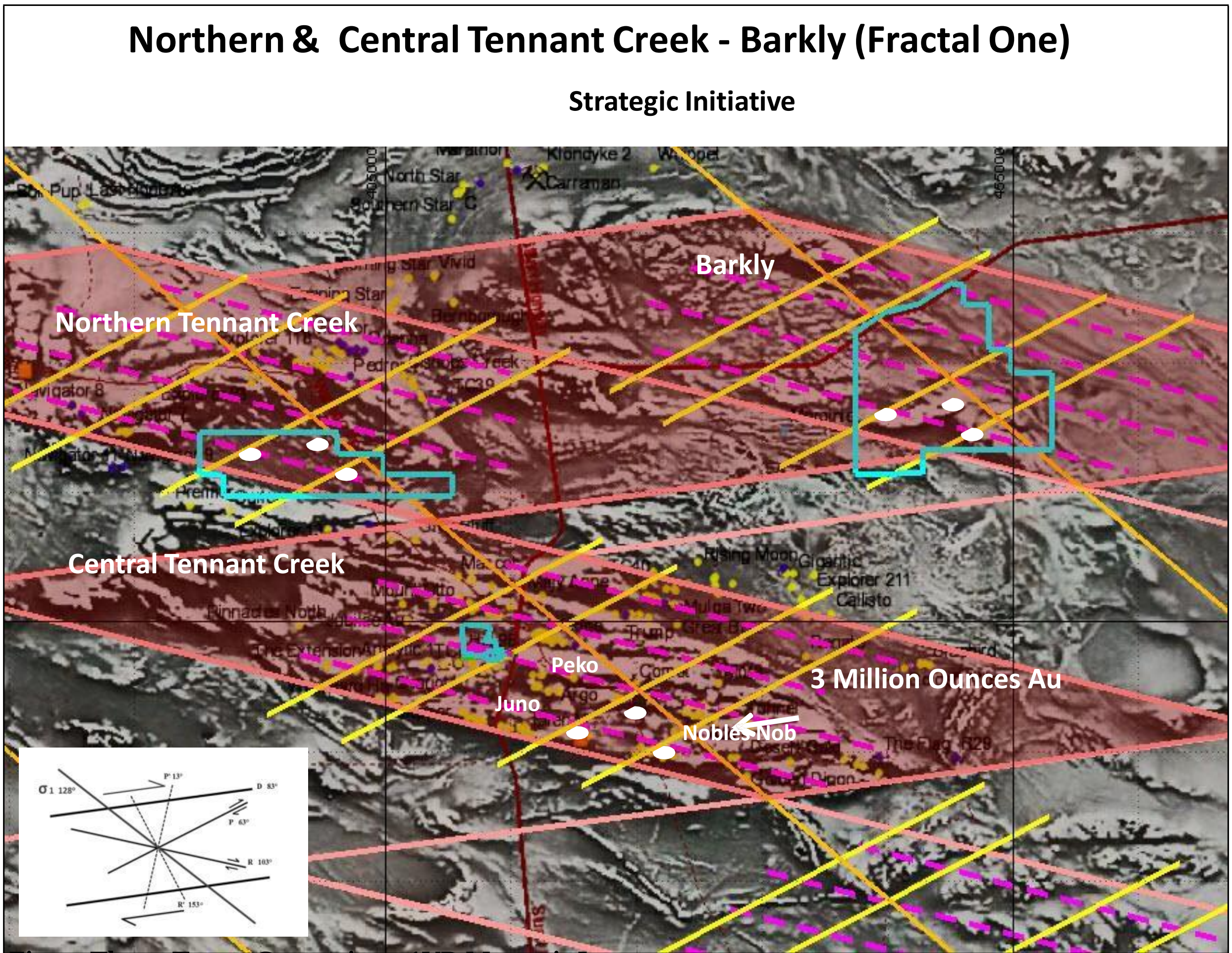


Figure Three: Target Generation – 1VD Magnetic Image

Comparative Analysis

To test for the continuity of the overall strike- slip analysis across the Northern Australian Craton a second set of observations have been made, 450 kilometres to the west at Tanami. It is immediately apparent that the same scale fractal windows are centred on the clearly evident primary principal stress axis sigma one.

Significantly the major Dead Bullock Soak deposit, circa ten million ounces gold, is located in a structurally equivalence position to the target zones identified at Tennant Creek.

In the ore body settings at both locations it is also apparent that the primary and parasitic folding of the D2 event was discordantly sheared by later stage linear elements that control mineral distribution. That is mineral distribution is structurally controlled by elements that are discordant to the interpreted geology.

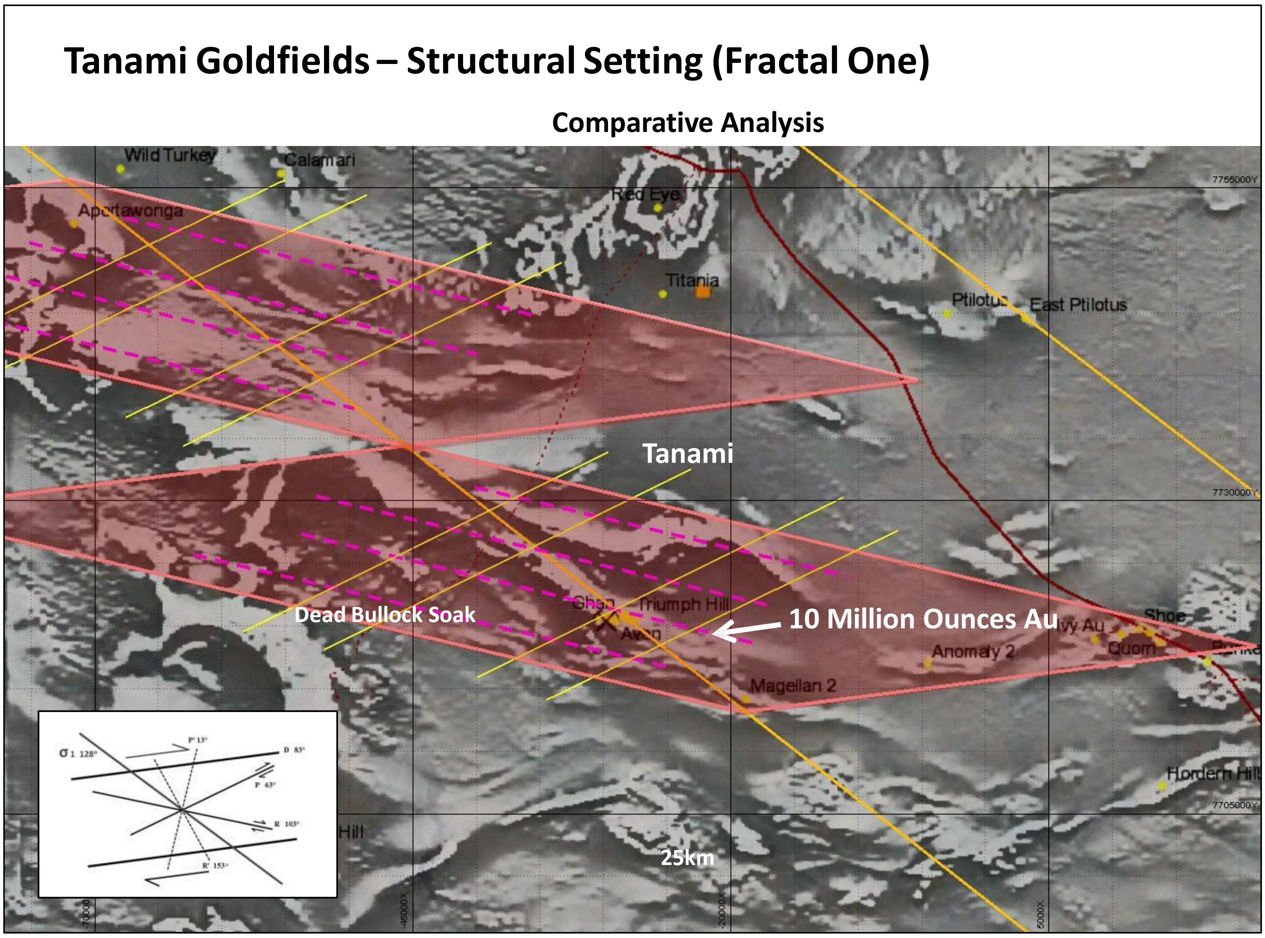


Figure Four: Target Context – 1VD Magnetic Image

Evidently, zones of uplift and crustal thinning associated with the sigma one lineation provide potential pathways for mineralisation. Mining to date at both Tanami and Tennant Creek, close to sigma one has demonstrated that these structural locations are productive primary target zones.

Project Analysis

The Major Westminster Project is located (Figure 3) adjacent to set of P (063°) structural elements within the Central Tennant Creek field, and with an overall strike length that exceeds two kilometres the project has been defined in size as fractal level three.

At project scale the extensive surface mapping has enable the matrix of shearing on resultant reidel shears R (103°) and late stage cross shearing on P (063°) to be confirmed.

The top of the Westminster system (Figure 5) is to the southeast with the overall plunge to the northwest on sigma one.

Inputs from historical drilling and ore body modelling have been utilised along with fractal analysis to define additional drill target lines. The direction of drill target lines also correlates with the cross shear associated with late stage gold mineralisation.

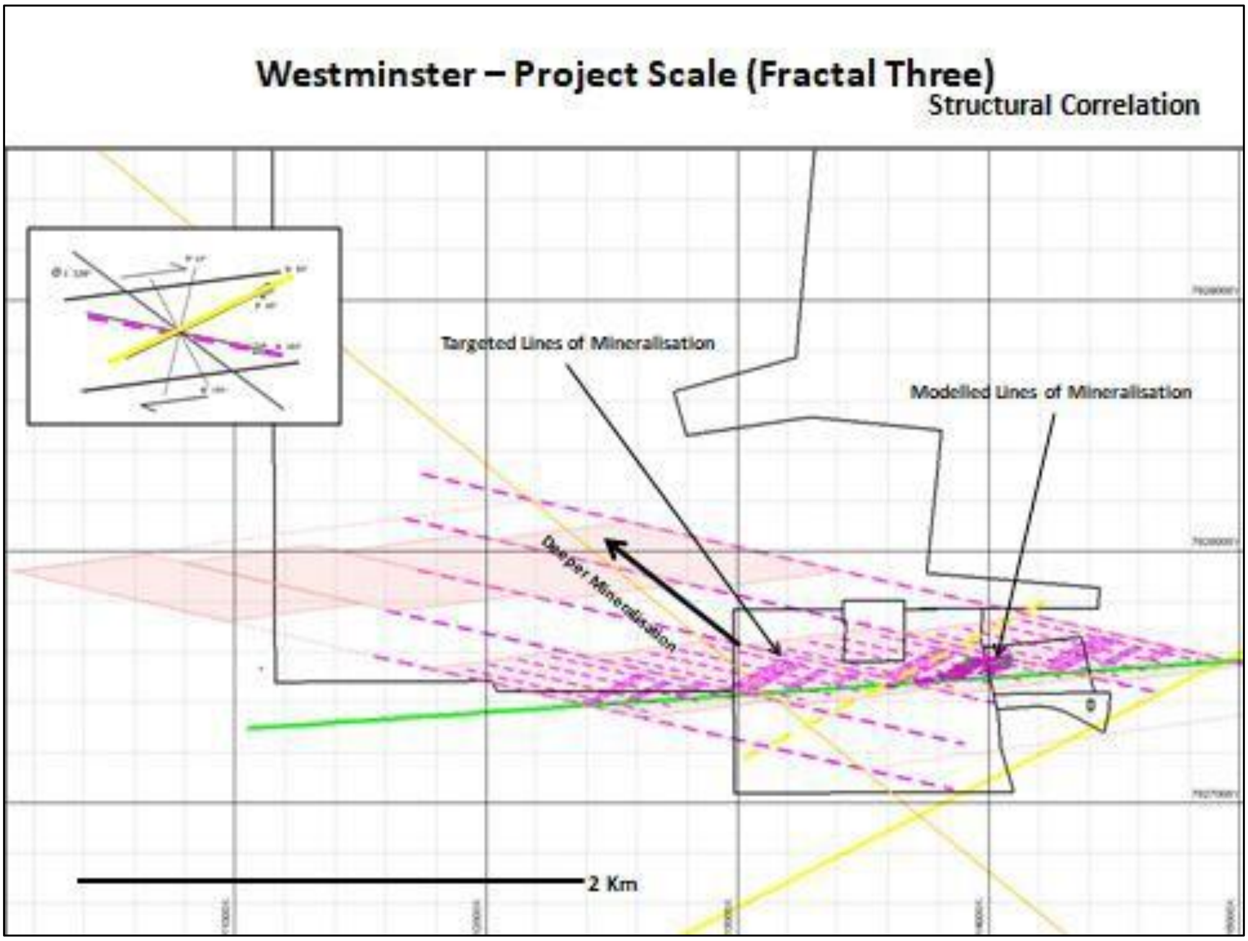


Figure Five: Westminster Project – Potential Size

Ore Body Description

Ore bodies within projects have been defined at fractal level four with constituent ore zones described as fractal five. Ore bodies (Figure 6) appear to form where there has been an interaction of the relic D1 structural elements (green) of the early basement sediments and the later D2 fold elements (yellow). It is however important to recognise that these interactions and fold elements are later discordantly sheared by ongoing strike slip dynamics.

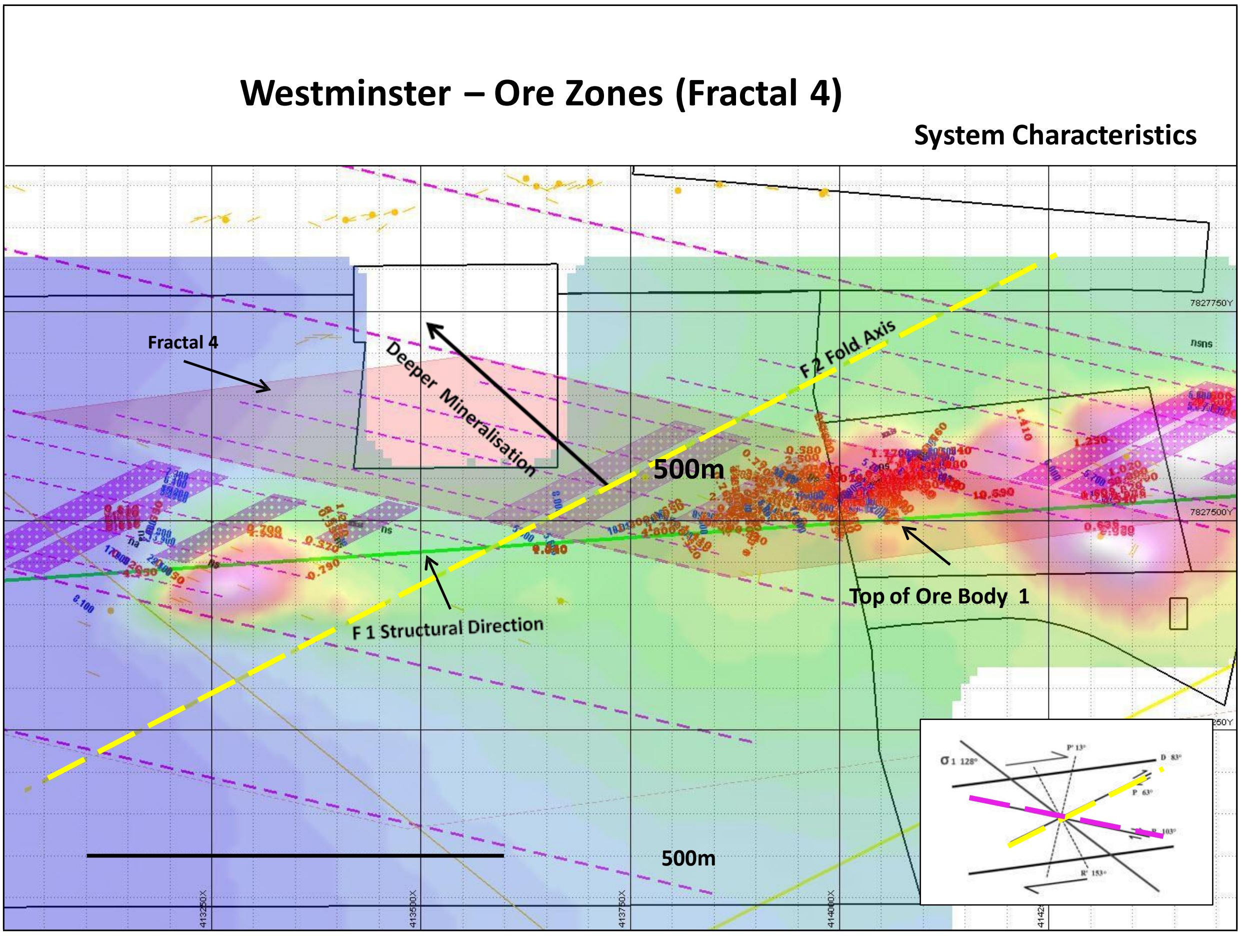


Figure Six: Westminster Ore Body One – Elevation and Structural Elements

At Westminster the D1 structural event has resulted in pseudo bedding/shear planes dipping at 65-70 degrees to the North with a plunge of 12-15 degrees to the West. These "flow planes" facilitate the movement of mineralised fluids.

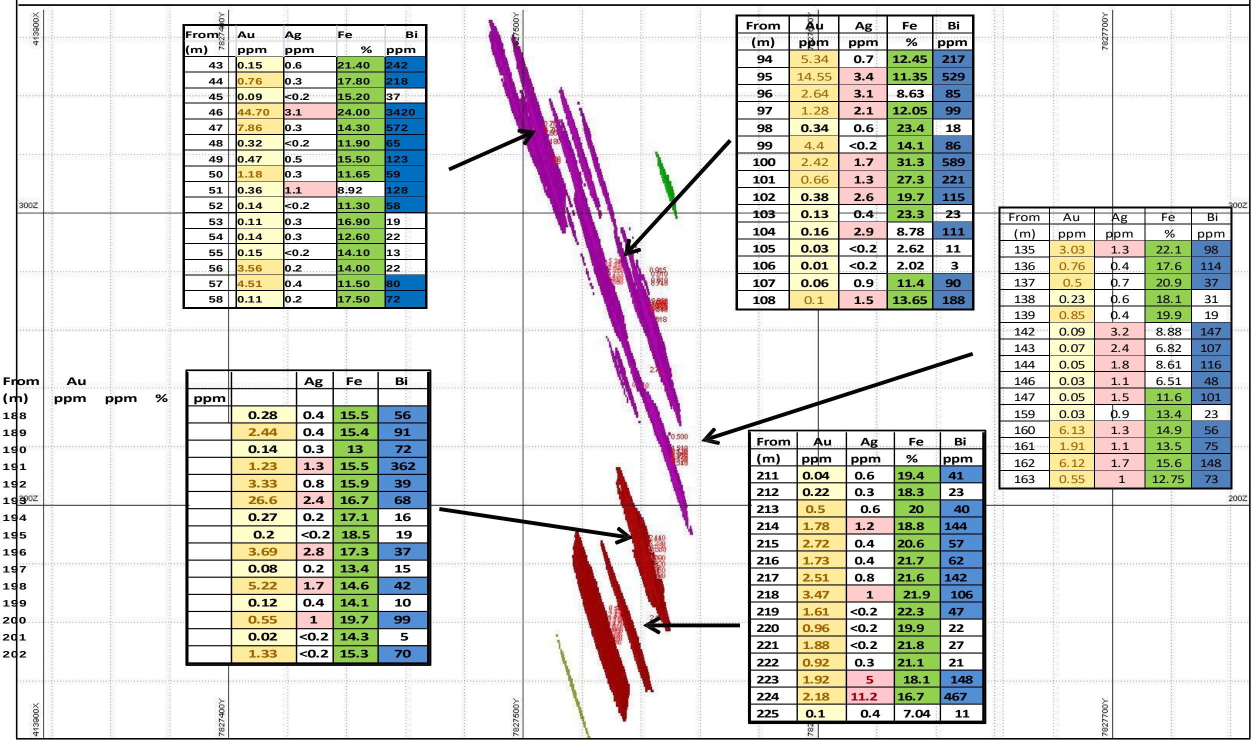
Early in D2 strike–slip structural event anticline folding on P (063^{o}) creates the zone of interaction in which ore body formation occurs. Ongoing strike-slip activity of the D2 event then results in the formation of shearing and dilation that is discordant to the earlier stratigraphy. Initially reidel shears on R (103^{o}) and subsequently cross shearing on P (063^{o}) provide the focus for zones of mineral concentration and high-grade gold.

Detailed logging of drill data indicates that the preferred mineral flow planes are in the sediment profile and exhibit a vertical separation of 35 metres with true widths of up to seven metres. Pairs of flow channels (Figure 7) also exhibit a larger vertical separation of 105 metres.

Given the substantial footprint of the Westminster Deposit, the current extent of drilling at Westminster can be described as very limited. Notwithstanding, structural control has now been established for planning ongoing drilling activity in both depth and extent. The target continues to demonstrate multi- million-ounce potential.

Westminster Gold Block Model - Cross Section (A–B) – 413880E

Potential Scale



From (m)	Au ppm	Ag ppm	Fe %	Bi ppm
43	0.15	0.6	21.40	242
44	0.76	0.3	17.80	218
45	0.09	<0.2	15.20	37
46	44.70	3.1	24.00	3420
47	7.86	0.3	14.30	572
48	0.32	<0.2	11.90	65
49	0.47	0.5	15.50	123
50	1.18	0.3	11.65	59
51	0.36	1.1	8.92	128
52	0.14	<0.2	11.30	58
53	0.11	0.3	16.90	19
54	0.14	0.3	12.60	22
55	0.15	<0.2	14.10	13
56	3.56	0.2	14.00	22
57	4.51	0.4	11.50	80
58	0.11	0.2	17.50	72

From (m)	Au ppm	Ag ppm	Fe %	Bi ppm
94	5.34	0.7	12.45	217
95	14.55	3.4	11.35	529
96	2.64	3.1	8.63	85
97	1.28	2.1	12.05	99
98	0.34	0.6	23.4	18
99	4.4	<0.2	14.1	86
100	2.42	1.7	31.3	589
101	0.66	1.3	27.3	221
102	0.38	2.6	19.7	115
103	0.13	0.4	23.3	23
104	0.16	2.9	8.78	111
105	0.03	<0.2	2.62	11
106	0.01	<0.2	2.02	3
107	0.06	0.9	11.4	90
108	0.1	1.5	13.65	188

From (m)	Au ppm	Ag ppm	Fe %	Bi ppm
135	3.03	1.3	22.1	98
136	0.76	0.4	17.6	114
137	0.5	0.7	20.9	37
138	0.23	0.6	18.1	31
139	0.85	0.4	19.9	19
142	0.09	3.2	8.88	147
143	0.07	2.4	6.82	107
144	0.05	1.8	8.61	116
146	0.03	1.1	6.51	48
147	0.05	1.5	11.6	101
159	0.03	0.9	13.4	23
160	6.13	1.3	14.9	56
161	1.91	1.1	13.5	75
162	6.12	1.7	15.6	148
163	0.55	1	12.75	73

From (m)	Au ppm	Ag ppm	Fe %	Bi ppm
188	0.28	0.4	15.5	56
189	2.44	0.4	15.4	91
190	0.14	0.3	13	72
191	1.23	1.3	15.5	362
192	3.33	0.8	15.9	39
193	26.6	2.4	16.7	68
194	0.27	0.2	17.1	16
195	0.2	<0.2	18.5	19
196	3.69	2.8	17.3	37
197	0.08	0.2	13.4	15
198	5.22	1.7	14.6	42
199	0.12	0.4	14.1	10
200	0.55	1	19.7	99
201	0.02	<0.2	14.3	5
202	1.33	<0.2	15.3	70

From (m)	Au ppm	Ag ppm	Fe %	Bi ppm
211	0.04	0.6	19.4	41
212	0.22	0.3	18.3	23
213	0.5	0.6	20	40
214	1.78	1.2	18.8	144
215	2.72	0.4	20.6	57
216	1.73	0.4	21.7	62
217	2.51	0.8	21.6	142
218	3.47	1	21.9	106
219	1.61	<0.2	22.3	47
220	0.96	<0.2	19.9	22
221	1.88	<0.2	21.8	27
222	0.92	0.3	21.1	21
223	1.92	5	18.1	148
224	2.18	11.2	16.7	467
225	0.1	0.4	7.04	11

Figure Seven: Westminster Ore Body One – Mineralisation Levels

Structurally Driven Exploration Initiatives

Observations indicate that the Archaean and Proterozoic rocks of the entire North Australian Craton have been subject to Orogenic scale strike-slip activity. Fractal observations point to a stress continuum that has preconditioned the older rocks and subsequently been a controlling influence focusing mineral flows and ore deposit formation.

The stress regime referenced by the primary principal stress direction is evident (Figure 8) in large scale magnetic imagery. Alignments are evident from the Patterson suture zone across to Tennant Creek, with the recent discovery at Havieron Project, east of Telfer exhibiting the expected structural setting. Major exploration footprints along the reference zones are now being built up or maintained by number of exploration and mining companies.

The new sets of observations and assumptions require an understanding that apparent age of ore deposit formation may be less significant than preconditioning of older rock masses that have channelled mineralised flows. It also follows that the shearing and fluid pathways set up by the stress regime will commonly be discordant to later geological formations.

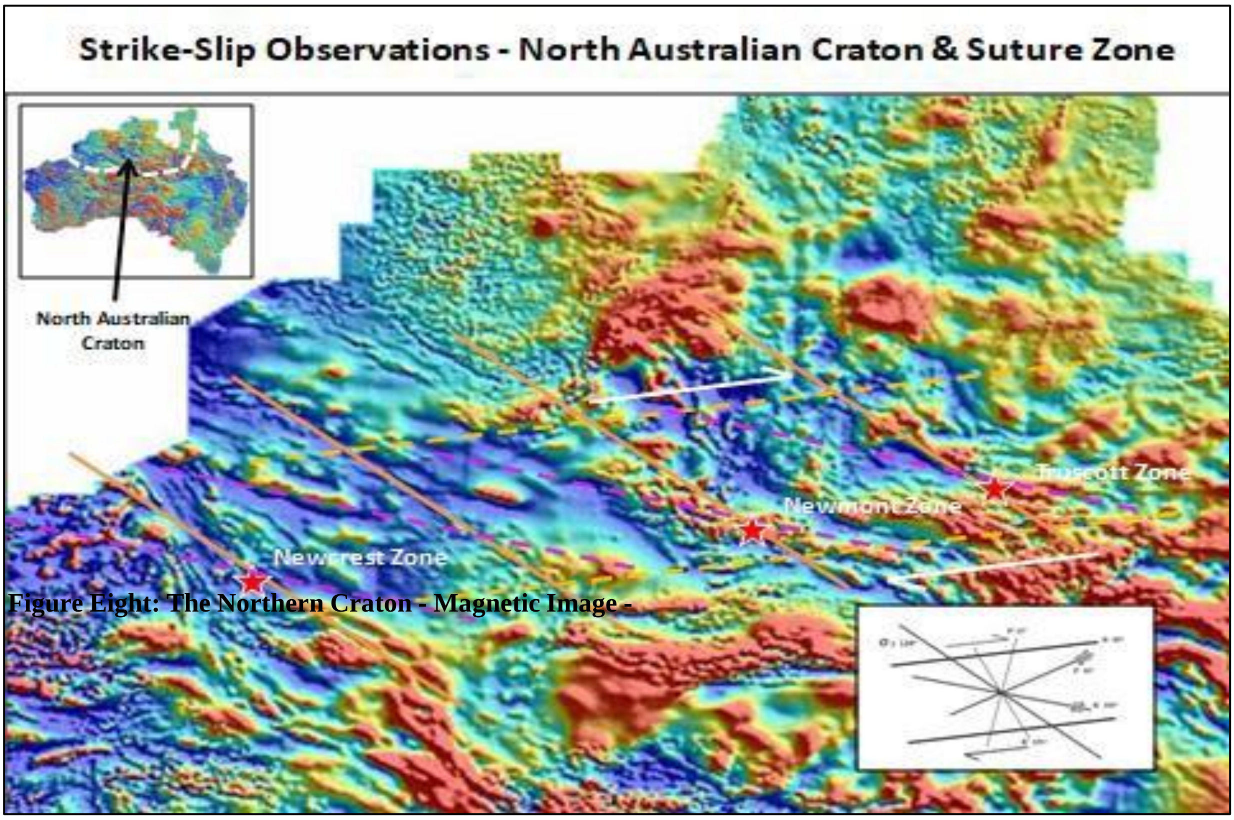


Figure Eight: The Northern Craton - Magnetic Image -

Figure Eight: Strike-Slip Observations – North Australian Craton & Suture Zone

Peter N Smith
Executive Chairman

25 September 2019

Competent Person's Statement: *The contents of this report, that relate to geology and exploration results, are based on information reviewed by Dr Judith Hanson, who is a consultant engaged by Truscott Mining Corporation Limited and a Member of the Australasian Institute of Mining & Metallurgy. She has sufficient experience relevant to the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a "Competent Person", as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Hanson consents to the inclusion in this presentation of the matters compiled by therein in the form and context in which they appear.*

Regulatory Information*: The Company does not suggest that economic mineralisation is contained in the untested areas, the information relating to historical drilling records have been compiled, reviewed and verified as best as the company was able. The company is planning further exploration drilling programs to confirm the geology, structure and potential of untested areas within the Westminster Project area. The company cautions investors against using this announcement solely as a basis for investment decisions without regard to this disclaimer*

Appendix 1

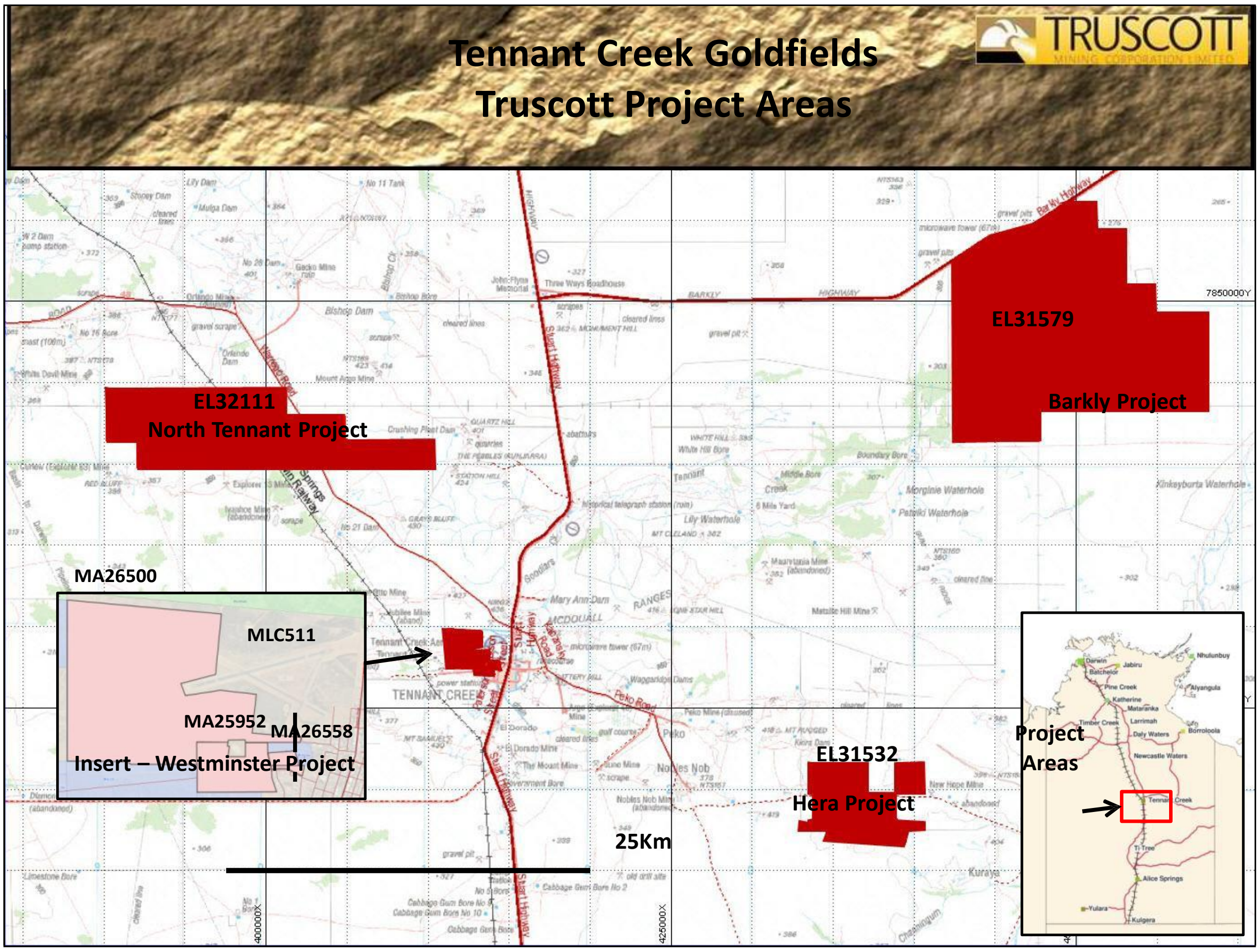


Figure Nine: Truscott Exploration & Development Projects

Mining Tenements Held at 30 June 2019 (Table 1)

Project		Interest at	Interest at	Acquired	Disposed
Tenement		Beginning	End		
Westminster	Northern Territory				
MLC 511		100%	100%		
MA25952		100%	100%		
MA26500		100%	100%		
MA26558		100%	100%		
Hera	Northern Territory				
EL 31352		100%	100%		
Barkly	Northern Territory				
EL 31579		100%	100%		
North Tennant	Northern Territory				
ELA 32111			100%	100%	

On 28 June 2019 the directors resolved to surrender EL31532 with surrender documents lodged early in July 2019.

Truscott Mining Corporation Limited's Corporate Governance Arrangements

The Company's board of directors **(Board)** is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. It is committed to administering its corporate governance structures to promote integrity and responsible decision making. Accordingly, the Company has, where appropriate, sought to adopt the "Corporate Governance Principles and Recommendations" (Third Edition) **(ASX Recommendations)** published by the ASX Corporate Governance Council.

The corporate governance principles and practices adopted by the Company may depart from those generally applicable to ASX-listed companies under ASX Recommendations where the Board considers compliance is not appropriate having regard to the nature and size of the Company's business.

The Company sets out below its report in relation to its compliance with the ASX Recommendations and those matters of corporate governance where the Company's practice departs from the ASX Recommendations to the extent that they are currently applicable to the Company. This statement is current as at 25 September 2018 and has been approved by the Board of the Company.

ASX Corporate Governance Principles and Recommendations

1. Principle 1: Lay a solid foundation for management and oversight – companies should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated

1.1 **Recommendation**
A listed entity should disclose:

(a) the respective roles and responsibilities of its board and management; and
(b) those matters expressly reserved to the board and those delegated to management.

Compliance with ASX Recommendation: followed

The Company has adopted a Board Charter.

Under the Board Charter, the Board is responsible for the overall operation and stewardship of the Company and, in particular, is responsible for:

(a) setting the strategic direction of the Company, establishing goals to ensure that these strategic objectives are met and monitoring the performance of management against these goals and objectives;
(b) ensuring there are adequate resources available to meet the Company's objectives;
(c) appointing the Managing Director, evaluating the performance and determining the remuneration of senior executives, and ensuring that appropriate policies and procedures are in place for recruitment, training, remuneration and succession planning;
(d) approving and monitoring financial reporting and capital management;
(e) approving and monitoring the progress of business objectives;
(f) ensuring that any necessary statutory licences are held and compliance measures are maintained to ensure compliance with the law and licences;
(g) ensuring that adequate risk management procedures exist and are being used;
(h) ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility;
(i) ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company; and
(j) ensuring procedures are in place for ensuring the Company's compliance with the law and financial and audit responsibilities, including the appointment of an external auditor and reviewing the financial statements, accounting policies and management processes.

In complying with Recommendation 1.1, the Company has adopted a Board Charter which discloses the respective roles and responsibilities of the Board and senior management and identifies those matters expressly reserved to the Board and those delegated to management.

1.2 **Recommendation 1.2**
A listed entity should:

(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and
(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.

Compliance with ASX Recommendation: followed
In respect of any future Directors, the Company will conduct specific and appropriate checks of candidates prior to their appointment or nomination for election by shareholders. The Company does not propose to conduct specific checks prior to nominating an existing Director for re-election by shareholders at a general meeting on the basis that this is not considered necessary in the Company's circumstances.

The Chairman and Managing Director, Mr Peter N Smith, and the Executive Director, Mr Michael J Povey, have both been directors since the Company's incorporation. The Chairman and the Executive Director assessed the other Director prior to his appointment, and they considered that he had the appropriate experience that was of value to the Company and had a strong professional reputation.

As a matter of practice, the Company includes in its notices of meeting a brief biography of each Director who stands for election or re-election. The biography sets out the relevant qualifications and professional experience of the nominated Director for consideration by shareholders.

1.3 **Recommendation 1.3**

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Compliance with ASX Recommendation: followed

The Company seeks to engage or employ its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by the Company.

The Company's Managing Director and its Executive Director are both employed pursuant to a written employment agreement with the Company and the non-executive Director is engaged under a letter of appointment.

1.4 **Recommendation 1.4**

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

Compliance with ASX Recommendation: followed

The Company Secretary is a Board member and reports directly, and is accountable, to the Board through the Chairman in relation to all governance matters.

The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures, and coordinates circulation of meeting agendas and papers.

1.5 **Recommendation 1.5**

A listed entity should:

(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;

(b) disclose that policy or a summary of it; and

(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:

- (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
- (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

Compliance with ASX Recommendation: Recommendation 1.5(a), 1.5(b) and 1.5(c)(i) followed; recommendation 1.5(c) not followed

The Board has adopted a diversity policy and is committed to ensuring diversity within the Company, particularly the participation of women. Considering the size and scope of the Company, the Board has not set a measurable objective for achieving gender diversity, however it is the Company's practice that during the selection and appointment process, the professional search firm supporting the Company will provide at least one credible and suitably experienced female candidate.

As at 30 June 2018, women made up 40% of the total Company. The Board comprises three men, the only employee is a women and we have 1 female casual contractor.

1.6 **Recommendation 1.6**

A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and

(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

Compliance with ASX Recommendation: not followed

The Company does not have in place a formal process for evaluation of the Board, its committees and individual Directors.

The small size of the Board and the nature of the Company's activities make the establishment of a formal performance evaluation strategy unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of senior management, Directors and the Board as a whole.

1.7 **Recommendation 1.7**

A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of its senior executives; and

(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

Compliance with ASX Recommendation: not followed

The Company does not have in place a formal process for evaluation of its key executives.

The Company's small size and the nature of its activities make the establishment of a formal performance evaluation strategy unnecessary. As with evaluation of Directors, performance evaluation for key executives is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of the executives and management as a whole.

2. Principle 2: Structure of the Board to add value – a listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively

2.1 **Recommendation 2.1**

The board of a listed entity should:

(a) have a nomination committee which:
- (i) has at least three members, a majority of whom are independent directors; and
- (ii) is chaired by an independent director, and disclose:
- (iii) the charter of the committee;
- (iv) the members of the committee; and
- (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

Compliance with ASX Recommendation: 2.1(a) not followed. 2.1(b) followed

The Company does not have a nomination committee.

The full Board, which comprises 1 Non-Executive Director and 2 Executive Directors, considers the matters and issues that would otherwise be addressed by a nomination committee.

Under the Board Charter, candidacy for the Board is based on merit against objective criteria with a view to maintaining an appropriate balance of skills and experience. As a matter of practice, candidates for the office of Director are individually assessed by the Chairman before appointment or nomination to ensure that they possess the relevant skills, experience, personal attributes and capability to devote the necessary time and commitment to the role.

The Board considers that, given the current size and scope of the Company's operations, no efficiencies or other benefits would be achieved by establishing a separate nomination committee.

The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as the Company's operations grow and evolve.

2.2 **Recommendation 2.2**

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

Compliance with ASX Recommendation: not followed

The Company does not currently have a skills or diversity matrix in relation to the Board members.

The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later time as the Company's operations grow and evolve.

2.3 **Recommendation** 2.3

A listed entity should disclose:

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of ASX Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director.

Compliance with ASX Recommendation: followed

The Company does not have any Directors who satisfy the criteria for independence as outlined in Box 2.3 of the ASX Recommendations.

The Board currently comprises the following members:

(a) **Mr Peter N Smith - Executive Chairman and Managing Director**

Mr Peter N Smith has held this office since the Company's incorporation on 27 September 2005.
Mr Smith is a substantial shareholder such that the Board does not consider Mr Smith to be independent.

(b) **Mr Michael J Povey - Executive Director, Chief Financial Officer and Company Secretary**

Mr Michael J Povey has held this office since the Company's incorporation on 27 September 2005.
Mr Povey is an executive director and as such the Board does not consider Mr Povey to be independent.

(c) **Mr Ewan E Smith -Non-Executive Director**

Mr Ewan E Smith was appointed as a Director on 1 December 2017.
As Mr E Smith is a substantial shareholder the Board does not consider him to be independent.

2.4 **Recommendation 2.4**
A majority of the board of a listed entity should be independent directors.

Compliance with ASX Recommendation: not followed
The Board does not comprise a majority of "independent directors" at present.

The Board considers, however, that given the size and scope of the Company's operations at present, it has the relevant experience in the exploration and mining industry and is appropriately structured to discharge its duties in a manner that is in the best interests of the Company and its shareholders from both a long-term strategic and operational perspective.

2.5 **Recommendation 2.5**
The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

Compliance with ASX Recommendation: not followed
The roles of Chairman and Managing Director are exercised by the same person.

The Chairman of the Company, Mr Peter Smith, is not an independent director in accordance with the criteria for independence as outlined in Box 2.3 of the ASX Recommendations.

However, given the size and scope of the Company's operations, the Board believes that Mr Smith is an appropriate person for the position as Chairman because of his experience in the resources sector and as a public company director.

2.6 **Recommendation 2.6**
A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Compliance with ASX Recommendation: not followed
The Company does not currently have a formal induction program for new Directors nor does it have a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and scope of the Company's operations.

All Directors are generally experienced in exploration and mining company operations, albeit in different aspects (e.g. operations, finance, corporate governance etc.). The Chairman has also been a director of another listed company. The Board seeks to ensure that all of its members understand the Company's operations. Directors also attend, on behalf of the Company and otherwise, technical and commercial seminars and industry conferences which enable them to maintain their understanding of industry matters and technical advances.

Noting the above, the Board considers that a formal induction program is not necessary given the current size and scope of the Company's operations, though the Board may adopt such a program in the future as the Company's operations grow and evolve.

3. Principle 3: Act ethically and responsibly – a listed entity should act ethically and responsibly

3.1 **Recommendation 3.1**
A listed entity should:

(a) have a code of conduct for its directors, senior executives and employees; and
(b) disclose that code or a summary of it.

Compliance with ASX Recommendation: followed
The Board believes that the success of the Company has been and will continue to be enhanced by a strong ethical culture within the organisation.

Accordingly, the Company has established a Code of Conduct which sets out the standards with which the directors, officers, managers, employees and consultants of the Company are expected to comply in relation to the affairs of the Company's business and when dealing with each other, shareholders and the broader community.

The Code sets out the Company's policies on various matters, including the following:

(a) compliance with all applicable laws, rules and regulations;
(b) conflicts of interest;
(c) fair dealing;

(d) dealings with the Company's assets and property;
(e) use and confidentiality of information;
(f) continuous disclosure and securities trading (also covered by discrete policies);
(g) health, safety and environment;
(h) employment practices; and
(i) gifts and entertainment.

The Code also outlines the procedure for reporting any breaches of the Code of Conduct and the possible disciplinary action the Company may take in respect of any breaches.

In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.

In fulfilling their duties, each Director dealing with corporate governance matters may obtain independent professional advice at the Company's expense, subject to prior approval of the Chairman, whose approval will not be unreasonably withheld.

4. Principle 4: Safeguard integrity in corporate reporting – a **listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting**

4.1 **Recommendation 4.1**
The board of a listed entity should:

(a) have an audit committee which:

(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
(ii) is chaired by an independent director, who is not the chair of the board, and disclose:
(iii) the charter of the committee;
(iv) the relevant qualifications and experience of the members of the committee; and
(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Compliance with ASX Recommendation: 4.1(a) partly followed, 4.1(b) followed
The Company's Audit Committee comprises the whole Board as there are only 3 members on the board.

The Board has charged the Company Secretary with preparing the annual and half yearly reports. These reports are subsequently audited by the Company's auditors, Hall Chadwick WA Audit Pty Ltd. The Company Secretary also compiles the information and prepares the Company's quarterly financial and operational reports.

All Company reports are reviewed by the Board before they are finalised and the Directors are given the opportunity to question and consider the veracity of the information in the reports.

The Board considers that, given the current size and scope of the Company's operations and that only one Director holds a non-executive position in the Company, efficiencies or other benefits would not be gained by increasing the size of the Board so as to enable it to have an audit committee.

As the Company's operations grow and evolve, the Board will reconsider the appropriateness of having a separate the audit committee.

4.2 **Recommendation 4.2**
The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Compliance with ASX Recommendation: followed
As a matter of practice, the Company obtains declarations from its Managing Director and Company Secretary before its financial statements are approved substantially in the form referred to in ASX Recommendation 4.2.

4.3 **Recommendation 4.3**
A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Compliance with ASX Recommendation: followed

In accordance with the Company's Shareholder Communications Policy, the Company requests its external auditor to attend each annual general meeting of the Company and be available to answer questions from shareholders in relation to the conduct of the audit and the preparation and content of the auditor's report.

5. Principle 5: Make timely and balanced disclosure – a listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities

5.1 **Recommendation 5.1**

A listed entity should:

(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and

(b) disclose that policy or a summary of it.

Compliance with ASX Recommendation: followed

The Company is a "disclosing entity" pursuant to section 111AR of the Corporations Act and, as such, is required to comply with the continuous disclosure requirements of Chapter 3 of the ASX Listing Rules and section 674 of the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company is required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Company is committed to observing its disclosure obligations under the Corporations Act and its obligations under the ASX Listing Rules. All relevant information provided to ASX is posted on the Company's website.

The Company has adopted a Continuous Disclosure Policy, the purpose of which is to:

(a) ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and, as much as possible, seeks to achieve best practice in its disclosure activities;
(b) provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
(c) promote investor confidence in the integrity of the Company and its securities.

6. Principle 6: Respect the rights of security holders – A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively

6.1 **Recommendation 6.1**

A listed entity should provide information about itself and its governance to investors via its website.

Compliance with ASX Recommendation: not followed

Information on the Company's corporate governance, including copies of its various corporate governance policies and charters, is included in the Company's annual report.

6.2 **Recommendation 6.2**

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

Compliance with ASX Recommendation: followed

The Company has adopted a Shareholder Communications Policy, the purpose of which is to facilitate the effective exercise of shareholders' rights by communicating effectively with shareholders, giving shareholders ready access to balanced and understandable information about the Company and its corporate strategies and making it easy for shareholders to participate in general meetings of the Company.

The Company communicates with shareholders:

(a) through releases to the market via the ASX;
(b) through the Company's website;
(c) through information provided directly to shareholders;
(d) at general meetings of the Company; and
(e) by providing a facility whereby third parties (including shareholders) can request email subscription to publicly available information via the Company's website.

6.3 **Recommendation 6.3**

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

Compliance with ASX Recommendation: followed

In accordance with the Company's Shareholder Communications Policy, the Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation.

In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.

The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting.

Mechanisms for encouraging and facilitating shareholder participation will be reviewed regularly to encourage the highest level of shareholder participation.

6.4 **Recommendation 6.4**
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Compliance with ASX Recommendation: followed
The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.

In accordance with the Shareholder Communication Policy, the Company has, as a matter of practice, provided new shareholders with the option to receive communications from the Company electronically and the Company encourages them to do so. Existing shareholders are also encouraged to request communications electronically.

All shareholders that have opted to receive communications electronically are provided with notifications by the Company when an announcement or other communication (including annual reports, notices of meeting etc.) is uploaded to the ASX announcements platform.

7. Principle 7: Recognise and manage risk – a **listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework**

7.1 **Recommendation 7.1**
The board of a listed entity should:

(a) have a committee or committees to oversee risk each of which:

(i) has at least three members, a majority of whom are independent directors; and
(ii) is chaired by an independent director, and disclose;
(iii) the charter of the committee;
(iv) the members of the committee; and
(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

Compliance with ASX Recommendation: 7.1(a} not followed, 7.1(b} followed
The Company does not have a separate risk management committee.

The role of the risk management committee is undertaken by the full Board, which comprises one Non-Executive Director and two Executive Directors.

The Board considers that, given the current size and scope of the Company's operations, efficiencies or other benefits would not be gained by establishing a separate risk management committee at present.

As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate risk management committee.

However, the Board has adopted a Risk Management Policy that sets out a framework for a system of risk management and internal compliance and control, whereby the Board delegates day-to-day management of risk to the Managing Director. The Board is responsible for supervising management's framework of control and accountability systems to enable risk to be assessed and managed.

In addition, Company is committed to ensuring that sound environmental management and safety practices are maintained for its exploration activities.

7.2 **Recommendation 7.2**
The board or a committee of the board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
(b) disclose, in relation to each reporting period, whether such a review has taken place.

Compliance with ASX Recommendation: not followed
As the Board has responsibility for the monitoring of risk management it has not required a formal report regarding the material risks and whether those risks are managed effectively. The Board believes that the Company is currently effectively communicating its significant and

material risks to the Board and its affairs are not of sufficient complexity to justify the implementation of a more formal system for identifying, assessing, monitoring and managing risk in the Company.

7.3 **Recommendation 7.3**

A listed entity should disclose:

(a) if it has an internal audit function, how the function is structured and what role it performs; or
(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

Compliance with ASX Recommendation: 7.3(a) not followed, 7.3(b) followed
The Company does not currently have an internal audit function. This function is undertaken by the full Board.

The Company has adopted internal control procedures which are set out in its Risk Management Policy. The Company's internal controls include the following:

(a) identification of key risks;
(b) managing activities within budgets and operational and strategic plans;
(c) regular financial reporting against budget;
(d) regular visits the Company's exploration project areas to review the geological practices including the environmental and safety aspects of the Company's operations;
(e) appraisal procedures and due diligence requirements for potential acquisitions or divestments; and
(f) reliance on auditor reviews and senior management declarations.

The Managing Director is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.

The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.

As the Company's operations grow and evolve, the Board will reconsider the appropriateness of adopting an internal audit function.

7.4 **Recommendation 7.4**
A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

Compliance with ASX Recommendation: followed
The Company's primary operation of mineral exploration and development is speculative in nature and has inherent risks. It is subject to various economic, environmental and social sustainability risks, which may materially impact the Company's ability to operate and to generate value for shareholders. T hese include:

(a) **Exploration:** The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. The actual costs of exploration may materially differ from those estimated by the Company.
(b) **Title risks:** All exploration leases held by the Company may be subject to overlapping applications. The Company has in place both internal and external land management and land monitoring to ensure appropriate objections are lodged and protection of the leases is maintained.
(c) **Future capital requirements:** The Company will need to raise funding for working capital from time to time. However, there is no guarantee that appropriate or adequate funding will be available.
(d) **Commodity price fluctuations:** The Company's future revenue will depend upon demand and commodity prices for its products.
(e) **Exchange rate fluctuations:** The revenue and/or the expenditure of the Company will be taken into account in Australian and US currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the US dollar and the Australian dollar as determined in international markets.
(f) **Environmental risks:** The operations and activities of the Company are subject to environmental laws and regulations. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.
(g) **Securities market conditions:** As with all securities markets, the price of the Company's shares and other securities is subject to fluctuations in the market.

The Company has adopted the Risk Management Policy and other procedures to identify, mitigate and manage these risks. These policies are updated from time to time as the Board considers appropriate in the circumstances for the management of the Company's risk profile.

8. Principle 8: Remunerate fairly and responsibly – A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

8.1 **Recommendation 8.1**

The board of a listed entity should:

(a) have a remuneration committee which:

- (i) has at least three members, a majority of whom are independent directors; and
- (ii) is chaired by an independent director, and disclose:
- (iii) the charter of the committee;
- (iv) the members of the committee; and
- (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Compliance with* ASX *Recommendation: 8.1(a) not followed, 8.1(b) followed

The Company has not established a separate remuneration committee and does not have a formal remuneration policy in place.

The role of the remuneration committee is undertaken by the full Board. The Board considers that, given its current size, efficiencies or other benefits would not be gained by establishing a separate remuneration committee.

The Company sets out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within the Company's annual report to shareholders. The full Board determines all compensation arrangements for Directors. It is also responsible for setting performance criteria, performance monitors, share option schemes, incentive performance schemes, superannuation entitlements, retirement and termination entitlements and professional indemnity and liability insurance cover.

The maximum aggregate remuneration payable to Non-Executive Directors is $80,000; the Non-Executive Directors have been paid below this threshold to preserve the Company's cash reserves and in recent years have been paid their directors' fees in the form of shares and performance rights in the Company.

As the Company's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate remuneration committee.

8.2 **Recommendation 8.2**

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Compliance with ASX Recommendation: followed

The Company's policies and practices regarding the remuneration of Executive and Non-Executive Directors and other senior executives is set out in the Remuneration Report contained in the Company's Annual Report for each financial year.

8.3 **Recommendation 8.3**

A listed entity which has an equity-based remuneration scheme should:

(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

(b) disclose that policy or a summary of it.

Compliance with ASX Recommendation:

The Company does not currently have an equity-based remuneration scheme.

As the Company's operations grow and evolve, the Board will reconsider the appropriateness of an equity-based remuneration scheme.

The Board of Directors has pleasure in presenting its report on the company for the financial year ended 30 June 2019.

Directors

Names, Qualifications and Experience
The names and details of the company's directors in office at any time during the year ended 30 June 2019 and until the date of this report are as follows. Directors were in office for the entire period.

Peter N Smith (Executive Chairman and Managing Director)
BSc (Min), PG Dip (M Tech), M Min Tech, FAusIMM, CP.

Experience in Australia and overseas in mine development and management including positions with Normandy Poseidon, Gwalia Consolidated, Broken Hill Proprietary Limited and Ivanhoe Mines. Previously Director of Strategic Minerals Corporation and CEO for Giants Reef Mining Limited, and now a director of a number of private exploration companies. Mr P Smith has been a director of the company since it was incorporated in September 2005.

Mr P Smith is a director and shareholder in Resource Investments & Consulting Pty Ltd which has a contract to supply the services of Mr P Smith as a consultant mining engineer.

Ewan E Smith (Non-Executive Director)
B Com (Man), BSC, MBBS.

Mr E Smith is a significant shareholder and has tertiary qualifications in commerce, science and medicine. He has operational experience in geophysics data acquisition, logistics and exploration activities. He has the capability to make professional contributions to operational health and safety management.

Michael J Povey (Executive Director & Company Secretary)
B.Bus, FTIA.

An accountant with public Accounting experience with major accounting firms including Deloittes and KPMG. Mr Povey has also lectured in both undergraduate and postgraduate business courses at Curtin University. Mr Povey subsequently established an accounting practice concentrating on taxation and company reporting. He has been the company secretary and a director of the company since it was incorporated in September 2005.

Mr Povey is the principal of an accounting practice that has a contract to supply the services of Mr Povey for company secretarial and accounting services.

Principal Activities
The principal activities of the company are the exploration and development of gold and base metal projects in the Northern Territory. No significant changes in the nature of these activities occurred during the year ended 30 June 2019.

Operating Results
The loss of the company after providing for income tax amounted to $1,672,056 (2018: loss $224,241).

Dividends
No dividend has been declared or paid by the company during the year ended 30 June 2019 and the directors do not at present recommend a dividend.

Review of Operations
Research & Development Activities
Truscott has continued its research and development activities studying the structural controls over mineralisation across the Northern Craton which hosts the wider Tennant Creek Mineral Field. Expansion of the reach of the study allowed for structural controls to be further refined and then utilised supporting acquisition of two new project areas. The new understandings generated are fundamental in character and bring a different perspective to exploration strategies, than those applied by past explorers.

Financial Position
The net assets of the company were $5,531,960 at 30 June 2019 (2018: $7,148,391).

Significant Changes in the State of Affairs
Other than listed below, there were no significant changes in the state of affairs of the company that occurred during the year ended 30 June 2019. As approved at the AGM on 23 November 2018 the Company issued 5,929,000 Class G performance rights to the Executive Directors and 1,484,000 fully paid ordinary shares to the non-executive director in lieu of directors' fees for the year ended 30 June 2018 and also issued 5,929,000 Class H performance rights to the executive directors for various sacrifices that had been made on behalf of the Company. Full details of the share issue are included in Note 11 to the Financial Statements. On 28 June the Company decided to surrender Northern Territory Exploration Lease 31532 resulting in the write-off of $1,732,748 of exploration and acquisition costs.

After Balance Date Events
The Directors are not aware of any matter or circumstance since the end of the financial year that has significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs of the company in subsequent financial years.

Business Strategies, Future Developments and Exploration
The intangible asset base for the company continues to be enhanced by the acquisition of new knowledge and understanding. Strategically, the net value of the mineralisation drilled to date at the Westminster Project can be further enhanced by aligning early production with higher gold prices. It is now also evident that an expansion of the mining lease area at the Westminster Project should proceed to allow exploitation of the mineralisation along the full strike length of the deposit.

Long term planning continues to focus on reducing project development risk settings, by increasing the levels of technical controls that are available to support future resource drill out and mine planning. The company has continued to advance its understanding of the lead Westminster project, which has an observable strike length exceeding two kilometres. The central area of mineralisation is partially within an existing mining lease surrounded by adjoining exploration tenure held by the company. The expansion of the mining lease area, to include potential extensions along strike and to depth, is planned to coincide with the onset of development activities.

Remuneration Report – audited

This report details the nature and amount of remuneration for each director and executive of Truscott Mining Corporation Limited. As at the date of this report the company had 2 executive directors and 1 non-executive director, but did not have any executive employees.

Remuneration Policy

The policy of the company is to attract the right team members by paying market based remuneration that is commensurate with the skills and experience of the directors and executives. The performance of the Company in its exploration activities has been considered by the Board and compared with the exploration activities of other companies operating in and around the general location of the Tennant Creek Mineral Field. The Board considers that the Company's activities compare very favourably with those of the other companies and accordingly the remuneration is considered to not exceed what is reasonable, based on the performance achieved.

Details of remuneration

The remuneration for each key management person of the company was as follows:

	Deferred benefits		**Short-term benefits**		
Name	**Directors' fees $**	**Consulting fees $**	**Consulting fees $**	**Share based payments $**	**Totals $**
Executive directors					
PN Smith					
2019	57,600	123,120	64,080	508	245,308
2018	57,600	93,600	62,400	2,530	216,130
MJ Povey					
2019	43,200	18,600	19,800	381	81,981
2018	43,200	22,500	20,700	1,898	88,298
Non-executive directors					
EE Smith					
2019	43,200	0	0	0	43,200
2018 appointed 1/12/2017	25,239	0	0	0	25,239
RT Moore					
2019	0	0	0	0	0
2018 retired 1/12/2017	18,078	0	0	0	18,078
Totals					
2019	**144,000**	**141,720**	**83,880**	**889**	**370,489**
2018	**144,117**	**116,100**	**83,100**	**4,428**	**347,745**

In the below table the 2018 figures have been adjusted to reflect that at the 2018 AGM, the shareholders voted to approve the issue of performance rights in lieu of executive directors' fees and superannuation that were payable for the year ended 30 June 2018. The AGM also approved the issue of fully paid ordinary shares to the non-executive director for director fees and superannuation that were payable for the year ended 30 June 2018. The consulting fees shown above and below have been paid to the directors, or to entities associated with the directors and are also disclosed in Note 16 – Related Party Disclosures. The above consulting fees are not additional to those related party transactions.

For both the years ended 30 June 2018 and 30 June 2019 Mr P N Smith's Company elected to invoice less than the minimum amount payable as per his contract. For the year ended 30 June 2019 Mr Povey elected to invoice less than the minimum amount payable as per his contract.

	Deferred benefits		**Short-term benefits**		
Name	**Directors' fees $**	**Consulting fees $**	**Consulting fees $**	**Share based payments $**	**Totals $**
Executive directors					
PN Smith					
2019	57,600	123,120	64,080	508	245,308
2018	0	93,600	62,400	17,776	173,776
MJ Povey					
2019	43,200	18,600	19,800	381	81,981
2018	0	22,500	20,700	13,332	56,532
Non-executive directors					
EE Smith					
2019	43,200	0	0	0	43,200
2018 appointed 1/12/2017	0	0	0	22,260	22,260
RT Moore					
2019	0	0	0	0	0
2018 retired 1/12/2018	18,078	0	0	0	18,078
Totals					
2019	**144,000**	**141,720**	**83,880**	**889**	**370,489**
2018	**18,078**	**116,100**	**83,100**	**53,368**	**270,646**

As approved at the 2018 AGM, the executive directors' fees and superannuation payable for the year ended 30 June, 2018 were replaced with Class G performance rights. As the rights have a performance milestone attached to them, their value (as independently calculated) at issue date was considerably less than the cash value of the fees that they replaced. Also, as approved at the AGM, the non-executive director received fully paid ordinary shares that had a market value on the day of issue that was less than the cash value of the fees that they replaced. The cash values for Directors' fees as reported in the 2018 annual report and the value of the share-based payments that replaced them were:

	Value if paid in Cash $	Class G Rights value $	Number of rights	ordinary share value $	Number of shares
Mr PN Smith	57,600	15,246	3,388,000	n/a	n/a
Mr MJ Povey	43,200	11,435	2,541,000	n/a	n/a
Mr EE Smith	25,239	n/a	n/a.	22,260	1,484,000
Total	**126,039**	**35,420**	**3,850,000**	**22,260**	**1,484,000**

At the AGM held on 23 November 2018 the shareholders also approved the issue of Class H Performance Rights to the Executive Directors as follows:

	Class H Rights value $	Number of rights
Mr PN Smith	508	3,388,000
Mr MJ Povey	381	2,541,000
Total	**889**	**5,929,000**

These rights values were independently calculated and were issued in recognition of sacrifices made to the company for the year ended 30 June 2018.

Of the above consulting fees (net of GST) for the years ended 30 June 2019, 2018, 2018, 2016 and 2015, the directors have agreed to defer payment, free of interest, the following amounts until 31 December 2020, or until the Company has the necessary funding to move onwards with exploration of the Company's projects:

	2019 $	2018 $	2017 $	2016 $	2015 $	Totals
Mr PN Smith	123,120	93,600	102,960	95,640	128,764	544,084
Mr MJ Povey	18,600	22,500	21,600	27,240	22,900	112,840
Total	**141,720**	**116,100**	**124,560**	**122,880**	**151,664**	**656,924**

None of the above amounts had been paid at 30 June 2019 and are included in non-current trade and other payables.

In order to conserve cash for research, exploration and working capital purposes the directors have agreed to receive Class I Performance rights, subject to shareholder approval, for the director fees that were payable for the year ended 30 June 2019. These Class I Performance rights will only be issued if approved by the shareholders and will only subsequently convert to fully paid ordinary shares if a milestone is reached.

Under the proposed milestone for the Class I rights, each right will automatically convert into one Fully Paid Ordinary Share, as long as the Fully Paid Ordinary shares have a closing price on ASX of 2.5 cents on 20 consecutive days where the shares have traded in the four years prior to expiry. The rights will expire 4 years from the date of issue. Even if the milestone is reached, the rights will not vest before 1 July 2020.

In the event that the Class I rights issue is approved at the 2019 AGM, then the remuneration would be as per the below table:

	Deferred benefits		**Short-term benefits**	**Share based payments**		
Name	**Directors' fees $**	**Consulting**	**Consulting fees $**	**Valuation $**	**Deemed value $**	**Totals $**
Executive directors						
PN Smith						
2019	0	123,120	64,080	508	57,600	245,308
2018	0	93,600	62,400	17,776	0	173,776
MJ Povey						
2019	0	18,600	19,800	381	43,200	81,981
2018	0	22,500	20,700	13,332	0	56,532
Non-executive directors						
EE Smith						
2019	0	0	0	0	43,200	43,200
2018 appointed 1/12/2017	0	0	0	22,260	0	22,260
RT Moore						
2019	0	0	0	0	0	0
2018 retired 1/12/2017	18,078	0	0	0	0	18,078
Totals						
2019	**0**	**141,720**	**83,880**	**889**	**144,000**	**370,489**
2018	**18,078**	**116,100**	**83,100**	**53,368**	**0**	**270,646**

The above table assumes that the deemed value of the proposed Class I Performance rights to be issued in lieu of the directors' fees is equal to the cash value of the fees.
Note: If approved by the Members at the 2019 AGM, the actual value of the Class I Rights will be independently determined as at the date of their issue.

The number of Class I Performance Rights in lieu of director fees proposed to be issued for 2019, and the Class G Performance Rights issued in 2018 were:

	2019 Class I Proposed	2018 Class G Issued	2018 Shares Issued
Mr P N Smith	3,600,000	3,388,000	0
Mr M J Povey	2,700,000	2,541,000	0
Mr EE Smith	2,700,000	0	1,484,000
Total	**9,000,000**	**3,850,000**	**1,484,000**

In the event that the performance rights to be issued in lieu of the Directors' fees is not approved by the shareholders at the 2019 AGM, the directors have agreed to defer payment of the Directors' fees until after 31 December 2020, or until the Company has the necessary funding to move onwards with exploration of the Company's projects.

The number of ordinary shares in the Company held by each KMP during the financial year was as follows:

30 June 2019	Balance at Beginning of Year	Shares issued at AGM	Shares purchased on the market during the Year	Balance at End of Year
Peter N Smith	31,639,429	0	211,680	31,851,109
Michael J Povey	5,296,044	0	126,900	5,422,944
Ewan E Smith	6,691,337	1,484,000	0	8,175,337
	43,626,810	**1,484,000**	**338,580**	**45,449,390**

The above shareholdings include both direct and indirect holdings as at 30 June 2019.

The number of ordinary shares in the Company held by each KMP during the previous financial year was as follows:

30 June 2018	Balance at Beginning of Year	Shares held when appointed / retired	Shares purchased on the market during the Year	Balance at End of Year
Peter N Smith	31,184,105		455,324	31,639,429
Michael J Povey	5,145,544		150,500	5,296,044
Rebecca T Moore	6,135,961	6,135,961	0	n/a
Ewan E Smith	n/a	6,000,000	691,337	6,691,337
	42,465,610	**12,135,961**	**1,297,161**	**43,626,810**

The above shareholdings include both direct and indirect holdings as at 30 June 2018.

Director Performance Rights Holdings – year ended 30 June 2019

The number of performance rights held by each KMP of the Company during the financial year is as follows:

30 June 2019	Balance at beginning of year	Granted as remuner-ation during the year	Expired during the year	Balance at end of year	Vested during the year	Vested and exercisable	Vested and unexer-cisable
Peter N Smith							
Class A rights	1,500,000	0	0	1,500,000	0	0	1,500,000
Class B rights	1,500,000	0	0	1,500,000	0	0	1,500,000
Class C rights	1,500,000	0	0	1,500,000	0	0	1,500,000
Class D rights	1,500,000	0	0	1,500,000	0	0	1,500,000
Class E rights	2,200,000	0	0	2,200,000	2,200,000	0	2,200,000
Class F rights	2,200,000	0	0	2,200,000	2,200,000	0	2,200,000
Class G rights	0	3,388,000	0	3,388,000	0	0	3,388,000
Class H rights	0	3,388,000	0	3,388,000	0	0	3,388,000
Michael J Povey							
Class A rights	1,100,000	0	0	1,100,000	0		1,100,000
Class B rights	1,100,000	0	0	1,100,000	0		1,100,000
Class C rights	1,100,000	0	0	1,100,000	0	0	1,100,000
Class D rights	1,100,000	0	0	1,100,000	0	0	1,100,000
Class E rights	1,650,000	0	0	1,650,000	1,650,000	0	1,650,000
Class F rights	1,650,000	0	0	1,650,000	1,650,000	0	1,650,000
Class G rights	2,541,000	0	0	2,541,000	0		2,541,000
Class H rights	2,541,000	0	0	2,541,000	0		2,541,000
Rebecca T Moore							
Class A rights	1,100,000	0	0	1,100,000	0	0	1,100,000
Class C rights	1,100,000	0	0	1,100,000	0	0	1,100,000
Totals:							
Class A rights	3,700,000	0	0	3,700,000	0	0	3,700,000
Class B rights	2,600,000	0	0	2,600,000	0	0	2,600,000
Class C rights	3,700,000	0	0	3,700,000	0	0	3,700,000
Class D rights	2,600,000	0	0	2,600,000	0	0	2,600,000
Class E rights	3,850,000	0	0	3,850,000	3,850,000	0	3,850,000
Class F rights	3,850,000	0	0	3,850,000	3,850,000	0	3,850,000
Class G rights	5,929,000	0	0	5,929,000	0	0	5,929,000
Class H rights	5,929,000	0	0	5,929,000	0	0	5,929,000

The above rights are all held directly.

KMP Performance Rights Holdings Year ended 30 June 2018

	Balance at beginning of year	Granted as remuner-ation during the year	Expired during the year	Balance at end of year	Vested during the year	Vested and exercisable	Vested and unexer-cisable
Peter N Smith							
Class A rights	1,500,000	0	0	1,500,000	0		1,500,000
Class B rights	1,500,000	0	0	1,500,000		0	1,500,000
Class C rights	1,500,000	0	0	1,500,000	1,500,000	0	1,500,000
Class D rights	1,500,000	0	0	1,500,000	1,500,000	0	1,500,000
Class E rights	0	2,200,000	0	2,200,000	0	0	2,200,000
Class F rights	0	2,200,000	0	2,200,000	0	0	2,200,000
Michael J Povey							
Class A rights	1,100,000	0	0	1,100,000	0		1,100,000
Class B rights	1,100,000	0	0	1,100,000	0		1,100,000
Class C rights	1,100,000	0	0	1,100,000	1,100,000	0	1,100,000
Class D rights	1,100,000	0	0	1,100,000	1,100,000	0	1,100,000
Class E rights	1,650,000	0	0	1,650,000	0	0	1,650,000
Class F rights	1,650,000	0	0	1,650,000	0	0	1,650,000
Rebecca T Moore							
Class A rights	1,100,000	0	0	1,100,000	0	0	1,100,000
Class C rights	1,100,000	0	0	1,100,000	1,100,000	0	1,100,000
Totals:							
Class A rights	3,700,000	0	0	3,700,000	0	0	3,700,000
Class B rights	2,600,000	0	0	2,600,000	0	0	2,600,000
Class C rights	3,700,000	0	0	3,700,000	3,700,000	0	3,700,000
Class D rights	2,600,000	0	0	2,600,000	2,600,000	0	2,600,00
Class E rights	0	3,850,000	0	3,850,000	0	0	3,850,000
Class F rights	0	3,850,000	0	3,850,000	0	0	3,850,000

The above rights holdings were all held directly.

Other KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above.

Consultancy agreements

Remuneration and other terms of employment for Mr P N Smith and Mr M J Povey are formalised in consultancy agreements. Mr E E Smith's director's fees are covered in his letter of appointment. Each of the above agreements provide for directors' fees, superannuation and the provision of professional services. A summary of the agreements is as follows:

- The term of each agreement was for 2 years commencing from 30 June 2011. If not renewed the agreements continue on a monthly basis.
- Amounts payable were fixed for the 2 years. There has been no change in the rates since 30 June 2011.
- The agreements may be terminated by giving 3 months notice or the company paying 3 months consultancy fee in lieu of notice.
- Upon termination of the agreement the consultant is not entitled to claim any compensation or damages from the Company in respect of the termination.
- Annual directors' fees payable, inclusive of compulsory superannuation are:

Mr P N Smith	$57,600
Mr M J Povey	$43,200
Mr E E Smith	$43,200

- Minimum annual consultancy fees payable are:

Mr P N Smith	$230,400
Mr M J Povey	$43,200
Mr E E Smith	$nil

- Each director is entitled to receive additional consultancy/directors' fees as specified below once the following number of equivalent days have been worked each year:

Mr P N Smith	120 days	$2,400 per day
Mr M J Povey	48 days	$1,800 per day
Mr E E Smith	36 days	$1,800 per day

Mr P N Smith and Mr M J Povey both elected to receive less than their contracted amounts so as to conserve funds for the company. Neither director will be making a claim against the company for the shortfall in the contracted consultancy fees amount.

End of Remuneration Report

Unlisted Share Options
There were no options on issue at any time during the year ended 30 June 2019.

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

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

There were no fees for non-audit services paid or payable to the external auditors during the year ended 30 June 2019.

Auditors' Independence Declaration
The auditors' independence declaration for the year ended 30 June 2019 has been received and can be found on page 29 of the Financial Report.

Proceedings on Behalf of the Company
No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Directors' Meetings
During the financial year, 4 meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

	Directors' meetings	
	Number eligible to attend	**Number attended**
Director		
PN Smith	5	5
MJ Povey	5	5
EE Smith	5	5

In accordance with the Constitution, Mr EE Smith retires as a director at the Annual General Meeting and being eligible, offers himself for re-election.

Insurance and Indemnity of Officers or Auditor
The company has paid premiums to insure all the directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity of director of the company, other than conduct involving a wilful breach of duty in relation to the company. Disclosure of the nature and the amount of the premium is prohibited by the confidentiality clause of the insurance contract. No indemnities have been given or agreed to be given or insurance premiums paid or agreed to be paid, during or since the end of the financial year, to any person who is or has been an auditor of the company.

Environmental Regulations and Native Title

Environmental
For exploration and mining licenses; MLC511, MA25952, MA26500, MA26558, and EL31579 and the primary legislation in force is the Northern Territory Mining Management Act 2002, section 35 of which requires the application for authorisation of a Mine Management Plan on an annual basis.

Native Title
For activity zones within exploration and mining licenses; MLC511, MA25952, MA26500, MA26558, and EL31579 an authority has been issued by the Aboriginal Areas Protection Authority for exploration and mining, including the construction of infrastructure.

This report is made in accordance with a resolution of the directors.

DIRECTOR

DIRECTOR

Signed at Nedlands this 25th day of September 2019

Auditor's Independence Declaration under Section 307C of The Corporations Act 2001 to The Directors of Truscott Mining Corporation Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2019 there have been no contraventions of:

(i) the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Walker Wayland WA Audit Pty Ltd

WALKER WAYLAND WA AUDIT PTY LTD

John Dorazio FCA
Director
Level 3, 1 Preston Street, COMO WA 6152

Dated this 25TH day of September 2019.

TRUSCOTT MINING CORPORATION LIMITED
ABN: 31 116 420 378
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 June 2019

	NOTES	2019	2018
		$	$
Revenue	2	199,861	135,753
Consultants		(15,788)	(24,125)
Depreciation		(123)	(256)
Compliance and regulatory expenses		(92,026)	(90,911)
Directors' remuneration		(144,889)	(148,545)
Exploration evaluation and development costs written off	8	(1,803,670)	(20,307)
Superannuation expenses		(1,301)	(1,500)
Employee benefits expense		(13,695)	(15,785)
Administration expenses		(16,636)	(17,083)
Loss before income tax	3	(1,888,267)	(182,759)
Income tax expense	4	216,211	41,482
Loss for the year		(1,672,056)	(224,241)
Other comprehensive income			
Other comprehensive income for the year, net of tax			0
Total comprehensive loss for the year		(1,672,056)	(224,241)
Earnings per share			
Basic and diluted earnings per share – cents	14	(1.429)	(0.194)

The accompanying notes form part of these financial statements

TRUSCOTT MINING CORPORATION LIMITED
ABN: 31 116 420 378
STATEMENT OF FINANCIAL POSITION

AS AT 30 June 2019

	NOTES	2019	2018
		$	$
ASSETS			
CURRENT ASSETS			
Cash & cash equivalents	13	19,438	50,973
Trade and other receivables	5	109,670	77,950
Other current assets	6	5,084	4,633
TOTAL CURRENT ASSETS		134,192	133,556
NON-CURRENT ASSETS			
Plant and equipment	7	5,402	6,608
Deferred exploration, evaluation and development expenditure	8	6,505,841	8,082,744
TOTAL NON-CURRENT ASSETS		6,511,243	8,089,352
TOTAL ASSETS		6,645,435	8,222,908
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	9	43,581	52,265
TOTAL CURRENT LIABILITIES		43,581	52,265
NON-CURRENT LIABILITIES			
Trade and other payables	10	927,894	754,041
Deferred tax liabilities	4	0	216,211
Loan - director		142,000	52,000
TOTAL NON-CURRENT LIABILITIES		1,069,894	1,022,252
TOTAL LIABILITIES		1,113,475	1,074,517
NET ASSETS		5,531,960	7,148,391
EQUITY			
Issued capital	11	8,683,434	8,655,378
Reserves	12	153,247	125,678
Accumulated losses		(3,304,721)	(1,632,665)
TOTAL EQUITY		5,531,960	7,148,391

The accompanying notes form part of these financial statements

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 June 2019

	Ordinary shares	Accumulated losses	Reserves	Total
	$	$	$	$
Balance at 30 June 2017	8,655,378	(1,408,424)	85,830	7,332,784
Shares issued during the year	0	0	0	0
Rights issued during the year	0	0	39,848	39,848
Transaction costs	0	0	0	0
Loss attributable to the members	0	(224,241)	0	(224,241)
Balance at 30 June 2018	8,655,378	(1,632,665)	125,678	7,148,391
Shares issued during the year	29,940	0	0	29,940
Rights issued during the year	0	0	27,569	27,569
Transaction costs	(1,884)	0	0	(1,884)
Loss attributable to the members	0	(1,672,056)	0	(1,672,056)
Balance at 30 June 2019	8,683,434	(3,304,721)	153,247	5,531,960

The accompanying notes form part of these financial statements

FOR THE YEAR ENDED 30 June 2019

	NOTES	2019	2018
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		91	373
Payments to suppliers and employees		(78,563)	(119,238)
Research & development tax concession		87,552	111,376
Net cash provided (used) in operating activities	13(a)	9,080	(7,489)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration, evaluation and development expenditure		(141,275)	(110,250)
Refund of security deposit		12,544	0
Net cash used in investing activities		(128,731)	(110,250)
CASH FLOWS FROM FINANCING ACTIVITIES			
Capital raising costs		(1,884)	0
Loan from director		99,000	52,000
Repayment of director loan		(9,000)	0
Net cash provided by financing activities		88,116	52,000
Net increase (decrease) in cash held		(31,535)	(65,739)
Cash and cash equivalents at beginning of financial year		50,973	116,712
Cash and equivalents at end of financial year	13(b)	19,438	50,973

The accompanying notes form part of these financial statements

FOR THE YEAR ENDED 30 June 2019

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

The principal accounting policies adopted in the preparation of the financial report are set out below.
The financial statements were authorised for issue on 25 September 2019 by the Directors of the company.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, interpretations of the Australian Accounting Standards Board (AASB), International Financial Reporting Standards as issued by the International Accounting Standards Board and the *Corporations Act 2001*. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial statements and notes cover the company Truscott Mining Corporation Limited, incorporated and domiciled in Australia.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

Except for cash flow information the financial statements have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(b) Going concern

For the year ended 30 June 2019, the Company incurred a loss of $1,672,056 and had net cash outflows of $128,731 from investing activities as disclosed in the Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash flows, respectively. As a result of the need for continued cash outflows for investment activities the Directors have assessed the Company's ability to continue as a going concern and to pay its debts as and when they fall due.

The Company's ability to fund exploration commitments and for use as working capital is dependent upon raising additional capital in future years or deriving revenue from existing operations.

The Directors of the company advise that the following initiatives have been put in place subsequent to year end to restrict cash out flows and to raise additional funding:

- Directors have agreed to accept Performance Rights (subject to shareholder approval) in lieu of directors' fees for the year ended 30 June 2019 and have represented to the company that if the shareholder approval is not received, no directors' fees existing at 30 June 2019 will be payable prior to 31 December 2020 and that no consulting fees payable directors or director associated entities that are unpaid at 15 July 2019 will be paid until 31 December 2020, or until the Company has the necessary funding to move onwards with exploration of the Company's projects;
- The company expects to receive a refund from the ATO of $100,000 resulting from an R&D concession claim for the 2018/19 financial year;
- Planning for a placement to a number of sophisticated and/or institutional investors to raise $200,000; and
- Negotiating a joint venture arrangement over some of the tenements of the Company which would result in an injection of funds into the Company.

Accordingly, the Directors have prepared the Financial Report on a going concern basis. As such, the financial statements do not include any adjustments as to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the entity not continue as a going concern.

(c) Revenue

Interest revenue is recognised using the effective interest rate method.
The research and development tax concession has been taken up as revenue. The estimated research and development tax concession amount for the year ended 30 June 2019 has been brought to account based on the expected amount of expenditure that can be classified as research and development.

All revenue, where applicable, is stated net of Goods and Services Tax ("GST").

(d) Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES: (cont'd)

(d) Income tax (cont'd)

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(e) Financial instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Gains and losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.
Gains and losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

(f) Impairment of assets

At the end of each reporting period, the Company 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. 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 Standard (e.g. in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). 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 Company 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.

<u>Exploration, evaluation and development expenditure</u>
For capitalised exploration, evaluation and development expenditure the Company assesses whether there is an indication that it may be impaired based on one or more of the following facts or circumstances:

(a) the period for which the entity has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed;
(b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
(c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area;
(d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Where the Company assesses that there has been an impairment the amount is immediately recognised in profit or loss in accordance with AASB 6.

(g) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are reported within short-term borrowings in current liabilities in the statement of financial position.

FOR THE YEAR ENDED 30 June 2019

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES: (cont'd)

(h) Plant and Equipment

Each class of plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(f) for details of impairment).

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a reducing balance or straight-line basis over the asset's useful life to the company commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Plant and equipment are depreciated or amortised on a reducing balance or straight line basis at rates based upon their expected useful lives as follows:

	Life
Leasehold improvements	6 years
Plant and equipment	2.5 – 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of profit or loss and other comprehensive income. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

(i) Deferred exploration, evaluation and development expenditure carried forward

Exploration, evaluation and development expenditures incurred are capitalised in respect of each identifiable area of interest. These costs are only capitalised to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

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

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

Costs of site restoration are provided over the life of the project from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with local laws and regulations and clauses of the permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site. For policy on impairment testing see 1(f).

(j) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES: (cont'd)

(k) Employee benefits

Short-term and other long-term employee benefits
Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

Equity settled compensation
The Company does not have a formal employee share plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Where share-based payments are for past services by employees they fully vest and are measured at the fair value of the instruments issued on the grant date and are brought to account with the corresponding amount recorded to a reserve. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to a reserve. The fair value of rights is independently determined. Where share-based payments are for future services the number of shares expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

(l) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares, for the acquisition of mining properties, are not included in the cost of the acquisition as part of the purchase consideration.

(m) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(n) Provisions

Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(o) Research & Development Tax Incentive

The R&D tax incentive is recognised as income by recording it as a receivable in the year in which the R&D expenditure was incurred and when the requirements under AASB 120 have been met.

(p) 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 Company.

Critical accounting estimates and assumptions
The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimated impairment of deferred exploration expenditure
The Company tests annually whether deferred exploration expenditure has suffered any impairment, in accordance with the accounting policy.

Estimated value of Research and Development tax incentive
The Company makes an estimate of the amount of expenditure that qualifies for the R&D tax incentive based reasonable assumptions and prior claims and applies the current rate to that expenditure. The Company has also made a judgement that there is reasonable assurance that the requirements for recognition under AASB 120 have been met.

FOR THE YEAR ENDED 30 June 2019

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES: (cont'd)

(p) Critical Accounting Estimates and Judgments (cont'd)

Share based payments
Where equity instruments have not yet been issued, share based payments have been provided for at the agreed value of the services/fees that have been supplied. Subsequently, when the equity instruments are issued, the fair value is the market value of the equity instruments at the grant date. Where this market value differs from the amount provided for, it gives rise to either a gain or a loss on the settlement of the payment.

(q) New and amended accounting policies adopted by the company

In the year ended 30 June 2019, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for annual reporting periods commencing on or after 1 July 2018. It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Company and, therefore, no change is necessary to accounting policies.

AASB 9 Financial Instruments
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI').

For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance.

Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The Company has adopted this standard from 1 July 2018 and the impact of its adoption is immaterial.

AASB 15 Revenue from Contracts with Customers
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue.

For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The Company has adopted this standard from 1 July 2018 and the impact of its adoption is immaterial.

New Accounting Standards for application in future periods
The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods and which the Company has decided not to early adopt. A discussion of those future requirements and their impact on the Company is as follows:

AASB 16 Leases
This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16.

FOR THE YEAR ENDED 30 June 2019

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES: (cont'd)

(q) New and amended accounting policies adopted by the company (cont'd)

For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The Company will adopt this standard from 1 July 2019. The Company has assessed the impact of the adoption of this standard and the impact will be immaterial.

2. REVENUE

	2019 $	2018 $
Revenue from continuing operations:		
Interest received from other persons	91	373
Gain on share based payments	82,219	65,380
Research & development concession	117,551	70,000
Total revenue	199,861	135,753

3. LOSS BEFORE TAX

Loss before income tax includes the following specific expenses:

Auditor's remuneration for audit or review of the financial reports of the company	25,389	26,263
Remuneration for other services	0	0
Total remuneration	25,389	26,263

4. INCOME TAX EXPENSE

(a) Income tax (benefit)/expense	2019	2018
Current income tax credit	(37,050)	(57,695)
Deferred tax		
Current year	389,281	47,597
Adjustment in respect of prior year	47,563	51,580
	378,768	41,482

(b) Numerical reconciliation of income tax expense to prima facie tax payable

	2019	2018
Loss from continuing operations before income tax expense	(1,888,267)	(182,759)
Tax at the Australian tax rate of 27.5% (2018 27.5%)	(519,273)	(50,259)
Blackhole expenditure	(2,605)	(2,606)
R&D tax concession	27,500	19,250
Other expenses	(65,042)	(58,387)
Temporary differences	522,370	34,307
Tax losses	37,050	57,695
Net movement in deferred tax balances	216,211	41,482
Income tax attributable to the Company	216,211	41,482

FOR THE YEAR ENDED 30 June 2019

4. INCOME TAX EXPENSE (cont'd)

(c) Deferred tax liabilities/assets	Opening balance	Charged to income	Charged directly to equity	Prior year adjustment	Closing Balance
Deferred tax liabilities					
Deferred exploration expenditure	2,071,300	55,816	0	0	2,127,116
Other	1,012	262	0	0	1,274
Deferred tax assets					
Accrued expenses & non-current creditors	(47,300)	(11,087)	0	0	(58,387)
Capital raising costs	(7,831)	0	2,606	0	(5,225)
Tax losses carried forward	(1,842,452)	(57,695)	0	51,580	(1,848,567)
Net deferred tax liabilities as at 30 June 2018	174,729	(12.704)	2,606	22,508	216,211
Deferred tax liabilities					
Deferred exploration expenditure	2,127,116	(496,010)	0	111,173	1,742,280
Other	1,274	124	0	0	1,398
Deferred tax assets					
Accrued expenses & non-current creditors	(58,387)	(6,656)	0	0	(65,043)
Capital raising costs	(5,225)	0	2,086	0	(3,139)
Tax losses carried forward	(1,848,567)	(37,050)	0	47,563	(1,838,055)
Deferred tax asset not recognised	0	0		0	162,559
Net deferred tax liabilities as at 30 June 2019	216,211	(12,704)	2,086	158,736	0

Tax losses do not expire under current legislation. Deferred tax assets have not been recognised during the year because it is not deemed probable that future taxable profit will be available against which the Company can utilise the benefit.

5. TRADE AND OTHER RECEIVABLES – CURRENT

	2019 $	2018 $
GST credit due	9,670	7,950
R&D tax concession amount	100,000	70,000
	109,670	77,950

6. OTHER CURRENT ASSETS

Prepayments	5,084	4,633
	5,084	4,633

7. PROPERTY PLANT AND EQUIPMENT

Leasehold improvements – at cost	3,746	3,746
Less accumulated depreciation	(3,212)	(3,118)
	534	628
Office furniture and equipment – at cost	15,398	15,398
Less accumulated depreciation	(15,182)	(15,059)
	216	339
Motor vehicle – at cost	26,561	26,561
Less accumulated depreciation	(24,282)	(23,756)
	2,279	2,805
Field equipment – at cost	35,018	35,018
Less accumulated depreciation	(32,644)	(32,182)
	2,374	2,836
	5,403	6,608

FOR THE YEAR ENDED 30 June 2019

7. PROPERTY PLANT AND EQUIPMENT (cont'd)

Movements in carrying amounts
Movement in the carrying amounts for each class of property, plant and equipment:

	Building Improvements	Office furniture and equipment	Field equipment	Motor Vehicle	Totals
Balance at 1 July 2017	739	595	3,444	3,452	8,230
Additions	0	0	0	0	0
Disposals	0	0	0	0	0
Revaluation increments/decrements	0	0	0	0	0
Depreciation expense	(111)	(256)	(608)	(647)	(1,622)
Balance at 1 July 2018	628	339	2,836	2,805	6,608
Additions	0	0	0	0	0
Disposals/write-offs	0	0	0	0	0
Revaluation increments/decrements	0	0	0	0	0
Depreciation expense	(94)	(123)	(462)	(526)	(1,205)
Balance at 30 June 2019	534	216	2,374	2,279	5,403

8. DEFERRED EXPLORATION, EVALUATION AND DEVELOPMENT EXPENDITURE

	2019 $	2018 $
Tenement acquisition costs – at cost	78,107	288,067
Security deposits – at cost	47,165	59,709
Deferred exploration expenditure – at cost	6,380,569	7,734,968
	6,505,841	8,082,744
Carrying amount at beginning of year	8,082,744	7,884,927
Deferred exploration, evaluation and development expenditure incurred	237,153	218,198
Expenditure associated with acquisitions	2,158	(74)
Prior year costs written-off	(1,764,573)	(20,307)
Current year costs written-off	(39,097)	0
Payment (refund) of security deposits	(12,544)	0
Carrying amount at end of year (at cost)	6,505,841	8,082,744

The ultimate recoupment of the above deferred exploration expenditure is depend
development and commercial exploitation or, alternatively, sale of the respective
above expenditure relates to exploration phase.

9. TRADE AND OTHER PAYABLES – CURRENT

Sundry payables and accrued expenses	43,581	52,265
	43,581	52,994

10. TRADE AND OTHER PAYABLES – NON-CURRENT

Amounts due to related parties:		
Consulting fees	722,616	566,724
Directors' fees	205,278	187,317
	927,894	754,041

The directors have agreed to defer receipt of some consulting fees until after 31 December 2020 or until the Company has the necessary funding to move onwards with exploration of the Company's projects.

In order to conserve cash for research, exploration and working capital purposes the directors have agreed to receive Class I performance rights with a milestone attached, subject to shareholder approval, for their director fees that are payable for the year ended 30 June 2019. These performance rights will only be issued if approved by the shareholders and will only subsequently convert to fully paid ordinary shares if the milestone is reached. Under the proposed milestone for the rights, each right will automatically convert into one Fully Paid Ordinary Share, as long as the Fully Paid Ordinary shares have a closing price on ASX of 2.5 cents on 20 consecutive days where the shares have traded in the four years prior to expiry. Even if the milestone is reached the rights will not vest before 1 July 2020. At the 2018 AGM shareholder approval was given for performance rights to be issued in lieu of the executive directors' fees payable for the year ended 30 June 2018. Please refer to the remuneration report within the Directors' report for full details. Rebecca Moore has agreed to defer receipt of her director fees until the company has the capacity to pay. Where there is no shareholder approval for the above, all directors have agreed to not request payment until after 31 December 2020 or until the company has the capacity to pay.

FOR THE YEAR ENDED 30 June 2019

11. ISSUED CAPITAL

a) Ordinary Shares

(i) Issued and paid-up capital
117,841,544 (2018:115,845,544) fully paid ordinary shares

	2019		2018	
	No. of Shares	**$**	**No. of Shares**	**$**
(ii) Movements in shares on issue				
Opening balance	115,845,544	8,655,378	115,845,544	8,655,378
Shares issued on 23/11/18 at 1.5 cents as approved at the 2018 AGM	1,996,000	29,940	0	0
	117,841,544	8,685,318	115,845,544	8,655,378
Less costs of issues	0	(1,884)	0	0
Closing balance	117,841,544	8,683,434	115,845,544	8,655,378

(iii) Holders of ordinary shares have the right to receive dividends as declared and in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of shares held and the amount paid up. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Share issues:

No shares were issued during the year ended 30 June 2018.

During the year ended 30 June 2019 the following shares were issued:
23 November 2018 – 1,484,000 shares at 1.5 cents to non-executive director in lieu of director fees and 512,000 shares at 1.5 cents to a consultant for services rendered.

b) Options over Ordinary Shares

Options:
At no time during the year did the Company have any options on issue.

12. RESERVES

	2019	2018
	$	$
Opening balance	125,678	85,830
Gain on grant of Class E Performance Rights	0	35,420
Gain on grant of Class F Performance Rights	0	4,428
Gain on grant of Class G Performance Rights	26,680	0
Gain on grant of Class H Performance Rights	889	0
Closing balance	153,247	125,678

The reserve records items recognised as costs when:

a. options are issued to directors as part of their remuneration;

b. options are issued to brokers who assist with capital raisings;

c. options are issued to employees as part of their remuneration;

d. options are issued to consultants as consideration for services rendered; and

e. rights are issued to directors as part of their remuneration;

FOR THE YEAR ENDED 30 June 2019

12. RESERVES (cont'd)

Performance Rights:

Class A Rights – 3,700,000 granted on 23 October 2015, have vested and have an expiry of 23 October 2019. These rights are subject to the Company's closing share price being at least 8 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class B Rights – 2,600,000 granted on 23 October 2015, have vested and have an expiry of 23 October 2019. These rights are subject to the Company's closing share price being at least 15 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class C Rights – 3,700,000 granted on 28 October 2016, have vested and have an expiry of 28 October 2020. These rights are subject to the Company's closing share price being at least 6 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class D Rights – 2,600,000 granted on 28 October 2016, have vested and have an expiry of 28 October 2020. These rights are subject to the Company's closing share price being at least 15 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class E Rights – 3,850,000 granted on 3 November 2017, have vested and have an expiry of 2 November 2021. These rights are subject to the Company's closing share price being at least 6 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class F Rights – 3,850,000 granted on 3 November 2017, have vested and have an expiry of 2 November 2021. These rights are subject to the Company's closing share price being at least 15 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class G Rights – 5,929,000 granted on 23 November 2018, have vested and have an expiry of 22 November 2022. These rights are subject to the Company's closing share price being at least 4 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class H Rights – 5,929,000 granted on 23 November 2018, have vested and have an expiry of 22 November 2022. These rights are subject to the Company's closing share price being at least 12 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

13. CASH FLOW INFORMATION

		2019 $	2018 $
(a)	Reconciliation of the loss from continuing operations after income tax to the net cash flows used in operating activities		
	Loss after income tax	(1,672,056)	(224,241)
	Gain on remuneration liability settled by share based payments	(82,219)	(65,380)
	Directors' fees to be satisfied by the issue of rights	144,000	100,800
	Rights issue as per AGM to executive directors	889	4,428
	Write-off of exploration expenditure	1,697,880	20,307
	Depreciation	123	256
	Changes in assets and liabilities:		
	(Increase)/(Decrease) in receivables	(31,720)	52,022
	(Decrease)/Increase in payables and accruals	168,667	63,695
	(Increase)/Decrease in prepayments	(273)	(858)
	(Decrease)/Increase in deferred taxes payable	(216,211)	41,482
	Net cash flows from/(used in) operating activities	9,080	(7,489)
(b)	Reconciliation of cash and cash equivalents:		
	Cash and cash equivalents	19,438	50,973
	Closing Balance per Statement of Cash Flows	19,438	50,973

(c) Non-cash Financing and Investing Activities

The Company will issue, subject to shareholder approval, 14,283,000 Class I Performance Rights in lieu of directors' fees of $144,000 for the year ended 30 June 2019. These rights are subject to the Company's closing share price being at least 2.5 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse. In the event that the shareholders do not agree to the issue of the rights the directors are entitled to receive their director's fees paid in cash. To assist the Company, in the event that the issue is not approved, the Directors have agreed to not request payment of the directors' fees until the Company has the funds for payment. The full amount of $144,000 for the directors' fees was expensed in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2019.

The above amounts of $144,000 of directors' fees for the year ended 30 June 2019 as well as the $144,117 for the prior year are included in Note 10 – Trade & other payables – non-current.

The Company received shareholder approval at the 2018 AGM to issue 5,929,000 Class G Performance Rights in lieu of directors' fees that were payable for the year ended 30 June 2018. The full amount of $144,117 for the Directors fees was expensed in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2018.

13. CASH FLOW INFORMATION (cont'd)

The Company received shareholder approval at the 2018 AGM to issue 5,929,000 Class H Performance Rights for sacrifices made by the Executive Directors during the year ended 30 June 2018. The value of those rights of $889 has been expensed in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2019.

14. LOSS PER SHARE

The following reflects the loss and share data used in the calculations of basic and diluted earnings per share:

	2019	2018
	$	$
Loss used in calculating basic and diluted earnings per share	(1,508,498)	(224,241)
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted EPS	117,043,144	115,845,544

15. SEGMENT INFORMATION

The company operated solely in Australia in mineral exploration for the whole of the year.

16. RELATED PARTY DISCLOSURES

Transactions with related parties.

Peter N Smith is a director of Resource Investments & Consulting Pty Ltd (RIC) which provided mining engineering and geological services totalling $187,200 (2018 $156,000). RIC agreed to defer receipt of $123,120 (2018 $93,600) until 31 December 2020, or until the company has sufficient funds to make payment.

Michael J Povey is the principal of an Accounting practice which provided accounting and company secretarial services totalling $38,400 (2018 $43,200). Mr Povey agreed to defer receipt of $18,600 (2018 $22,500) until 31 December 2020, or until the company has sufficient funds to make payment.

The above amounts agreed to be deferred are included in Note 10 – Non-Current Trade & other payables and have also been disclosed in the Remuneration Report.

17. FINANCIAL RISK MANAGEMENT

(a) Financial risk management policies

The Company's financial instruments consist mainly of deposits with banks, accounts receivable and accounts payable.

The board's overall risk management strategy seeks to assist the Company in meeting its financial targets, whilst minimising potential adverse effects on financial performance. The Company has developed a framework for a risk management policy and internal compliance and control system that covers the organisational, financial and operational aspects of the Company's affairs. The Board is responsible for ensuring the maintenance of, and compliance with appropriate systems.

Credit risk
The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date of recognised financial assets is the carrying amount of those assets as disclosed in the Statement of Financial Position and notes to the financial statements. The company does not have any material credit risk exposure.

Liquidity risk
Prudent liquidity risk management implies maintaining sufficient cash and marketable securities. The Company manages liquidity risk by monitoring forecast cash flows.

The table below reflects an undiscounted contractual maturity analysis for financial liabilities.

17. FINANCIAL RISK MANAGEMENT (cont'd)

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates.

	Within one year		1 to 5 years		Over 5 years		Total	
	2019 $	2018 $	2019 $	2018 $	2019 $	2018 $	2019 $	2018 $
Financial liabilities due for payment								
Trade & other payables	43,581	52,265	1,069,894	754,041	0	0	1,113,475	806,306
Borrowings	0	0	142,000	52,000	0	0	142,000	52,000
Total contractual outflows	43,581	52,265	1,211,894	806,041	0	0	1,255,475	858,306

Interest Rate Risk

Cash funds held in deposit accounts are monitored on a regular basis to ensure interest earned on deposits is maintained at market rates. Cash held in non-interest bearing accounts are reviewed daily and cash surplus to the day's requirements are moved to interest bearing accounts.

	Notes	Floating Interest Rate $		Fixed interest rate $		Non-Interest Bearing $		Total $	
		2019	2018	2019	2018	2019	2018	2019	2018
Financial Assets:									
Cash at bank and on hand	13(b)	0	0	0	0	1,437	1,966	1,437	1,966
Cash at call	13(b)	18,001	49,007	0	0	0	0	18,001	49,007
Trade and other receivables – Current	5	0	0	0	0	109,670	77,950	109,670	77,950
Total financial assets		18,001	49,007	0	0	111,107	79,916	129,108	128,923
Weighted average interest rate		0..20%	1.00%	-	-				
Financial Liabilities:									
Payables – Current	9	0	0	0	0	43,581	52,265	43,581	52,265
Non-current	10	0	0	0	0	927,894	754,041	927,894	754,041
Borrowings – Non-current	20	0	0	0	0	142,000	52,000	142,000	52,000
Total financial liabilities		0	0	0	0	1,113,475	858,306	1,113,475	858,306
Weighted average interest rate		-	-	-	-				
Net financial assets (liabilities)		18,001	49,007	0	0	(1,002,368)	(778,390)	(984,367)	(729,383)

(b) Financial instruments

Net Fair Value

For other assets and other liabilities the net fair value approximates their carrying value, as disclosed in the Statement of Financial Position.

18. CAPITAL AND LEASING COMMITMENTS

Capital expenditure commitments

Estimated commitments for which no provisions were included in the financial statements are as follows:

Lease commitments – the company does not have any lease commitments.

Exploration Expenditure Commitments

The company has certain obligations to perform minimum annual exploration work totalling $128,000 (2018 $197,000) on its Tennant Creek tenements.

FOR THE YEAR ENDED 30 June 2019

19. CONTINGENT LIABILITIES

The directors are not aware of any contingent liabilities as at the date of this report.

20. SHARE BASED PAYMENTS

The following share-based payment arrangements were made during the reporting periods::

Director shares

At the 2017 AGM, 3,850,000 Class E Performance Rights and 3,850,000 Class F Performance Rights were issued to the executive directors as follows:

	Number	Director fees $	Valuation on issue
Directors in lieu of directors' fees:			
Class E Performance Rights	3,850,000	100,800	35,420
Directors for sacrifices made:			
Class F Performance Rights	3,850,000	0	4,428
Totals	7,700,000	100,800	39,848

The rights were independently valued. The directors had agreed to receive the Class E Rights in lieu of the unpaid directors' fees. Details of the input data for the valuations are:

Class E Performance Rights: Discount weighting – 60.0%; underlying share value – 2.3 cents, Volatility – 70.0%, interest rate 2.07%

Class F Performance Rights: Discount weighting – 95.0%; underlying share value – 2.3 cents, Volatility – 70.0%, interest rate 2.07%

At the 2018, AGM 5,929,000 Class G Performance Rights and 5,929,000 Class H Performance Rights were issued to the executive directors as follows:

	Number	Director fees $	Valuation on issue
Directors in lieu of directors' fees:			
Class G Performance Rights	5,929,000	100,800	26,681
Directors for sacrifices made:			
Class H Performance Rights	5,929,000	0	889
Totals	11,858,000	100,800	27,570

The rights were independently valued. The directors had agreed to receive the Class G Rights in lieu of the unpaid directors' fees. Details of the input data for the valuations are:

Class G Performance Rights: Probability weighting – 70%; underlying share value – 1.5 cents, Volatility – 73%, interest rate 2.203%

Class H Performance Rights: Probability weighting – 99%; underlying share value – 1.5 cents, Volatility – 73%, interest rate 2.203%

At the 2018 AGM, 1,996,000 fully paid ordinary shares were issued as follows:

	Number	Director fees $	Valuation on issue
Non-executive director in lieu of director fees:			
Fully paid ordinary shares	1,484,000	25,239	22,260

	Number	Consulting fees $	Valuation on issue
Independent geological consultant			
Fully paid ordinary shares	512,000	12,800	7,680

There were no options issued to directors during the years ended 30 June 2019 and 2018..

21. EVENTS OCCURRING AFTER BALANCE DATE

The directors are not aware of any matter or circumstance since the end of the financial year that has significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs of the company in subsequent financial years.

DIRECTORS' DECLARATION

The directors of the Company declare that:

1. the financial statements and notes, as set out on pages 30 to 47, are in accordance with the Corporations Act 2001 and:

a) comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and

b) give a true and fair view of the financial position as at 30 June 2019 and of the performance for the year ended on that date of the company;

2. the Directors have been given the declarations required by s 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer; and

3. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

______________________________________ ______________________________________

DIRECTOR DIRECTOR

Perth, WA

Dated this 25th day of September 2019

walkerwayland
audit

Independent Auditor's Report
To the Members of Truscott Mining Corporation Limited

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Truscott Mining Corporation Limited ("the Company") which comprises the statement of financial position as at 30 June 2019, the statement of comprehensive income, the statement of changes in equity and the 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 Company is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Company's financial position as at 30 June 2019 and of its financial performance for the year then ended; and

b) 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 Company 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.

Material Uncertainty Regarding Going Concern

Without modifying our opinion, we draw attention to Note 1(b) in the financial report, which indicates that the company incurred a net loss of $1,672,056, had net cash outflow of $31,535 during the year ended 30 June 2019. These conditions, along with other matters as set forth in Note 1(b), indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report.

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
Deferred Exploration, Evaluation and Development Expenditure (Note 8)(AASB 6)	
The company has incurred significant exploration and evaluation expenditures which have been capitalised. Capitalised exploration expenses had a net carrying value of $6,505,841 at 30 June 2019. As the carrying value of exploration and evaluation expenditures represents a significant asset of the company, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of this asset may exceed its recoverable amount. As a result, the asset was required to be assessed for impairment. This area has been designated a key audit matter, due to subjectivity and management judgement applied in the assessment of whether costs meet the capitalisation criteria described in AASB 6.	Audit procedures carried out in accordance with the guidance set out in AASB 6 Exploration for and Evaluation of Mineral Resources and included amongst others the following: - We obtained evidence that the company has a valid right to explore the areas represented by the capitalised exploration and evaluation expenditure; - We enquired with and reviewed management budgets to ensure that further exploration for and evaluation of the company's interest were planned; - We enquired with management and reviewed minutes of directors' meetings to ensure that the company had not decided to discontinue activities in an area of interest; - We selected a number of amounts capitalised to their supporting documentation and ensured they met the requirements of AASB 6; and - We reviewed the related disclosures within the financial statements.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2019, but does not include the financial report and our 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 Company 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 Company 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 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

walker wayland audit

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 23 to 28 of the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Truscott Mining Corporation Limited for the year ended 30 June 2019 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.

Walker Wayland WA Audit Pty Ltd

WALKER WAYLAND WA AUDIT PTY LTD

John Dorazio FCA
Director
Level 3, 1 Preston Street, COMO WA 6152

Dated this 25th day of September 2019.

ADDITIONAL SHAREHOLDER INFORMATION

Shareholder information as registered at close of business on 24 September 2019

1. DISTRIBUTION OF SHAREHOLDERS

		Number of Shareholders
1	1,000	19
1,001	5,000	24
5,001	10,000	82
10,001	100,000	163
100,001 and over		77
		365

Percentage holding of 20 largest holders 79.55%

2. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest shareholders are as follows:

	Shareholder	Number of Shares	% of Issued Capital
1	Hillway Pty Ltd	19,054,053	16.17
2	Resource Holdings (WA) Pty Ltd	9,800,000	8.32
3	Mr EE Smith	8,175,337	6.94
4	Alcardo Investments Ltd	6,986,431	5.93
5	Ms RT Moore	6,135,961	5.21
6	MJ & EV Povey	5,304,936	4.50
7	Mr A & Mrs M Brien	4,573,518	3.88
8	Mr K Yu	4,084,886	3.47
9	Mr GC & Mrs DS Campbell	4,017,102	3.41
10	Ms CF Raston	3,630,719	3.08
11	Martin Place Securities Noms Pty Ltd	3,317,771	2.82
12	Reseda Holdings Pty Ltd	2,649,085	2.25
13	Norvest Projects Pty Ltd	2,588,000	2.20
14	Mr DM Barrett	2,434,436	2.07
15	Resource Investments & Consulting Pty Ltd	2,418,887	2.05
16	Reneagle Pty Ltd	2,266,449	1.92
17	Dr JA Hanson	1,943,848	1.65
18	Mr G C Campbell	1,632,762	1.39
19	Mrs KD Peacock	1,500,000	1.27
20	MPS Staff Super Pty Ltd	1,227,887	1.04
	Total of Top 20	93,742,068	79.55
	Total listed Shares	117,841,544	100.00

3. SUBSTANTIAL SHAREHOLDERS

As at 24 September 2019 the substantial shareholders as per lodged Forms 604 were:

	Shareholder	Number of Shares	% of Issued Capital
1	Peter Neil Smith	31,851,109	27.03
2	Ewen E Smith	8,175,337	6.94
3	Alcardo Investments Ltd	6,986,431	5.93
4	Rebecca T Moore	6,135,961	5.21

Substantial shareholders are required to notify the ASX once they hold 5% or more of the Company's issued shares and to update that notice whenever there is a change of 100 basis points or more from the previous notice.

4. SHAREHOLDERS HOLDING LESS THAN THE MARKETABLE PARCEL

Shareholder information as registered at close of business on 24 September 2019. The number of shareholders holding less than the marketable parcel of $500 is 268 shareholders holding 5,050,802 ordinary shares representing 4.29% of total issued capital. The number of shareholders holding less than an economical parcel of $2,000 is 324 shareholders holding 13,031,484 ordinary shares representing 11.06% of total issued capital.

5. VOTING RIGHTS

Ordinary shares
On a show of hands every member present in person or by proxy or attorney or being a corporation by its authorised representative who is present in person or by proxy, shall have one vote for every fully paid ordinary share of which he is a holder.

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited

6. COMPANY DETAILS

Registered office:
Unit 1, 1 Ewen Street, Scarborough WA 6019

All correspondence to be addressed to the PO Box
PO Box 2805, West Perth WA 6872

Principal place of business:
Lot 511 Udall Road, Tennant Creek NT 0860

Share registry:
Automic Group Pty Ltd
Level 2
267 St Georges Terrace
Perth WA 6000
Postal address
GPO Box 5193
Sydney NSW 2001

Telephone numbers
Telephone 0419 956 232

Email
admin@truscottmining.com.au

Company secretary:
Michael J Povey

Home exchange:
Australian Securities Exchange Ltd
Exchange Plaza
2 The Esplanade

Perth WA 6000
ASX Code: TRM

7. TENEMENT SCHEDULE

Tenements held as at 24 September 2019 are:

Project	Type & Number	Date Renewed	Held by	Area
Northern Territory				
Westminster	MLC511	1/01/2019	TRM 100%	9 Hectares
Westminster	MA25952	26/10/2018	TRM 100%	1 Block
Westminster	MA26500	09/07/2019	TRM 100%	5 Blocks
Westminster	MA26558	09/07/2019	TRM 100%	2 Blocks
Barkly	EL31579	11/01/2019	TRM 100%	52 Blocks

Notes:

a. TRM = Truscott Mining Corporation Ltd
b. MLC = Mineral Lease (Central)
c. MA = Authority to explore
d. EL = Exploration Licence

Postal Address:
PO Box 2805
WEST PERTH WA 6872

Phone: +61 0419 956 232
Email: admin@truscottmining.com.au
Website: www.truscottmining.com.au

TRUSCOTT
MINING CORPORATION LIMITED