

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Torrens Mining Limited (Torrens)

ACN/ARSN 168 295 092

1. Details of substantial holder (1)

Name Coda Minerals Ltd (Coda)

ACN/ARSN (if applicable) 625 763 957

The holder became a substantial holder on 7 March 2022

This notice is given pursuant to section 671B(1)(c) of the *Corporations Act 2001* (Cth) (**Corporations Act**) in relation to the off-market takeover bid by Coda for all of the ordinary shares in Torrens. Please refer to the Bidder's Statement by Coda dated 2 March 2022 and released to ASX on that date (**Bidder's Statement**).

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully-paid ordinary shares	3,198,000	3,198,000	2.79%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Coda Minerals Ltd	Relevant interest under sections 608(1) and/or 608(8) of the Corporations Act pursuant to the acceptances of the takeover offer made pursuant to the Bidder's Statement (Offer). The shares which are the subject of the acceptances have not yet been transferred into Coda's name. The power of Coda to vote or dispose of the shares that are the subject of the acceptances of the Offer is qualified as the Offer has not been declared unconditional and Coda is not presently registered as the holder of the shares.	3,198,000 fully-paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Coda Minerals Ltd	Torrens shareholders to whom the Offer was made and who have accepted the Offer	Coda Minerals Ltd	3,198,000 fully-paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Coda Minerals Ltd	07/03/2022	Nil	0.23 fully paid ordinary shares in Coda for every one (1) fully paid ordinary share in Torrens, subject to the terms and conditions of the Offer.	3,198,000 fully-paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Coda Minerals Ltd	6 Altona Street, West Perth, Western Australia 6000
Torrens Mining Limited	Level 11 London House, 216 St Georges Terrace, Perth, Western Australia 6000

Signature

print name Susan Park

capacity Company Secretary

sign here



date 08/03/2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ACCEPT

the Offer by Coda Minerals Ltd to acquire all
of your shares in Torrens Mining Limited for 0.23
Coda Shares for every 1 Torrens Share you hold

This Offer opens on 7 March 2022 and will close at 4.00pm (WST)
on 6 April 2022 unless extended or withdrawn.

The Torrens Directors unanimously recommend that you ACCEPT
the Coda Offer, in the absence of a Superior Proposal.

FINANCIAL ADVISER



TAYLOR COLLISON

LEGAL ADVISER



BLACKWALL
LEGAL

IMPORTANT INFORMATION

This is an important document that requires your immediate attention. If after reading this document you have any questions or are in any doubt about how to proceed, you should consult with your financial or other professional adviser.

Important notices

Bidder's Statement

This document (**Bidder's Statement**) is issued by Coda Minerals Ltd (ACN 625 763 957) (**Coda**) under Part 6.5 of the Corporations Act in relation to the off-market takeover offer by Coda to acquire all Torrens Shares (**Offer**) and sets out certain disclosures required by the Corporations Act.

This Bidder's Statement is dated 2 March 2022, being the date that a copy of this Bidder's Statement was lodged with ASIC and given to ASX. Neither ASIC nor ASX nor any of their respective officers takes any responsibility for the contents of this Bidder's Statement.

Investments risks

There are a number of risks that may have a material impact on the value of the Offer, the future performance of the Combined Group and the value of Offer Consideration. These are described in Section 10 of this Bidder's Statement.

Foreign jurisdictions

The distribution of this document and the making of the Offer may be restricted by the laws or regulations of jurisdictions outside of Australia. Persons who come into possession of this Bidder's Statement should seek advice and observe these restrictions.

The Offer is not being made, directly or indirectly, in or into, and will not be capable of acceptance from within, any jurisdiction, if to do so would contravene the laws of that jurisdiction.

No action has been taken to register or qualify Coda or to otherwise permit the offering of Offer Consideration outside Australia, its external territories and New Zealand. The entitlements of Torrens Shareholders located outside those jurisdictions are set out in Section 12.5(c).

This Bidder's Statement has been prepared having regard to Australian disclosure requirements. These disclosure requirements may differ from those of other countries.

This Bidder's Statement is not a New Zealand prospectus or an investment statement and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand) (or any other relevant New Zealand law). This Bidder's Statement may not contain all the information that a prospectus or an investment statement under the New Zealand law is required to contain.

The only members of the public in New Zealand to whom the Offer Consideration are being offered to under the Offer are Torrens Shareholders. The Offer is being made in New Zealand in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

Disclosure regarding forward-looking statements

This Bidder's Statement includes forward-looking statements that have been based on Coda's current expectations and predictions about future events, including Coda's intentions (which include those set out in Section 7). These forward-looking statements are, however, subject to inherent risks, uncertainties and assumptions that could cause actual results, performance or achievements of Coda, Torrens and the Combined Group to differ materially from the expectations and predictions, expressed or implied, in such forward-looking statements. These factors include, among other things, those risks identified in Section 10.

None of Coda, its officers, nor persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) that any forward-looking statements will occur. The forward-looking statements in this Bidder's Statement reflect views held only at the date of this Bidder's Statement.

Disclaimer regarding Torrens the Combined Group information

In preparing the information relating to Torrens and the Combined Group contained in this Bidder's Statement, Coda has relied on publicly available information relating to Torrens and information provided by Torrens management which has not been independently verified by Coda or its Directors. Risks may exist in relation to Torrens (which will affect the Combined Group) of which Coda is unaware. If any material risks are known to the directors of Torrens, they must be disclosed in the target's statement to be issued by Torrens (**Target's Statement**).

Accordingly, subject to any applicable law, Coda makes no representations or warranties (express or implied) as to the accuracy and completeness of such information.

Further information on Torrens may be included in the Target's Statement which Torrens is required to provide to all Torrens Shareholders in response to this Bidder's Statement.



Value of the Offer Consideration

The implied value of the Offer will vary with the market price of Coda Shares. Further information on the implied value of the Offer is contained in this document. Before accepting the Offer, Torrens Shareholders should obtain current quotes for Coda Shares from their financial or other professional adviser.

In addition, all references to the implied value of the Offer are subject to the effects of rounding.

Investment advice

This Bidder's Statement does not take into account the individual investment objectives, financial situation or particular needs of each Torrens Shareholder (or any other person). You may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

Privacy

Coda has collected your information from the Torrens Register for the purposes of making the Offer and administering your acceptance in respect of Your Torrens Shares. Coda and its Share Registry may use your personal information in the course of making and implementing the Offer. Coda and its Share Registry may also disclose your personal information to their related bodies corporate and external service providers and may be required to disclose such information to regulators, such as ASIC. If you would like details of information about you held by Coda, please contact Coda at the address set out in the Key Contacts Section.

Defined terms

A number of defined terms are used in this Bidder's Statement. Unless expressly specified otherwise, defined terms have the meaning given in Section 14.

Internet Sites

Coda and Torrens each maintain internet sites. The URL location for Coda is www.codaminerals.com and for Torrens is www.torrensmining.com. Information contained in or otherwise accessible through these internet sites is not part of this Bidder's Statement. All references to these sites in this Bidder's Statement are for information purposes only.

Estimates and assumptions

Unless otherwise indicated, all references to estimates, assumptions and derivations of the same in this Bidder's Statement are references to estimates, assumptions and derivations of the same by Coda management. Management estimates reflect, and are based on, views as at the date of this Bidder's Statement, and actual facts or outcomes may materially differ from those estimates or assumptions.

Effect of rounding

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement.

Currencies

In this Bidder's Statement, references to "Australian dollars", "AUD", "\$", "A\$" or "cents" are to the lawful currency of Australia. This Bidder's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate. Conversions that have been calculated at the date of this Bidder's Statement (or any other relevant date) may not correspond to the amounts shown in the historic or future financial statements of Coda or Torrens in respect of which different exchange rates may have been, or may be, used.

Maps and diagrams

Any diagrams and maps appearing in this Bidder's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, maps, graphs and tables is based on information available at the date of this Bidder's Statement.





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Key dates

Indicative timetable

Announcement Date	9 February 2022
Date of Bidder's Statement	2 March 2022
Offer opens	7 March 2022
Offer closes, unless extended or withdrawn	4.00pm (WST) on 6 April 2022

How to Accept the Offer

You may only accept the Offer in respect of all Your Torrens Shares. Acceptances must be received before the Offer closes. To accept the Offer, you should proceed as follows:

1. **READ** Read this document in full.
2. **CONSULT** Consult your legal, financial or other professional adviser if you are in any doubt as to what action to take or how to accept the Offer.
3. **FOR ISSUER SPONSORED HOLDINGS** If you have a Securityholder Reference Number beginning with "I", you may accept the Offer by completing and returning the Issuer Acceptance Form in accordance with the instructions on it as follows:
 - (a) **Electronic Issuer Acceptance Form:** You may obtain and complete an electronic copy of your Issuer Acceptance Form online by logging in at <https://events.miraql.com/coda-takeover> and following the instructions. Completed forms may be submitted by post or email using the address details indicated on the form. Completed forms must be received before 4.00pm (WST) on the last day of the Offer Period.
 - (b) **Physical Issuer Acceptance Form:** You may complete the hard copy Issuer Acceptance Form which accompanies this Bidder's Statement in accordance with the instructions on it and return it by post in the enclosed return envelope or by email to the address indicated on the Issuer Acceptance Form so that it is received before 4.00pm (WST) on the last day of the Offer Period.
4. **FOR CHESSE HOLDINGS** If you have a Holder Identification Number beginning with "X", you may accept the Offer online, by using the CHESSE Acceptance Form, or by contacting your Controlling Participant in accordance with the ASX Settlement Operating Rules as follows:
 - (a) **Electronic CHESSE Acceptance Form:** You may obtain and complete an electronic copy of your CHESSE Acceptance Form online by logging in at <https://events.miraql.com/coda-takeover> and following the instructions. Completed forms may be submitted by post or email using the address details indicated on the form. Completed forms must be received before 4.00pm (WST) on the last day of the Offer Period.
 - (b) **Physical CHESSE Acceptance Form:** You may complete the hard copy CHESSE Acceptance Form which accompanies this Bidder's Statement in accordance with the instructions on it and return it by post in the enclosed return envelope or by email to the address indicated on the CHESSE Acceptance Form. For your CHESSE Acceptance Form to be effective, it must be received in time for the Share Registry to give instructions to your Controlling Participant, and for your Controlling Participant to carry out those instructions, before the end of the Offer Period; or
 - (c) **Contact your Controlling Participant:** to accept the Offer, you can contact your Controlling Participant (usually your broker) and instruct them to accept the Offer on your behalf so that it is processed before 4.00pm (WST) on the last day of the Offer Period.

Offer Information Line

If you have any questions in relation to the Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please call the Offer Information Line on 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside of Australia) from 8:30am – 5.00pm (WST) on Business Days.

ACCEPT NOW

Coda believes that its Offer of 0.23 Coda Shares for every Torrens Share held provides you with an outstanding opportunity to realise an attractive and immediate premium for Your Torrens Shares as well as continued exposure, through the Combined Group, to the 100% consolidated and well-funded Elizabeth Creek Copper Project.

The Offer has been unanimously recommended by the Torrens Directors, in the absence of a Superior Proposal.



Letter from the Chair of Coda

Dear Torrens Shareholder,

It is my pleasure, on behalf of the Board of Directors of Coda Minerals Ltd (**Coda**), to present you with this offer of 0.23 Coda Shares for every 1 of your shares in Torrens Mining Limited (**Torrens**)(**Offer**).

The purpose of the Offer is to consolidate the ownership of the Elizabeth Creek Copper Project into one enlarged single entity, that will be better positioned to further explore, optimise, fund and ultimately develop the project. The combination of Coda and Torrens will create a leading Australian base and precious minerals exploration company with Torrens Shareholders to retain exposure through an approximate 21.2% holding in the Combined Group.

The Torrens Board has unanimously recommended that all Torrens Shareholders accept this Offer and Torrens Shareholders collectively representing 44.71% of the Torrens Shares on issue have confirmed they intend to accept the offer, in the absence of a superior proposal.

Transaction rationale and benefits to Torrens Shareholders

The Offer provides you with an attractive and immediate premium to the Torrens Share price prior to the Announcement Date, with an implied value of:

- \$0.201 per Torrens Share based on the Coda Share price as at 8 February 2022, the last trading day prior to the Announcement Date, of \$0.875. This represents a 30% premium to the closing price of Torrens Shares on that date of \$0.155;
- \$0.203 per Torrens Share based on the 15-day VWAP of Coda Shares prior to the Announcement Date of \$0.884. This represents a 31% premium to the VWAP of Torrens Shares over the same period of \$0.155; and
- \$0.215 per Torrens Share based on the 30-day VWAP of Coda Shares prior to the Announcement Date of \$0.934. This represents a 38% premium to the VWAP of Torrens Shares over the same period of \$0.155.

Coda notes that its share price has declined since the Announcement Date, but is firmly of the view that Torrens' share price is linked to Coda's and as such, the implied Offer Consideration today continues to provide an attractive premium to the likely share price at which Torrens would have been trading in the absence of the Offer.

In Section 1 of this Bidder's Statement we have outlined, in detail, the compelling reasons for you to accept the Offer. In addition to receiving an attractive premium and increased liquidity for Your Torrens Shares, consolidating ownership of the Elizabeth Creek Copper Project presents an attractive way to invest in a leading base and precious metals exploration project. By combining Torrens with Coda, the key outcomes will be streamlined project ownership, a reduction in overhead costs and Coda having full exploration optionality. By accepting the Offer, Torrens Shareholders retain significant exposure to the Elizabeth Creek Copper Project, while also benefiting from the combined group's strong exploration and operating expertise, financial strength and ability to optimise exploration activity across an enlarged portfolio. In addition, Coda will become a company with increased scale, market relevance, funding capability and trading liquidity.

By accepting the Offer, Torrens Shareholders will no longer be exposed to the funding risks and challenges Torrens faces as a minority joint venture partner and standalone entity. To assist Torrens with its upcoming funding requirements, Coda has provided the \$2,000,000 short term Coda Bridging Facility available to Torrens to help cover its near term forecast expenditure. Should the Coda Offer not successfully complete, Torrens will have to source finance to repay any amount drawn under this Loan Facility or potentially incur project level dilution at the Elizabeth Creek Copper Project.

As at the date of this Bidder's Statement, Coda is not aware of any Superior Proposal having been received by Torrens and Torrens has not made Coda aware of any party having an intention to make such a proposal.



Other Information about the Offer

Details of the Offer, including its terms and conditions are set out in Section 12 of this Bidder's Statement. The Conditions to the Offer include, but are not limited to, Coda achieving a Relevant Interest in excess of 90% of Torrens Shares on issue. I encourage all Torrens Shareholders to read this Bidder's Statement thoroughly and accept the Offer.

To accept the Offer, please follow the instructions set out in the accompanying Acceptance Form or contact your Controlling Participant. An electronic copy of your Acceptance Form can also be obtained online by logging in at <https://events.miraql.com/coda-takeover>. If you require additional assistance, please call the Offer Information Line on 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside of Australia).

As Chair of Coda, I am excited by the future opportunities for a combined Coda and Torrens business and look forward to welcoming you as a shareholder in Coda.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'KJ' with a long, sweeping horizontal stroke extending to the right.

Keith Jones
Chairman
Coda Minerals Ltd





Consideration
points



Reasons why you should accept the Offer

The Offer is unanimously recommended by Torrens Directors

Attractive premium for Torrens Shareholders

Continued exposure to Coda and the benefits of ownership consolidation

Torrens Shareholders to receive an attractive split of the Combined Group

Offer provides attractive liquidity

Potential risks and value destruction by not consolidating ownership of the Elizabeth Creek Copper Project

The Offer has the support of Torrens Shareholders and Directors, together holding 44.71% of the Torrens Shares on issue

No Superior Proposal or alternative offer has emerged – Coda's ownership of 70% of the Elizabeth Creek Copper Project could discourage a counter offer

If the Offer is not completed the Torrens share price may fall

Torrens Shareholders may be entitled to capital gains tax relief

There are significant risks of not accepting the Offer



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Why you should
accept the Offer

1. Why you should accept the Offer

1.1. The Offer is unanimously recommended by Torrens Directors

The Torrens Board unanimously recommends that Torrens Shareholders accept the Offer, in the absence of a Superior Proposal.

Additionally, Torrens Directors who own or control Torrens Shares have confirmed that they intend to accept or procure the acceptances of the Offer in respect of the Torrens Shares that they own or control, in the absence of a Superior Proposal.

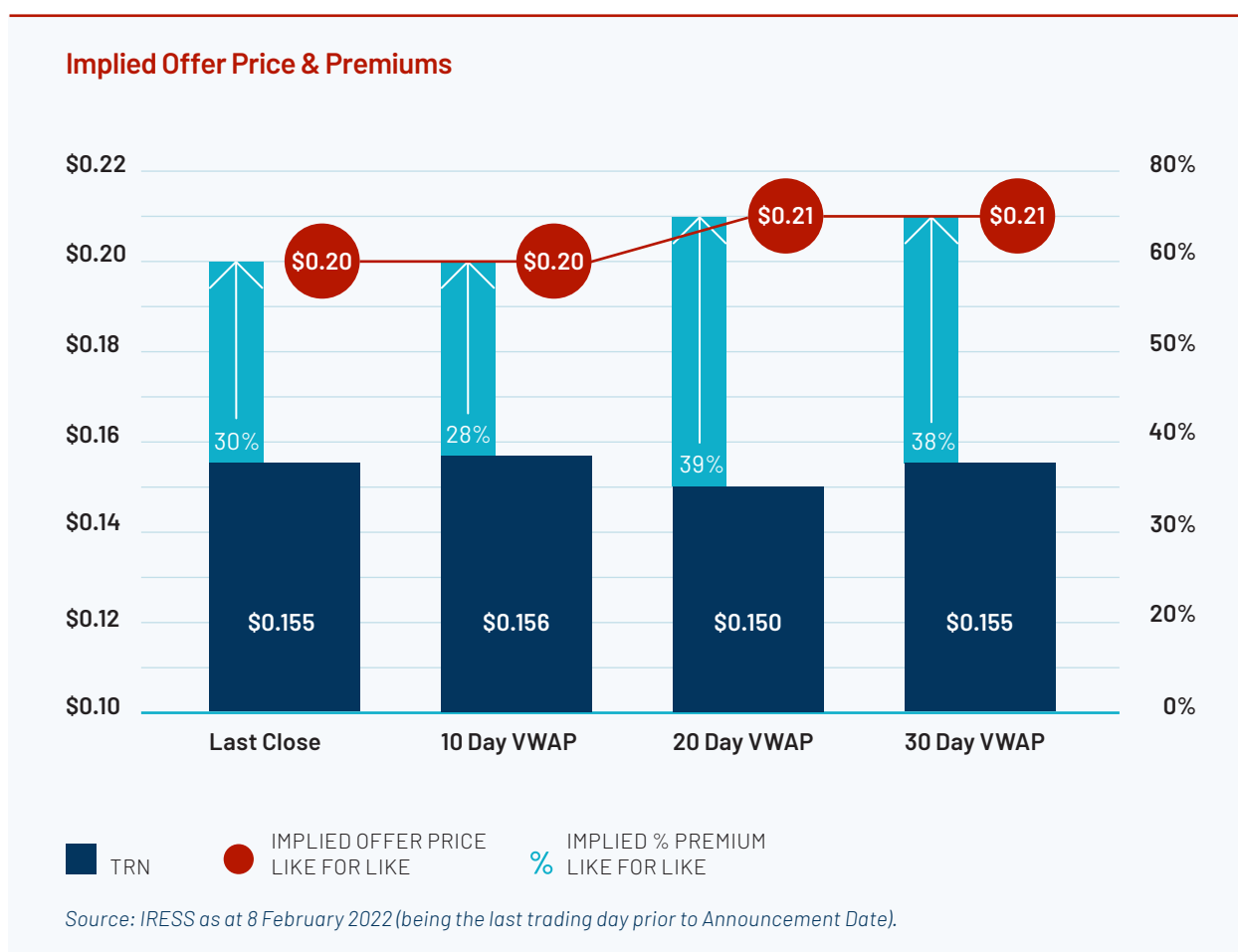
Collectively, the Torrens Directors own or control 30.8 million Torrens Shares, representing approximately 26.81% of all Torrens Shares on issue (excluding Torrens Options) as at the date of this Bidder's Statement.

1.2. Compelling premium for Torrens Shareholders

The Offer Consideration represents an attractive premium to Torrens' recent trading values.

Under the Offer, Torrens Shareholders will receive 0.23 Coda Shares for every 1 Torrens Share held, which implies a value of \$0.202 per Torrens Share based on Coda's 5-day VWAP prior to the Announcement Date.

The chart below illustrates the implied premiums represented by the implied Offer Consideration on a 'like for like' basis relative to historical trading prices of Torrens Shares and Coda Shares on the ASX prior to 8 February 2022, being the Announcement Date.



The price of Coda Shares has declined since the Announcement Date. Notwithstanding this, Coda considers that Torrens' share price is linked to Coda's, and therefore the implied Offer Consideration at the date of this Bidder's Statement continues to provide an attractive premium to the likely price at which Torrens Shares would have been trading in the absence of the Offer.



1.3. Continued exposure to Coda and the benefits of ownership consolidation

Should Torrens Shareholders accept the Offer and Coda successfully acquires all of the Torrens Shares, Torrens Shareholders will hold approximately 21.2% of the ordinary shares of Coda and will benefit from direct exposure to a company with the following key attributes:



Size, Scale & Market Relevance

Pro-forma market capitalisation of approximately \$109 million and approximately 3 times the liquidity of Torrens (as at the Announcement Date).



Financial Strength

Strong balance sheet with Coda having an approximate cash position of approximately \$12.5 million and no debt as at 28 February 2022.

At a joint venture meeting in November 2021, Coda and Torrens approved an increased budget to fund extensive drilling at the Elizabeth Creek Copper Project in 2022. Coda is well placed to fund this expenditure as well as further exploration at its Cameron River Copper Gold Project in Queensland. In the absence of this transaction, Torrens is required to fund its share (30%) of all future Elizabeth Creek expenditure, failing which its interest in Elizabeth Creek may be diluted.

As at 23 February 2022, Torrens had approximately \$800,000 in unrestricted cash and Coda has provided Torrens with the \$2,000,000 Coda Bridging Facility to help assist with near term funding requirements.



Significant JORC Mineral Resource

The Combined Group to benefit from 100% ownership of an approximate 1.1 million tonne copper equivalent Mineral Resource at Elizabeth Creek as well as consolidated ownership of the surrounding exploration ground.

A Mineral Resource base of this size and surrounding land holding is likely to attract attention from some of the larger players in the region as well as appeal to additional institutional investors.

By contrast, as a result of Torrens' smaller size and 30% minority project interest, there is a risk Torrens is overlooked by the market.



Simplified Ownership & Full Project Control

Consolidation of the Elizabeth Creek Copper Project under one listed entity will remove complicated joint venture structures, streamline management, avoid potential future conflicts and provide cost synergies by removing duplicate cost items from two publicly listed companies.



Access to Equity Capital

The Combined Group will continue to benefit from a strong institutional investor base, which Coda has established over the last 12 months. In June 2021, the Coda Register was further strengthened by a \$14.4m successful placement to institutional and sophisticated investors.



Highly Experienced Team

The Combined Group will have a highly experienced board and management team from both a technical and marketing perspective. Coda's team has significant experience in developing mineral projects from exploration through to production.



Broker Coverage

The Combined Group's increased size, scale and overall relevance will increase the probability of attracting broker coverage. Coda is currently covered by ShawPartners but as Coda progresses towards feasibility studies and development, it is likely to receive additional broker support.



Re-rating Potential

Coda believes that streamlining the Elizabeth Creek Copper Project ownership, delivering the benefits above, is a catalyst for a share price re-rating, unlocking further value for shareholders of both Torrens and Coda.



1.4. Torrens Shareholders to receive an attractive split of the Combined Group

The Offer Consideration provides Torrens Shareholders with approximately 26.4 million Coda Shares, equating to approximately 21.2% of the issued share capital of the Combined Group. Coda views this split as attractive for Torrens Shareholders for the following reasons:

- Coda currently has an option to increase its ownership stake in Elizabeth Creek to 75% at any time prior to a decision to mine, reducing Torrens' minority interest to 25%.¹
- Torrens Shareholders' interest in the Combined Group of approximately 21.2% reflects an appropriate minority discount relative to Coda's majority/controlling interest in Elizabeth Creek.
- Coda acknowledges that Torrens has acreage in Victoria, New South Wales and Papua New Guinea but believes this is balanced out by Coda's strong cash position (approximately \$12.5 million as at 28 February 2022) and the value of its Cameron River Project in Queensland. For further information on these assets see Section 5.

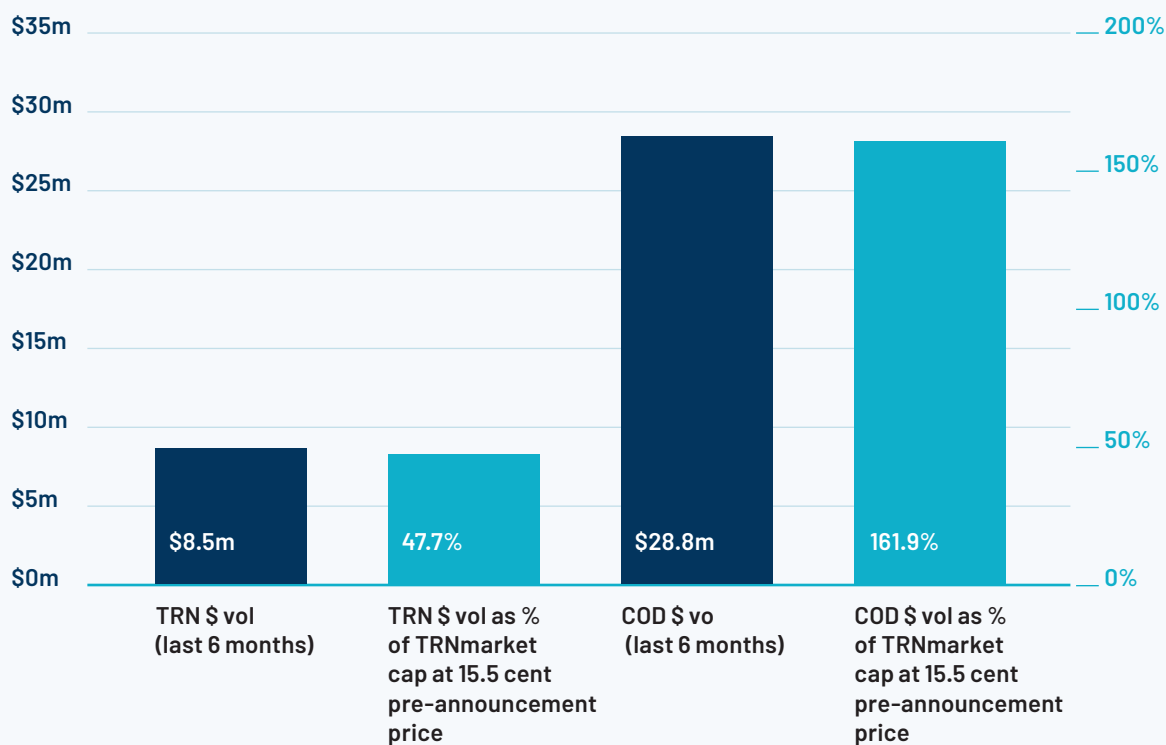
If the Offer is successful, Torrens Shareholders will have an attractive effective ownership in Elizabeth Creek and if they elect to retain their Coda Shares, will be well placed to benefit from any future value unlocked by bringing the ownership of Elizabeth Creek under one listed entity.

1.5. Offer provides attractive liquidity

In addition to an immediate premium and an attractive split of the Combined Group, the Offer provides Torrens Shareholders with superior liquidity and therefore the ability to crystallise all or part of their investment if they so choose.

Over the 6 months of trading on the ASX up to and including 8 February 2022 (the last trading day prior to the Announcement Date), approximately \$29 million of Coda Shares traded. This traded amount is equivalent to approximately 162% of Torrens' market capitalisation of approximately \$18 million on the last trading day prior to the Announcement Date. In comparison, approximately \$8 million of Torrens Shares traded in the same time period, equivalent to approximately 48% of the same \$18 million Torrens market capitalisation.

6 Month Liquidity - TRN vs COD



Source: IRESS. Torrens' and Coda's traded value in the 6 months up to and including 8 February 2022 and what proportion each traded value is of Torrens' market capitalisation on the trading day prior to the Announcement Date.

1. Refer to Section 3.2(b) for further details on this option.



The reduced liquidity in the trading of Torrens Shares relative to the liquidity of Coda Shares is a significant disadvantage for Torrens Shareholders, particularly in volatile markets. With an average Torrens turnover of only approximately \$64,000 per day over the last 6 months prior to Announcement Date, it would only require one major Torrens Shareholder to exit to result in a material impact on Torrens' Share price.

In volatile markets, the substantial liquidity, at a strong price, provided by the Offer should be a significant consideration for Torrens Shareholders.

1.6 Potential risks and value reduction by not consolidating ownership of the Elizabeth Creek Copper Project

Developing Elizabeth Creek and delivering maximum value to stakeholders requires decision making flexibility, access to capital and a number of inter-related workstreams to come together. Trying to align joint venture parties of different size, financial strength and asset focus, could create a number of issues which all have potential to negatively impact value for both sets of shareholders. Key issues include:

- **Torrens Funding Risk:** Should the Offer not be successful, Torrens could face the funding risks and challenges of a minority joint venture partner and standalone company. If Torrens elects not to fund its share of project costs, its interest in Elizabeth Creek may be diluted. In this regard, as at 23 February 2022, Torrens had approximately \$800,000 in unrestricted cash. Further, Coda has provided Torrens with the \$2,000,000 Coda Bridging Facility to help assist with near term funding requirements.
- **Competition for Capital:** As a minority joint venturer, Torrens has limited input/control over project decision making and may find itself competing for Elizabeth Creek development capital with Coda (at the same time). Given Coda's existing institutional support and majority ownership of Elizabeth Creek, it is likely Torrens would have to raise capital at a significant discount to compete with Coda.
- **Timetable:** Any matters requiring joint venture approval, such as approving exploration budgets and programs, feasibility study parameters and ultimately, a decision to mine, may cause a delay in project start-up.

Any of the above issues could result in value destruction for Torrens Shareholders.

1.7 The Offer has the support of Torrens Shareholders and Directors, together holding 44.71% of the Torrens Shares on issue

Torrens Shareholders (including Directors) collectively representing approximately 44.71% of all Torrens Shares on issue intend to accept the Offer², in the absence of a Superior Proposal, including the Torrens Shareholders listed in the table below, each of whom has provided an intention statement and has consented to the key terms being included in this Bidder's Statement:

Name	Torrens Shares held at date of Bidder's Statement	Percentage interest at date of Bidder's Statement (approximate)
Mr Paul L Duncan, Mrs Daranee Duncan and Mr Paul K Duncan	9,952,125	8.68%
Strandline Resources Limited	3,450,000	3.01%
Croftbank Pty Ltd ³	1,900,000	1.66%
Mr Peter James Collings	1,250,000	1.09%
Crescente Investments Pty Ltd	1,225,000	1.07%
Jorgensen-Watts Pty Ltd ⁴	954,741	0.83%
Say Superannuation Pty Ltd	625,000	0.54%
Mr Paul Leslie Duncan	615,000	0.54%
Mr Matthew Edward Collings	560,000	0.49%
TOTAL	20,531,866	17.90%

In addition, the Torrens Directors unanimously recommend that Torrens Shareholders accept the Offer, in the absence of a Superior Proposal, and have confirmed that they intend to accept or procure the acceptances of the Offer in respect of the Torrens Shares that they own or control, in the absence of a Superior Proposal. Collectively, the Torrens Directors own or control 30.8 million Torrens Shares, representing approximately 26.81% of all Torrens Shares on issue as at the date of this Bidder's Statement.

2. Certain Torrens Shares are currently subject to ASX imposed escrow and therefore the holders may only accept the Offer in relation to those shares as permitted by the ASX Listing Rules.

3. Croftbank Pty Ltd provided an intention statement in respect of 2,185,143 Torrens Shares.

4. Jorgensen-Watts Pty Ltd holds 1,000,000 Torrens Shares at the date of this Bidder's Statement.



1.8 No Superior Proposal or alternative offer has emerged

As at the date of this Bidder's Statement, Coda's Board is not aware that any Superior Proposal exists and given Torrens is a minority joint venturer in the Elizabeth Creek Copper Project, this may reduce the likelihood of a third party putting forward a Superior Proposal.

In addition, the Bid Implementation Deed prohibits the solicitation of any third party proposals during the term of the Bid Implementation Deed. Should Torrens Directors change their recommendation in response to an unsolicited proposal, Torrens may be obliged to pay a reimbursement fee of \$250,000 to Coda, as well as repay to Coda any amounts drawn under the \$2,000,000 Coda Bridging Facility provided to Torrens.

1.9 If the Offer is not completed the Torrens Share price may fall

The implied Offer Consideration of \$0.201 per Torrens Share (prior to the Announcement Date) is approximately 30% above the closing price of Torrens Shares prior to the Announcement Date. Immediately following the Announcement Date, Torrens' share price increased towards the implied Offer Consideration. Torrens continues to trade at levels close to the implied Offer Consideration as at the date of this Bidder's Statement.

While the implied Offer Consideration has declined since the Announcement Date due to the decline Coda's share price, Coda still considers the implied Offer Consideration at the date of this Bidder's Statement provides an attractive premium to the likely share price Torrens would have been trading at in the absence of this Offer.

Should the Offer not be successful, and no Superior Proposal emerges, the Torrens Share price may decline back to and potentially well below pre-announcement levels (as a result in the decline in Coda's share price). Torrens may need to raise significant equity capital at a discount to its pre-Offer share price. Given Torrens' potential upcoming funding requirements as a minority joint venture partner in Elizabeth Creek, the likely required equity raise to fund this expenditure, as well as any amounts drawn down under the \$2,000,000 Coda Bridging Facility, may lead to significant shareholder dilution and a potential further fall in share price. Whilst as at the date of this Bidder's Statement, Torrens has not drawn down on the Coda Bridging Facility, Torrens has provided a budget to 30 June 2022, which indicates that drawdowns will likely occur.

1.10 Torrens Shareholders may be entitled to capital gains tax relief

Provided Coda achieves ownership of more than 80% of the issued Torrens Shares, eligible Torrens Shareholders may be entitled to rollover relief from capital gains tax on the consideration they receive under the Offer. However, Torrens Shareholders may be subject to capital gains tax as a result of a later taxable event (such as a disposal) occurring in respect to the Coda Shares received as the Offer Consideration. Please refer to Section 13 for more information. You should consult a qualified tax adviser for further taxation advice.

1.11 There are significant risks of not accepting the Offer

If you do not accept Coda's Offer for Torrens, and no Superior Proposal is received, there are factors that you should consider, including:

- As outlined in Section 1.9 above, Torrens Shares may fall to the price at which they were trading before the Offer was announced (or possibly even lower). This may be the case notwithstanding the fact that the price of Torrens Shares has risen since the Announcement Date of the Offer.
- If Coda elects to waive the 90% minimum acceptance condition of the Offer, there is a risk that Coda acquires more than 50% but less than 90% of Torrens Shares. If Coda acquires a majority shareholding in Torrens and does not become entitled to acquire the Torrens Shares that have not been accepted into the Offer, Torrens Shareholders who do not accept the Offer will become minority Torrens Shareholders.
- As outlined in Section 1.6 above, should the Offer not be successful, Torrens will likely need to raise equity capital in the first half of 2022 to cover committed exploration expenditure, any repayments to Coda required under the \$2,000,000 loan facilities, corporate costs and its proportion of future Elizabeth Creek development expenditure. Any equity capital raise could be conducted at a discount to Torrens' pre-Announcement Date share price of \$0.155 per share and be dilutive to existing Torrens Shareholders.



02

Summary of the Offer and Frequently Asked Questions

2. Summary of the Offer and Frequently Asked Questions

The information in this section 2 is a summary of the Offer only and is qualified by the detailed information contained in the rest of this Bidder's Statement. You should read this Bidder's Statement and Torrens' Target's Statement in full before deciding whether or not to accept the Offer for Your Torrens Shares. If you are in any doubt as to how to deal with this document, please consult your financial, legal, taxation or other professional adviser.

The terms and conditions of the Offer are contained in Section 12.

Topic	Summary	Where to find more information
What is Bidder's Statement	This Bidder's Statement relates to the Offer to acquire ALL of Your Torrens Shares, not only some, and sets out the terms and conditions of the Offer, information in relation to the Offer and the Offer Consideration you will receive if you accept the Offer (subject to satisfaction or waiver of the conditions of the Offer).	Section 12
Who is Coda?	Coda is an ASX listed exploration company focused on the discovery and development of base metals, precious metals and battery minerals. Coda is primed to unlock the value of its highly prospective Elizabeth Creek Copper Project, which is located in the heart of the Olympic Copper Province, Australia's most productive copper belt. The Elizabeth Creek Copper Project includes indicated Mineral Resources at the Windabout and MG14 deposits, which together host a combined 159,000 tonnes of contained copper and 9,500 tonnes of contained cobalt. The project also includes Coda's Emmie Bluff deposit which contains a combined indicated and inferred Mineral Resource of 562,000 tonnes of contained copper and 20,000 tonnes of contained cobalt and 66,000 tonnes of contained zinc.	Section 3
What is the Offer?	Coda is offering to buy all of the Torrens Shares including any Torrens Shares that are issued during the Offer Period whether due to the exercise of rights attached to Torrens Options or otherwise, on the terms set out in this Bidder's Statement. You may only accept this Offer in respect of ALL of Your Torrens Shares, not only some.	Section 12
What will I receive if I accept the Offer?	If you accept the Offer, subject to the satisfaction or waiver of the conditions to the Offer, you will receive 0.23 Coda Shares for each of Your Torrens Shares. If the calculation of the number of Coda Shares you are to receive as the Offer Consideration results in an entitlement to a fraction of a Coda Share, that fraction will be rounded up to the next whole number of Coda Shares. If you are a Foreign Torrens Shareholder or a Small Holding Shareholder, you will not be provided Coda Shares. Instead, you will be paid the net proceeds of the sale of the Coda Shares you would have been entitled to.	Section 12
What is the value of the Offer Consideration?	The Offer Consideration is comprised of 0.23 Coda Shares for each of Your Torrens Shares. The value of the Offer Consideration is approximately \$0.202 per Torrens Share based on Coda's 5-day VWAP prior to the Announcement Date. As Coda Shares are listed on the ASX, the market price of Coda Shares can fall as well as rise and may be subject to varied and unpredictable influences. Accordingly, there is no guarantee that a Coda Share will continue to be worth equal to or above \$0.875, being the last recorded sale price of Coda Shares on ASX on 8 February 2022 (being the last day of trading before the Announcement Date).	Sections 4 and 12



Topic	Summary	Where to find more information
What are the conditions of the Offer?	<p>The Offer is subject to a number of conditions, which are set out in full in Section 12.8 (Conditions). These conditions include (by way of summary only):</p> <ul style="list-style-type: none"> (a) a minimum acceptance condition of 90%; (b) all Torrens Option Holders accepting into the Torrens Option Offers; (c) receipt of all regulatory approvals required; (d) no order, investigation or application is made which restrains, prohibits or impedes the Takeover Bid; (e) no 'prescribed occurrences' occurring in relation to Torrens; (f) no person exercises any contractual rights to which a Torrens Group Company is a party; (g) no change of control rights as a result of Coda making the Offer; (h) no material adverse change occurring; (i) no untrue statements are made to ASX; (j) Torrens' Tenements are maintained in their current form; (k) no material acquisition, disposals or commitments by Torrens; (l) no material litigation on foot or pending; and (m) no breach of the Bid Implementation Deed. <p>If any of these Conditions are not satisfied or waived by Coda by the end of the Offer Period, then the Offer will lapse and not proceed (i.e. you will retain Your Torrens Shares).</p> <p>In addition, there is a statutory condition (see Section 12.13) relating to the ASX quotation of Coda Shares to be issued under the Offer. If this Condition is not fulfilled, the Offer will lapse and not proceed (i.e. you will retain Your Torrens Shares).</p>	Section 12.8
Do the Torrens Directors support the Offer?	<p>Yes, all of the Torrens Directors have recommended that all Torrens Shareholders accept the Offer and have indicated their intention to do so for the Torrens Shares that they own or control within 2 days after the expiration of 21 days after the Offer Period commences, unless a Superior Proposal emerges.</p>	Section 1
What happens if the Conditions of the Offer are not satisfied or waived by the time to the Offer closes?	<p>If the Conditions to the Offer are not satisfied or waived by the time the Offer closes, the Offer will lapse and your acceptances will be void. In those circumstances, you will not receive the Offer Consideration for Your Accepted Shares and you will retain Your Torrens Shares.</p>	Section 12.11
When will I receive my Offer Consideration?	<p>If you validly accept the Offer and the Offer becomes unconditional, then you will be issued the Offer Consideration on or before the earlier of:</p> <ul style="list-style-type: none"> (a) one month after the date of your acceptance, or if at the time of your acceptance the Offer is subject to a Condition, one month after the Offer becomes or is declared unconditional; and (b) 21 days after the end of the Offer Period. <p>Foreign Torrens Shareholders and Small Holding Shareholders will be provided with the net proceeds from the sale of their Coda Shares to which they are entitled under the Offer at a different time.</p>	Section 12.5
Will I need to pay brokerage or stamp duty on acceptances?	<p>If you accept the Offer, you should not pay Australian stamp duty on the sale of Your Torrens Shares to Coda under the Offer nor on the issue of Coda Shares to you as the Offer Consideration.</p> <p>You will not pay brokerage if you accept the Offer and Your Torrens Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Coda.</p> <p>If Your Torrens Shares are registered in a CHESS Holding, you should ask your Controlling Participant (usually your broker) whether it will charge any transaction fees or service charges in connection with acceptance of the Offer.</p>	Sections 12.18 and 13.4

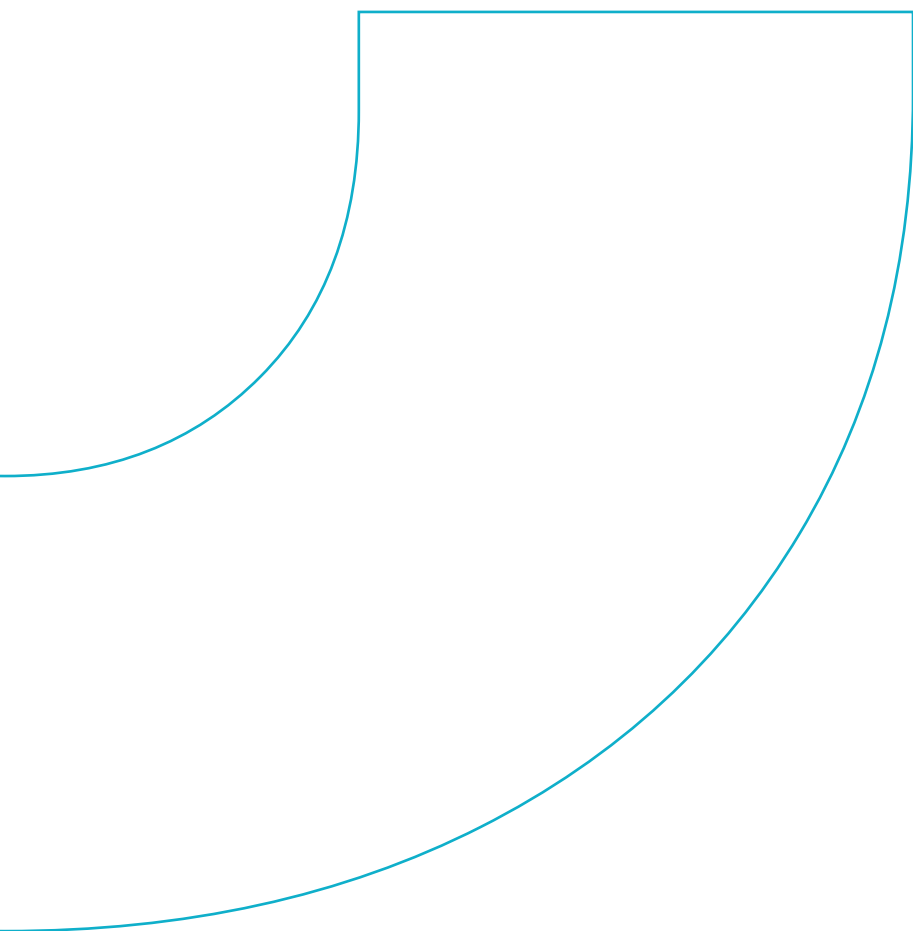
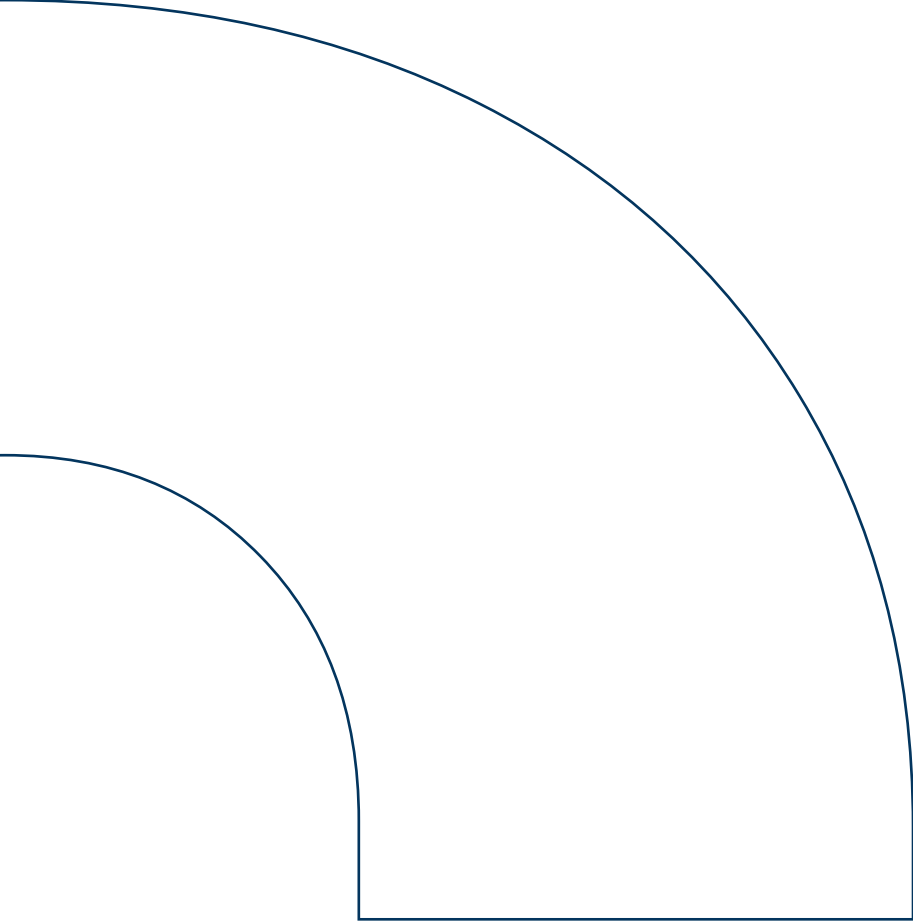


Topic	Summary	Where to find more information
Will my new Coda Shares be quoted on the ASX?	Coda will apply for the Coda Shares to be issued under the Offer to be quoted on the ASX within 7 days after the date of this Bidder's Statement. Quotation of these Coda Shares will not be automatic but will depend on the ASX exercising its discretion. However, as Coda is already admitted to the official list of the ASX and Coda Shares in the same class as to those to be issued under the Offer are already quoted, Coda believes quotation of the new Coda Shares will be granted.	Section 12.13
When does the Offer close?	The Offer closes at 4.00pm (WST) on 6 April 2022, unless it is extended under the Corporations Act.	Section 12.2
Can I accept the Offer for only some of my Torrens Shares?	No. You cannot accept for part of Your Torrens Shares. You can only accept the Offer for ALL of Your Torrens Shares, not only some.	Section 12.3
How do I accept the Offer?	See the summary on page 4 and Section 12.3 as well as the instructions on the accompanying Acceptance Form.	Section 12.3
What if I am a Foreign Torrens Shareholder?	Generally speaking, if your address on the Torrens Register is in a jurisdiction other than Australia or New Zealand, you will be considered to be a Foreign Torrens Shareholder. If you are a Foreign Torrens Shareholder, you are entitled to accept the Offer just like any other Torrens Shareholder. However, you will not be entitled to receive Coda Shares as a result of acceptance. Instead, the Coda Shares to which you would otherwise be entitled to will be issued to a sale nominee approved by ASIC who will sell those Coda Shares on the ASX and provide you with the net sale proceeds.	Section 11.14 and 12.5(c)
Can I accept the offer if I would receive a Small Holding of Coda Shares?	Yes, but if you are a Small Holding Shareholder, you will not receive Coda Shares. Instead, the Coda Shares to which you would otherwise be entitled to will be issued to a sale nominee approved by ASIC who will sell those Coda Shares on the ASX and provide you with the net sale proceeds.	Section 11.14 and 12.5(c)
What happens if I do not accept the Offer?	If you do not accept the Offer, subject to what is stated below, you will remain a Torrens Shareholder and will not receive the Offer Consideration. If Coda becomes entitled to compulsorily acquire Your Torrens Shares, it intends to proceed with the compulsory acquisition. If Your Torrens Shares are compulsorily acquired, it will be on the same terms (including the same consideration for each Torrens Share acquired) as the Offer.	Section 7
Once accepted, can I withdraw my acceptance?	Once you accept the Offer, you will not be able to revoke your acceptance unless a withdrawal right exists or arises under the Corporations Act. Such a right may arise if, after you have accepted the Offer and the Offer remains conditional, the offer is varied in a way that postpones, for more than one month, the time by which Coda has to meet its obligations under the Offer. If this occurs, a notice will be sent to you at the relevant time that explains your rights to withdraw your acceptance of the Offer.	Section 12.4



Topic	Summary	Where to find more information
Can I sell the Coda Shares I receive as the Offer Consideration?	Yes, you will be able to sell your Coda Shares you receive as the Offer Consideration on-market on the ASX.	
Does Coda currently have a Relevant Interest in Torrens?	No, as at the date of this Bidder's Statement, Coda does not have a Relevant Interest in any Torrens Shares.	Section 6.5
How is the Offer being funded?	The consideration for the acquisition of the Torrens Shares will be satisfied by the issue of Coda Shares. Coda has the capacity to issue the maximum number of Coda Shares which it may be required to issue under the Offer.	Sections 8.4 and 9
What if I accept the Offer and the Offer Consideration is improved?	In accordance with the Corporations Act, if the Offer Consideration is improved, all Torrens Shareholders, whether or not they have accepted the Offer before that improvement in the Offer Consideration, will be entitled to the benefit of that improved Offer Consideration.	Section 12.17
What are the tax implications if I accept the Offer?	Refer to Section 13 for some general comments around potential tax implications of this Offer. However, tax implications for accepting the Offer for Your Torrens Shares will vary for each individual and you are advised to consult your financial, tax or other professional adviser on the tax implications of acceptance.	Section 13
How will the Torrens Options be treated under the Offer?	Coda is not offering to acquire the Torrens Options under the Offer but intends to make separate offers to acquire unexercised Torrens Options. Coda confirms that it is offering to buy any Torrens Shares issued during the Offer Period due to the exercise of Torrens Options on the terms set out in this Bidder's Statement. Coda also confirms that it will be making separate offers to all Torrens Option Holders to acquire their Torrens Options under the terms of the Torrens Option Offers.	Section 6.2
Are there any risks in accepting the Offer?	If you accept the Offer you will become a Coda Shareholder (unless you are a Foreign Torrens Shareholder or Small Holding Shareholder). There are risks associated with holding Coda Shares, which are summarised in Section 10. In deciding whether or not to accept the Offer, you should carefully consider these risks.	Section 10
Where do I go for further information?	This Bidder's Statement contains detailed information about the Offer, including the terms and Conditions of the Offer in Section 12. For queries on how to accept the Offer, Torrens Shareholders should also refer to the enclosed Acceptance Form. For all other queries in relation to the Offer, please contact the Offer Information Line on 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside of Australia) Monday to Friday between 8.30am and 5.00pm (WST). Please be aware that any calls to these numbers may be recorded. Queries in relation to the Offer will not be received on any other telephone numbers of Coda or their advisers. Torrens Shareholders should also read the Target's Statement in full for further information about the Offer and before deciding whether or not to accept the Offer. If you are in any doubt as to how to deal with this Bidder's Statement, please consult your financial, legal, taxation or other professional adviser.	Section 12





03

Profile of Coda

3. Profile of Coda

3.1 Overview of Coda

Coda is an ASX listed exploration company focused on the exploration, discovery and development of minerals in the base metals, precious metals and battery minerals sector.

Coda listed on the ASX in October 2020 and is focussed on unlocking value at its two key projects, the highly prospective Elizabeth Creek Copper Project in South Australia's world class mining jurisdiction, the Gawler Craton and it's Cameron River Copper Gold Project located approximately 60km east of Mount Isa in Queensland.

The Elizabeth Creek Copper Project is a joint venture between Coda and Torrens Mining. Coda holds a 70% equity interest in the project with Torrens holding the remaining 30% interest.

The Cameron River Copper Gold Project consists of two Exploration Permits (EPM 27042 and EPM 27053) and covers approximately 30km² in the highly prospective Mount Isa Inlier.

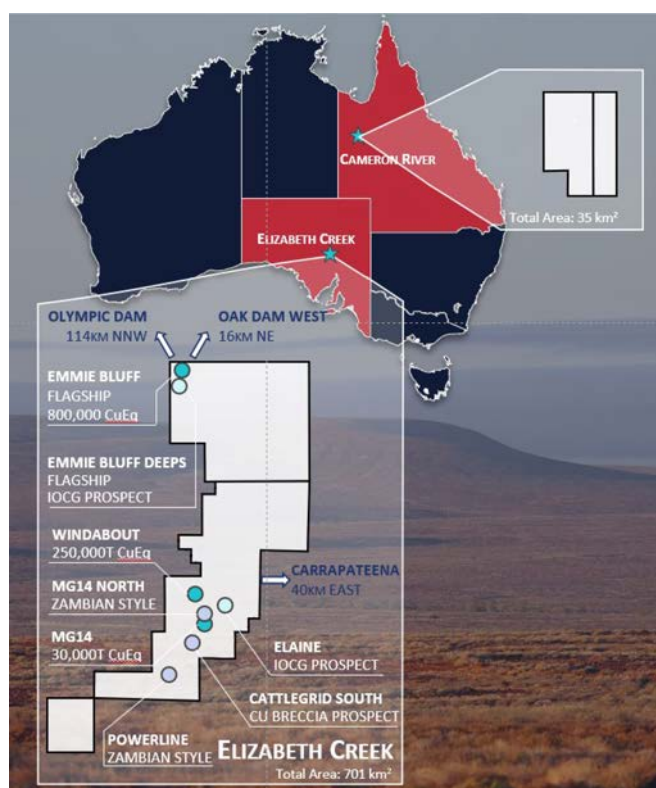


Figure 1: Elizabeth Creek and Cameron River Tenements

Coda was formerly a wholly owned subsidiary of Gindalbie Metals Limited (Gindalbie). In March 2019, Gindalbie announced a scheme of arrangement transaction under which it would be acquired by Ansteel, prior to which Coda would be demerged by way of a share distribution to Gindalbie shareholders. Post implementation of the demerger, it was intended that Coda would be an exploration company with a clear focus on progressing Elizabeth Creek, in which it had a right to earn up to a 75% interest.

3.2 Coda's Principal Operations – Elizabeth Creek Copper Project

(a) Overview

The Elizabeth Creek Copper Project (formerly named the Mt Gunson Copper Project) is centred approximately 30km south-east of Woomera and 135km north-west of Port Augusta in South Australia.

The project currently covers 701km² in the Olympic Dam Copper Province, Australia's most productive copper belt. The project is located 115km south of BHP Billiton's Olympic Dam copper-gold-uranium mine and 40km west of Oz Minerals' Carrapateena copper-gold project.





Figure 2: Elizabeth Creek Copper Project Tenements

(b) Joint Venture Overview

The Elizabeth Creek Copper Project is operated under a farm-in and joint venture agreement with Terrace Mining, a wholly-owned subsidiary of Torrens, which commenced in March 2017 (**Elizabeth Creek Joint Venture**). Under the terms of the Elizabeth Creek Joint Venture, Coda has the exclusive right to earn up to a 70% interest in the Elizabeth Creek Copper Project via the expenditure of \$6.62 million on exploration in three stages over a 6 year period, as well as the irrevocable option to purchase an additional 5% ownership in the project in consideration for the payment of a further \$1.5 million (**Purchase Option**).

On 22 January 2021, Coda confirmed that it had satisfied the stage 3 earning obligation under the terms of the Elizabeth Creek Joint Venture, increasing its ownership of the project to 70%. Coda also retains the right to the Purchase Option, which may be exercised at any time up to 60 days from the parties reaching a decision to mine. A summary of the current ownership structure of the Tenements comprising the Elizabeth Creek Copper Project is set out below:

Tenement	Holder/Applicant	Percentage Held*	Grant Date	Expiry Date	Area
EL6141	Coda Minerals Ltd Terrace Mining Pty Ltd	70% 30%	29 October 2017	28 October 2022	47km ²
EL6518	Coda Minerals Ltd Terrace Mining Pty Ltd	70% 30%	25 March 2020	24 March 2022	363km ²
EL6265	Coda Minerals Ltd Terrace Mining Pty Ltd	70% 30%	7 October 2018	6 October 2023	291km ²

* The ownership structure described in the table above reflects the current ownership under the Elizabeth Creek Joint Venture, rather than the records of the South Australian Department of Energy and Mining. As at the date of this Bidder's Statement, the process to update the current ownership structure with the Department has commenced, but is yet to be completed.



(c) Regional Geology

The Elizabeth Creek Copper Project sits within the Stuart Shelf, a Neoproterozoic sedimentary assemblage covering an extensive region of eastern South Australia. At Mt Gunson itself, the represented assemblages are the Wilpena and Umberatana groups, which unconformably overlie the much older (Meso-Palaeoproterozoic) Pandurra Formation. This material has been uplifted by the Pernatty Upwarp, a large horst structure which directly underlies the Mt Gunson copper deposits. The project area is almost entirely covered by quaternary cover, primarily in the form of aeolian dune sands, lake sediments and fluvial sands, with only minor outcrop to be found.

Major nearby deposits include:

- Olympic Dam operated by BHP (approximately 115km north);
- Prominent Hill operated by Oz Minerals (approximately 245km northwest); and
- Carrapateena operated by Oz Minerals (approximately 40km east).

Coda's Emmie Bluff prospect at Elizabeth Creek is also immediately south (approximately 15km) of BHP's recent discovery at Oak Dam West (See Figure 3, below).

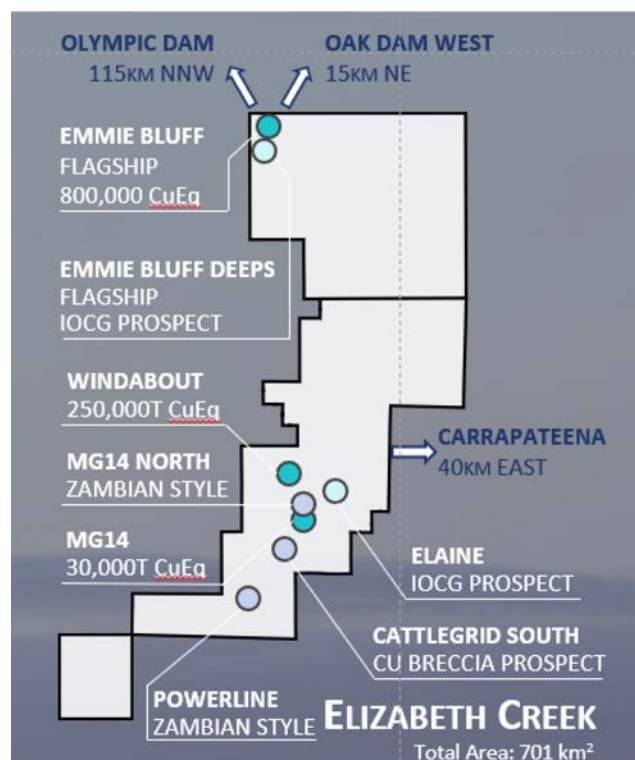


Figure 3: Relative locations of nearby mineral deposits

(d) Elizabeth Creek Geology (MG14 / Cattlegrid / IOCG)

Sedimentary copper deposits at Elizabeth Creek fit into two general categories:

- **Cattlegrid type deposits:** are copper-silver-cobalt deposits found at the unconformal contact between the Pandurra Formation and the Whyalla sandstone and are hosted primarily in brecciated Pandurra sandstones. Examples include Cattlegrid, Main Open Cut, Lagoon and other mined deposits, as well as the unmined mineralisation at Cattlegrid South.
- **Zambian style deposits:** are stratabound copper-cobalt-silver deposits hosted in the dolomitic shales and narrow dolarenite interbeds of the Tapley Hill Formation, primarily in the top and bottom several metres immediately adjacent to the upper and lower contacts with overlying Whyalla sandstone and underlying Pandurra Formation. Examples include MG14, Windabout, and Emmie Bluff. This type of mineralisation is broadly comparable to Central African (Zambian) style Cu-Co deposits, or central European Kupferschiefer deposits.

In both cases, mineralisation is primarily represented by chalcopyrite and chalcocite with accessory bornite, sphalerite and galena and substantial pyrite. Sulphidic material filled vugs and cracks to produce small blebs and veinlets, or was disseminated through the rock replacing or overgrowing framboidal pyrite.



Accessory silver is common to both deposit types, and cobalt is found mainly as carrollite in MG14 Type deposits. Cobalt mineralisation is present in Cattlegrid-type deposits, but is not as well understood as for MG14 type deposits. In MG14 Type deposits, mineralisation tends to be found in more porous strata within the Tapley Hill Formation, concentrating in narrow breccias or dolomitic arenite laminae within a broader dolomitic mudstone.

(e) IOCG Deposits

Known IOCG mineralised systems are distributed along the eastern rim of the currently preserved craton to define the Olympic IOCG Province. Elizabeth Creek is prospective for this type of mineralisation, including an existing discovery at Emmie Bluff Deeps as well as geophysical targets, the most advanced of which is the Elaine prospect.

(f) Emmie Bluff Deeps

In June 2021, Coda announced the intersection by drillhole DD21EB0018 of approximately 200m of intensely haematitic and altered sediments and granites, including approximately 50m of moderate to intense copper sulphide mineralisation, including chalcocite, chalcopyrite and bornite. This was the first hole that the company had drilled into the Emmie Bluff Deeps prospect, and this initial highly encouraging result was followed up with additional wedges and further drilling in the following months, which continues as of the time of this statement.

(g) Elaine

The Elaine IOCG prospect (centred approximately 42km southeast of Woomera), is characterised by a broad, triangular gravity high, and several coincident, discrete NE/SW trending circular/oval shaped magnetic highs. These geophysical anomalies are located immediately east of a large NE/SW trending fault (the Cattlegrid Fault) identifiable in gravity data which may have served as a lithospheric scale fluid pathway for copper-gold mineralisation.

Historical IOCG drilling at Elaine has consistently encountered copper-gold mineralised metavolcanics and strong IOCG-style alteration, including chlorite, epidote, magnetite, and pyrite. "Red rock alteration," the result of the intense hematitisation typical of IOCG mineralised systems, is pervasive and often intense, and accompanied by varying degrees of brecciation, which aids the mineralising process.

Coda interprets the Elaine IOCG prospect as a large-scale hydrothermal system within which copper has preferentially deposited in areas where temperature and oxidising conditions promoted the formation of haematite rather than magnetite.

3.3 Mineral Resource Estimates

Coda's current published Mineral Resource Statements relate to the Elizabeth Creek Copper Project and are set out below.

(a) Emmie Bluff Mineral Resource

In December 2021, the Company announced a maiden Mineral Resource Estimate (MRE) for the Emmie Bluff Zambian-style copper-cobalt deposit. The resource is roughly triangular shaped in plan view, extending across approximately 2.2km from north to south, and a maximum east-west thickness of approximately 2.6km. Mineralisation is split into an upper and lower lode, located at the upper and lower contacts of the host Tapley Hill Formation black shale, with thicknesses of between 1.5 and 6m.

The MRE comprises a combined indicated and inferred Mineral Resource of 43Mt @ 1.3% Cu, 470ppm Co, 11 g/t Ag and 0.15% Zn (1.84% CuEq), reported at a cut-off grade of 1% CuEq (see table below). Of this, approximately 39Mt, comprising 90% of the mass and 92% of the metal (contained CuEq) is classified in the indicated Mineral Resource category, with the remainder in the inferred Mineral Resource category.

Category	Copper Equivalent			Copper		Cobalt		Silver		Zinc	
	Tonnes	Grade (% CuEq)	Contained Metal (t)	Grade (% Cu)	Contained Metal (t)	Grade (ppm Co)	Contained Metal (t)	Grade (g/t Ag)	Contained Metal (MOz)	Grade (% Zn)	Contained Metal (t)
Indicated	38,800,000	1.9%	735,000	1.3%	515,000	500	19,000	11	15	0.15%	58,000
Inferred	4,500,000	1.4%	62,000	1.1%	47,000	230	1,000	9	1	0.17%	8,000
Total	43,300,000	1.84%	797,000	1.30%	562,000	470	20,000	11	15.5	0.15%	66,000

(b) MG14 and Windabout Mineral Resource

The Windabout and MG14 Cu-Co-Ag deposits are located near the historical Mt Gunson mining centre with the boundaries of EL 6518. These sediment hosted, Zambian-style Cu-Co-Ag deposits formed through the replacement of diagenetic pyrite within dolomitic shales of the Tapley Hill Formation. Both deposits have similar origins, morphology and are about 6.5km apart.



The Windabout deposit forms a tabular, roughly triangular sheet extending approximately 2km east-west and 1km north-south, varying in thickness between 2 and 8m. It supports an indicated Mineral Resource of approximately 17.7 million tonnes at a 0.5% CuEq cutoff. Mineralisation commences at depths of between 55 and 85m, with copper and silver grades lower than MG14, but higher cobalt on average.

MG14 also forms a tabular, horizontal sheet of mineralised Tapley Hill Formation shale of approximately 1.4km east-west and 0.4km north-south, with a variable thickness of between 3 and 8m. It supports an indicated Mineral Resource of approximately 1.83 million tonnes at a 0.5% CuEq cutoff (see the below table). Mineralisation is relatively shallow, typically commencing from 20 to 25m.

EXISTING MINERAL RESOURCES (JORC 2012 Indicated) 0.5% CuEq. cut-off						
	Category	Mt	Cu%	Co%	Ag g/t	CuEq%
Windabout	Indicated	17.67	0.77	0.05	8	1.41
MG14	Indicated	1.83	1.24	0.03	14	1.67
Total		19.5	0.8	0.05	8.6	1.14
		Tonnes	Tonnes	MOz	Tonnes	
Contained Metal		159,000	9,400	5.4	280,000	

For the original ASX announcements of the information above relating to Elizabeth Creek, please see refer to:

- the report "Standout 43Mt Maiden Cu-Co Resource at Emmie Bluff", released to the ASX on 20 December 2021 at https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02469004-6A1069433?access_token=83ff96335c2d45a094df02a206a39ff4;
- the report "Confirmation of Exploration Target & Mineral Resource and Ore Reserve Statement", released to the ASX by Coda on 23 October 2020 at https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02298915-6A1003162?access_token=83ff96335c2d45a094df02a206a39ff4;
- the report "Coda Earns 70% Ownership of Elizabeth Creek Copper Project", released to the ASX by Coda on 22 January 2021 at https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02332730-6A1016428?access_token=83ff96335c2d45a094df02a206a39ff4; and
- the report "IOCG Mineralisation Intersected at Emmie Bluff Deeps", released to the ASX by Coda on 9 June 2021 at https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02383086-PS-6A1036040?access_token=83ff96335c2d45a094df02a206a39ff4.

Coda confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. Coda also confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

3.4 Coda's Other Operations - Cameron River Project

Coda has entered into a binding Farm-in and Joint Venture Agreement with Wilgus Investments Pty Ltd giving it the right to acquire up to an 80% ownership in the Cameron River project in Queensland by spending up to \$2 million on exploration in stages over a three-year period.

The Cameron River Copper Gold Project is located approximately 60km east of Mt Isa in Queensland. The project consists of two Exploration Permits (EPM 27042 and EPM 27053) and currently covers 35km² in the highly prospective Mt Isa Inlier, one of the nation's premier mining regions.

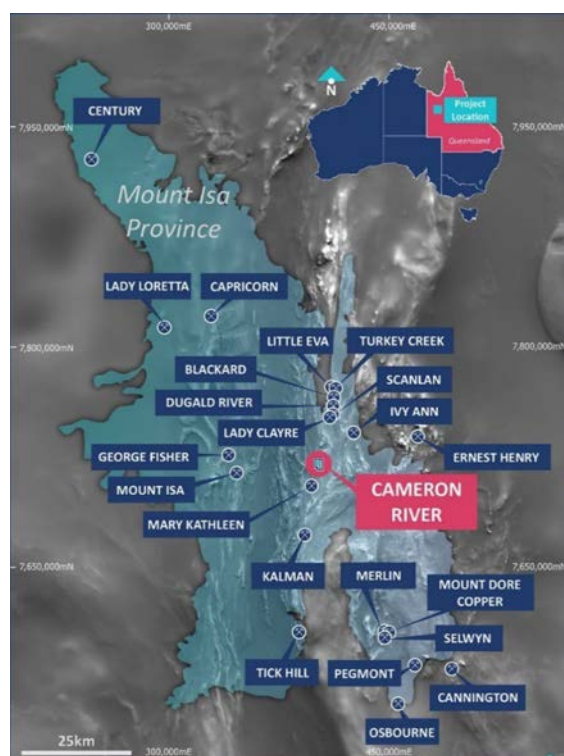


Figure 4: Cameron River Project Tenements

Located immediately north of the old Mary Kathleen mine, the project is close to established infrastructure such as the sealed Barkly Highway (16km south) and the Great Northern Line railway (40km south east) will provide easy access to major ports at Townsville.

Since entering into the Cameron River Gold Project, Coda has carried out three rock chip sampling programmes over the most prospective areas, collecting a total of 696 samples, generally on 300m x 100m or 150m x 100m spacings at the most prospective areas across the two tenements. Of these, a total of 31 returned anomalous copper (> 0.1% Cu) and 16 returned anomalous gold (>0.1 g/t).

The historical Copper Weed and Rebound prospects have been the focus of the majority of historical exploration on the tenure, consisting of a NNE aligned anomalous copper zone defined by modern and historical rock chips extending over at least 2,000m N/S and 800m E/W in the eastern half of the project, coincident with several fault splays which extend north from the regional scale Cameron Fault. This area will be the primary focus of Coda's upcoming planned drill campaign.

Away from Copper Weed/Rebound, several geophysical targets have been generated from historic Electromagnetic and hyperspectral data, with the most prospective selected for sampling. An EM anomaly (the "Scooby" prospect) in the centre of the Project returned anomalous rare earth values over a broad area 1000m x 600m oriented north-south over the central ridge of outcropping Corella Formation. The Clear Waters prospect in the northeast of the Project was identified as hyperspectral anomaly and is associated with a structural and geochemical trend extending southwest from the Six Kangaroos Uranium prospect (outside of Coda tenure). Rock chipping by Coda confirmed the presence of copper with malachite occurring on fracture surfaces, and best results in excess of 12% Cu in one sample. The Wishbone prospect, located in the northwest of the project was also identified from hyperspectral imagery, and also returned anomalous copper and gold grades during preliminary rock chipping.

Full details of significant assays are included as Table 1, below.

Prospect	Sample ID	Easting (m)	Northing (m)	Copper %	Gold g/t	Silver g/t
Toto	R21CR0074	404000	7716849	0.24	2.54	0.29
Rebound	R21CR0102	403537	7718018	5.02	0.08	3.72
Rebound	R21CR0142	403611	7718110	12.55	2.72	4.26
Rebound	R21CR0143	403611	7718100	9.15	2.74	156.71
Clifford	R21CR0285	402205	7717074	5.14	0.01	1.13
Clear Waters	R21CR0310	404094	7722951	22.89	0.29	4.11
Clear Waters	R21CR0311	404031	7722951	0.63	0.69	0.48
Scooby	R21CR0414	402329	7719642	14.90	0.95	2.20
Amy and Dianne	R21CR0468	403173	7717323	1.08	0.05	1.49
Rebound	R21CR0470	403391	7717651	1.73	0.48	11.30
Clear Waters	R21CR0550	404180	7723598	12.15	0.23	2.91
Wishbone	R21CR0601	400507	7722891	2.62	0.15	1.08
Clifford	R21MAC0003	402093	7717270	0.23	0.52	<0.50
Rebound	R21RB0004	403391	7718037	1.10	0.16	3.00

Table 1: Significant results from Coda's rock chip sampling at Cameron River.

The information relating to exploration results at Cameron River was originally released to as in Coda's announcement entitled 'Copper-Gold Target Zones Identified at Cameron River' dated 27 October 2021 which is available at https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02441830-6A1058548?access_token=83ff96335c2d45a094df02a206a39ff4.

Coda confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. Coda also confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.



3.5 Coda Directors

Brief profiles of the Coda Directors are as follows.



Keith Jones

BBus, FCA, FAICD, FFin
Non-Executive Chairman

Mr Jones is an experienced public company Chairman with a background of over 40 years professional experience providing advisory and consulting services to the mining and resources sector.

Mr Jones served for 10 years on the Board of Deloitte Australia and was elected Chairman of Deloitte Australia for four years. He is the former Chairman of Gindalbie Metals Limited and Cannings Purple and currently serves as a Non-Executive Director of ASX listed Ora Banda Mining Limited.

Mr Jones has significant executive leadership experience serving for 15 years as the Managing Partner of Deloitte in Western Australia and as Leader of the National Chinese Services Group and National Energy and Resources Group.

As a Partner of Deloitte, Mr Jones provided Audit, Corporate Finance and Advisory Services to a wide range of corporate clients with a focus on the resources sector. He has also advised on numerous transactions, capital raisings, valuations and takeovers as advisor or expert.



Chris Stevens

BA (Hons), MA (Oxon), MSc, GAICD, FAusIMM
Chief Executive Officer and Executive Director

Mr Stevens is an experienced resources executive and mineral economist who, prior to joining Coda, held the role of CEO at Gindalbie Metals and was instrumental in the negotiation and implementation of the successful demerger of Coda from Gindalbie and the acquisition of Gindalbie by Ansteel.

Prior to joining Gindalbie, Mr Stevens was the Western Australian Mining Consulting Lead at PricewaterhouseCoopers (PwC), where he managed professional teams to devise strategy, evaluate investment options and assist in delivery of major transactions for various ASX listed mining and energy companies.

Mr Stevens has held senior roles in the mining industry including General Manager-Commercial at Asia Iron and Commercial Manager at Gindalbie Metals.

In addition to his executive resources experience, Mr Stevens has over 18 years' experience working with Chinese companies in commercial consulting and private equity. Mr Stevens holds an Honours degree from the University of Oxford, a Master of Science in Mineral Economics from Curtin University, and is a fluent Chinese and Spanish speaker.



Colin Moorhead

BSc (Hons), FAUSIMM (CP), FSEG, GAICD
Non-Executive Director

Mr Moorhead is an experienced mining professional. He is well recognised in the mining industry, including building safe, successful and highly regarded technical teams; ability to develop and deliver strategy, culture and governance; a thorough understanding of the technical, legal and commercial aspects of the mining business with an exposure to many different cultures and operating environments. Also recognised as a leader in the areas of health, safety, environment and community.

Prior to joining Coda, he served as CEO PT Merdeka Copper Gold Tbk (2016-2018), EGM Minerals, Newcrest Mining Ltd, Australia (2008-2015), GM Resources & Reserves of the same company (2006-2008), Geology Manager, PT Nusa Halmahera Minerals, Gosowong Gold Mine, Indonesia (2003-2006), Technical Services Manager, Cadia Holdings Ltd, NSW, Australia (1997-2003), and various other positions in the mining industry in a career spanning 33 years since 1987.

Mr. Moorhead was a former member of The JORC Committee and also served as President of the Australasian Institute of Mining and Metallurgy (AusIMM) for 2017-2018. . He is also a graduate of Harvard Business School Advanced Management Program (AMP183, 2012).

Mr Moorhead is considered to be independent for the purposes of the ASX Recommendations.





Andrew (Robin) Marshall

I. Eng(UK), MAICD

Non-Executive Director

Mr Andrew (Robin) Marshall has previously been involved in managing the successful delivery of some of the world's largest resource projects, including major iron ore projects for BHP Billiton and North Limited.

At Vale Inco, he held the position of Project Director with responsibility for delivery of the multi-billion dollar Goro Nickel Project in New Caledonia through to its commissioning in early 2009. At BHP Billiton Iron Ore, Mr Marshall held the position of Vice President – Asset Development Projects with responsibility for the development of a number of projects in the first wave of expansion in the iron ore business sector.

In addition to these roles, Mr Marshall also previously held key positions of Project Manager for the West Angelas Iron Ore Project with North Limited, Project Director with Iron Ore Company of Canada, Manager Projects for Forrestania Gold/ LionOre Australia, Manager Engineering & Project Services for Western Mining Corporation and Project Manager for Nedpac (Signet Engineering). Mr Marshall provides consulting services to major companies and has extensive experience with overseas projects and operations.

Mr Marshall is considered to be independent for the purposes of the ASX Recommendations.



Paul Hallam

BE(Hons)Mining, FAICD, FAUSIMM

Non-Executive Director

Mr Hallam has more than 40 years Australian and international resource industry experience. His operating and corporate experience is across a range of commodities (iron ore, bauxite, alumina, aluminium, gold, silver, copper, zinc and lead) and includes both surface and underground mining. Mr Hallam retired in 2011 to pursue a career as a professional non-executive director. He has held Australian and international non-executive director roles since 1997.

His former executive roles include Director – Operations with Fortescue Metals Group, Executive General Manager – Developments & Projects with Newcrest Mining Limited, Director – Victorian Operations with Alcoa and Executive General Manager – Base and Precious Metals with North Ltd.

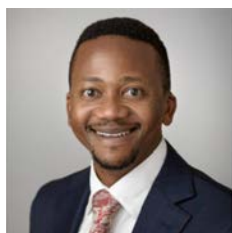
Mr Hallam is a qualified mining engineer and holds a BE (Hons) from Melbourne University and a Certificate of Mineral Economics from Curtin University. He is a Fellow of the Australian Institute of Company Directors and the Australasian Institute of Mining & Metallurgy.

Mr Hallam is considered to be independent for the purposes of the ASX Recommendations.



3.6 Coda Senior Management

Brief profiles of the senior management team of Coda as at the date of this Bidder's Statement are as follows.



Kudzai Mtsambiwa
BComm(Hons), CA, MSc
Chief Financial Officer

A Chartered Accountant with 14 years' experience in the international resources sector, Mr Mtsambiwa joins Coda following a lengthy career with the leading West African-focused gold producer Perseus Mining (ASX: PRU) – where he most recently held the roles of Group Planning & Business Analyst and Group Financial Controller for seven years. He joined Perseus as Group Accountant in 2010.

During his time at Perseus, Mr Mtsambiwa gained extensive commercial and financial experience during Perseus' rapid growth phase, including exploration as well as the development and operation of several major mines spanning multiple jurisdictions.

Mr Mtsambiwa holds an Honours degree from the University of Western Australia, and a Master of Science in Mineral Economics from Curtin University.



Susan (Patricia) Park
BComm, ACA, F Fin, FGIA, FCIS, GAICD
Company Secretary

Ms Park has 25 years' experience in the corporate finance industry and extensive experience in Company Secretarial and Non-Executive Director roles with ASX, AIM and TSX listed companies.

Ms Park holds a Bachelor of Commerce, is a Member of the Australian Institute of Chartered Accountants, a Fellow of the Financial Services Institute of Australasia, a Graduate Member of the Australian Institute of Company Directors, a Fellow of Governance Institute of Australia and a Fellow of the Chartered Governance Institute. She is currently Company Secretary of several ASX listed companies.



Matthew Weber
BSc, BSc, MSc, MAUSIMM
Manager - Economics
and Geology

Mr Weber is an exploration geologist with approximately ten years' experience in the WA mining and exploration sector. Prior to his time at Coda and Gindalbie Metals, Mr Weber held a role in the resources policy division at the WA Department of Mines, Industry Regulation and Safety.

Mr Weber has previously held exploration geology roles across a number of small exploration companies, focussing on gold, iron ore and base metals, and spent time as a member of the exploration team for Rio Tinto in their Pilbara iron operations. Mr Weber holds bachelor degrees in Applied Geology and Environmental Biology, and a Master of Science in Mineral Economics from Curtin University.



3.7 Historical financial information

(a) Basis of presentation of historical financial information

The historical information below relates to Coda on a stand-alone basis, and accordingly does not reflect any impact of the Offer. It is a summary only and the full financial accounts for the financial periods described below, which include the notes to the accounts, can be found in Coda's financial reports for those periods.

(b) Historical financial information

The summarised historical financial information of Coda set out below has been extracted from Coda's FY21 Financial Report, as well as Coda's HY22 Interim Financial Report, being the last financial statements issued by Coda before the date of this Bidder's Statement.

(i) Statement of financial position

	31-Dec-21 (reviewed)	30-Jun-21 (audited)	30-Jun-20 (audited)
	\$	\$	\$
Current Assets			
Cash and cash equivalents	13,929,529	21,787,110	4,192,295
Receivables	224,311	179,968	118,173
Prepayments	172,730	69,038	23,304
Other Assets	0	0	230,295
Total Current Assets	14,326,570	22,036,116	4,564,067
Non-Current Assets			
Exploration license bonds	55,000	55,000	55,000
Property, plant and equipment	254,337	280,229	142,120
Intangible assets	137,886	144,552	157,886
Exploration and evaluation assets	1,723,259	1,686,359	1,416,359
Total Non-Current Assets	2,170,482	2,166,140	1,771,365
Total Assets	16,497,052	24,202,256	6,335,433
Current Liabilities			
Trade and other payables	673,548	927,299	434,517
Employee benefits	144,662	101,070	29,884
Lease liabilities current	93,586	98,268	91,652
Total current liabilities	911,796	1,126,637	556,053
Non-Current Liabilities			
Lease liabilities non-current	43,181	91,786	8,002
Total Non-Current Liabilities	43,181	91,786	8,002
Total Liabilities	954,977	1,218,424	564,056
Net Assets	15,542,075	22,983,832	5,771,337
Equity			
Issued capital	23,473,301	23,473,301	1,000
Capital contribution reserve	12,040,106	12,040,106	12,040,106
Share based payment reserve	344,918	263,444	0
Accumulated losses	(20,316,250)	(12,793,019)	(6,269,729)
Total Equity	15,542,075	22,983,832	5,771,337



(ii) Statement of Profit or Loss and other Comprehensive Income

	31-Dec-21 (reviewed)	30-Jun-21 (audited)	30-Jun-20 (audited)
	\$	\$	\$
Other income	-	37,500	0
Administration expenses	(1,410,654)	(2,135,524)	(1,297,800)
Exploration & evaluation expenses	(5,960,001)	(3,991,793)	(1,650,269)
Corporate finance expenses	(82,634)	(311,799)	(885,512)
Other expenses	(73,451)	(122,134)	(114,603)
Results from operating activities	(7,526,740)	(6,523,750)	(3,948,184)
Finance income	7,362	8,682	20,928
Finance expenses	(3,852)	(8,222)	(10,508)
Loss before income tax	(7,523,230)	(6,523,291)	(3,937,764)
Income tax benefit/(expense)	-	-	-
Loss for the period attributable to owners of the Company	(7,523,230)	(6,523,291)	(3,937,764)
Other comprehensive income			
Total comprehensive (loss) for the period attributable to owners of the Company	(7,523,230)	(6,523,291)	(3,937,764)
Earnings per shares			
Basic and diluted (loss) per share	(\$0.08)	(0.09)	(0.12)



(iii) Statement of Cash Flow

	31-Dec-21 (reviewed)	30-Jun-21 (audited)	30-Jun-20 (audited)
	\$	\$	\$
Cash flows from operating activities			
Payments for exploration and evaluation expenditure	(6,480,317)	(4,149,924)	(1,474,802)
Payments for administration, corporate finance activities and other expenditure	(1,305,279)	(1,400,134)	(2,346,706)
Net cash used in operating activities	(7,785,596)	(5,550,058)	(3,821,508)
Cash flows from investing activities			
Interest received	7,362	8,682	20,928
Payments for property, plant & equipment	(29,652)	(248,075)	(68,197)
Net cash used in investing activities	(22,290)	(239,393)	(47,269)
Cash flows from financing activities			
Payments associated with the issue of shares	-	(1,889,719)	(121,418)
Proceeds from issue of shares	-	25,362,020	8,250,996
Repayment of lease liabilities	(49,694)	(88,035)	(86,048)
Net cash inflow from financing activities	(49,694)	23,384,266	8,043,530
Net increase in cash and cash equivalents	(7,857,580)	17,594,815	4,174,753
Cash and cash equivalents at beginning of the year	21,787,110	4,192,295	17,542
Cash and cash equivalents at end of financial year	13,929,530	21,787,110	4,192,295

(c) Matters arising subsequent to the end of the 1HFY22

There were no matters or circumstances occurring subsequent to the end of the first half of the 2022 financial year that have significantly affected, or may significantly affect, the operations of Coda, the results of those operations, or the state of affairs of Coda in future financial years.

3.8 Publicly available information about Coda

As Coda is offering Coda Shares as the Offer Consideration for the acquisition of Torrens Shares under the Takeover Bid, the Corporations Act requires that this Bidder's Statement include all material information that would be required for a prospectus for an offer of Coda Shares under sections 710 to 713 of the Corporations Act.

The Coda Shares comprising the Offer Consideration have been continuously quoted on ASX for more than 3 months prior to the date of this Bidder's Statement.

Coda is a 'listed disclosing entity' for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Coda is obliged to comply with the continuous disclosure requirements of ASX and the Corporations Act, and continuously disclose to ASX any information which Coda has that a reasonable person would expect to have a material effect on the price or value of its securities.

A list of continuous disclosure notices given by Coda to the ASX since the lodgement of Coda's FY21 Financial Report on 30 September 2021 is set out in Annexure B.

Torrens Shareholders may call the Offer Information Line on 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside of Australia), Monday to Friday between 8.30am and 5.00pm (WST) to obtain a copy of the following, free of charge during the Offer Period and within 2 business days of the request:

- the most recent annual financial report lodged with ASIC by Coda before lodgement of this Bidder's Statement with ASIC (being Coda's FY21 Financial Report);
- any half-year financial report lodged with ASIC by Coda after the lodgement of that annual financial report for Coda referred to above and before lodgement of this Bidder's Statement with ASIC (being Coda's HY22 Interim Financial Report); or
- any continuous disclosure notice given ASX by Coda since the lodgement with ASIC of that annual financial report for Coda referred to above and before lodgement of this Bidder's Statement with ASIC.



ASX maintains files containing publicly disclosed information about all listed companies. Coda's file is available for inspection at ASX during normal business hours.

In addition, Coda is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Coda may be obtained from, or inspected at, an ASIC office.

A substantial amount of information about Coda is available in electronic form from www.codaminerals.com.

There is no other information, other than as set out elsewhere in this Bidder's Statement, which investors or their professional advisers would reasonably require for the purposes of making an informed assessment of:

- (a) the rights and liabilities attaching to the Coda Shares to be issued pursuant to the Takeover Bid; and
- (b) the assets and liabilities, financial position and performance, profits and losses and prospects of Coda.

This Bidder's Statement contains details specific to the issue of Coda Shares. If Torrens Shareholders require further information in relation to Coda, Coda recommends that they take advantage of the ability to inspect or obtain copies of the documents referred to above.

3.9 Corporate governance

The Coda Board aims to provide accountability levels that meet or exceed the ASX Corporate Governance Principles and Recommendations (4th edition). Coda's most recent Corporate Governance Statement discloses the extent to which it has, during the financial year ending 30 June 2021, followed these ASX recommendations.

Copies of Coda's corporate governance policies and charters, as well as its Corporate Governance Statement, can be obtained at Coda's website, www.codaminerals.com.

3.10 Announcements by Coda and Torrens in relation to the Offer

On 9 February 2022, Coda and Torrens made a joint announcement to ASX in relation to the Offer. A copy of that announcement is contained in Annexure A of this Bidder's Statement.



04

Information on
Coda's securities

4. Information on Coda's securities

4.1 Coda's issued securities

As at the date of this Bidder's Statement, Coda's issued securities consist of:

- (a) 97,767,184 Coda Shares
- (b) 6,000,000 Coda Options; and
- (c) 652,786 Coda Performance Rights.

4.2 Recent trading of Coda Shares

The latest recorded sale price of Coda Shares on ASX before the Announcement Date was \$0.875 as at close of trading on ASX on 8 February 2022.

The latest recorded sale price of Coda Shares on ASX before the date on which this Bidder's Statement was lodged with ASIC was \$0.75 on 1 March 2022.

The following chart shows the last sale price of Coda Shares on ASX in the 12 months prior to the Announcement Date, during which:

- (a) the highest recorded trading price of a Coda Share on ASX was \$1.69 on 15 June 2021; and
- (b) the lowest recorded trading price of a Coda Share on was \$0.28 on 9 February 2021.



4.3 Dividend policy

The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance and position of Coda.

As at the date of this Bidder's Statement, Coda does not intend to declare or pay any dividends in the immediately foreseeable future. However, it is the aim of Coda that, in the longer term, its financial performance and position will enable the payment of dividends.

Any future determination as to the payment of dividends by Coda will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of Coda, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by Coda.



4.4 Rights and liabilities attaching to Coda Shares

The rights attaching to all Shares are set out in the Constitution. In certain circumstances, these are regulated by the Corporations Act, the rules of ASX, and the common law. A summary of the more significant and relevant rights and restrictions attaching to Shares under the Constitution is set out below.

A copy of the Constitution can be obtained from Coda's website at www.codaminerals.com.

(a) Voting at a general meeting

At general meetings, every Shareholder having the right to vote on a resolution and present in person or by proxy, representative or attorney has one vote on a show of hands (provided that persons voting in more than one capacity only have one vote) and, on a poll, one vote for each fully paid Share held by that Shareholder.

(b) Meeting of members

Each Shareholder is entitled to receive notice of, attend, and vote at, general meetings of Coda.

(c) Dividends

Subject to the Corporations Act, the Constitution and the rights or restrictions attached to a class of Shares, the Board may by resolution determine a dividend is payable and fix the amount, the time for and method of payment.

(d) Authority to capitalise profits

Subject to the Corporations Act and the rights or restrictions attached to a class of Shares, the Constitution authorises the Board to resolve to capitalise any part of Coda's profit. If this occurs, Coda may use it to benefit those Shareholders who are entitled to dividends in the proportions that would apply if the entire amount of the profits to be capitalised were a dividend. The benefit may be given in any or all of the following ways:

- in paying up an amount unpaid on Shares already issued;
- in paying up in full any unissued Shares or other securities in Coda; and/or
- any other method permitted by law (if applicable).

(e) Transfer of Shares

Subject to the Constitution and any restrictions attached to a Share, a Share may be transferred by a written instrument of transfer in any usual or form or in any other form approved by the Board that is otherwise permitted by law or any other method that is permitted by the Corporations Act and approved by the Board.

The Board may, in its absolute discretion, refuse to register a transfer of Shares where permitted by the Corporations Act and the Board so resolves. The Board must refuse to register a transfer of Shares when required to do so by the Corporations Act.

(f) Issue of further Shares

Subject to the Corporations Act and any rights and restrictions attached to a class of Shares or other securities, Coda may by resolution of the Board issue Shares, options to acquire Shares, and other securities with rights of conversion to Shares on any terms, to any person, at any time and for any consideration, as the Board resolves.

Coda has the power to issue and allot Shares with any preferential, deferred or special rights, privileges or conditions subject to applicable shareholder approval requirements under the Corporations Act or as set out in the Constitution.

(g) Winding up

Subject to the rights or restrictions attached to a class of Shares, if Coda is wound up, the liquidator may, with the sanction of a special resolution, divide among Shareholders all or any of Coda's property and, for that purpose, determine how it will carry out the division between the different classes of Shareholders or between Shareholders, but the liquidator may not require a Shareholder to accept any property, including shares or other securities, in respect of which there is any liability.

(h) Non-marketable parcels

Where Coda complies with the relevant procedure outlined in the Constitution, the Shares of a Shareholder who holds less than a marketable parcel of Shares may be sold.

(i) Variation of class rights

As at the date of this Bidder's Statement, Coda only has one class of share on issue. Subject to the Corporations Act and the terms of issue of Shares in a particular class, Coda may vary or cancel rights attached to a class by a special resolution passed at a meeting of Shareholders holding Shares in that class or with the written consent of Shareholders who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class.

(j) Reduction of Share capital

Coda may reduce its Share capital in any way permissible by the Corporations Act.



(k) Dividend reinvestment plan

Coda may establish a plan under which Shareholders may elect to reinvest cash dividends from Coda, by acquiring by way of issue or transfer Shares or financial products of any other body. The Directors have no current intention to establish a dividend reinvestment plan.

4.5 Coda Options

Each option confers on its holder the right to subscribe for one Coda Share at a specified exercise price and subject to specified vesting conditions (**Coda Options**). The Coda Options were granted pursuant to Coda's Employee Incentive Plan.

Number of Coda Options	Exercise Price	Expiry Date	Vesting Condition	Currently exercisable
2,000,000	\$0.2145	3 July 2024	Continuous service and the Coda Share price reaching \$0.23	Yes
2,000,000	\$0.2145	3 July 2024	Continuous service and the Coda Share price reaching \$0.27	Yes
2,000,000	\$0.2145	3 July 2024	Continuous service and the Coda Share price reaching \$0.30	Yes

4.6 Coda Performance Rights

Each performance right confers on its holder the right to acquire one Coda Share for a nil subscription price subject to certain vesting conditions (**Coda Performance Rights**). 500,000 Coda Performance Rights were issued in connection with the Cameron River Farm-in Agreement and a further 152,786 Coda Performance Rights were issued under, and are subject to, the terms and conditions of Coda's Employee Incentive Plan.

Details of the existing Coda Performance Rights are as follows:

Number of Coda Performance Rights	Vesting Conditions	Expiry
250,000	Each Coda Performance Right will vest in, and become exercisable by, Wilgus upon the later of: <ul style="list-style-type: none"> Coda having earned a 51% ownership interest in the Cameron River Project (i.e. Stage 1) by incurring \$1,000,000 in expenditure on exploration activities within 2 years of the Cameron River Farm-in Agreement being executed; Coda having provided Wilgus with written notice that expenditure of the Stage 1 amount had been completed within the 2 year period; and Coda giving notice that it intends to earn-in the Stage 2 interest (a further 29%), in accordance with the Cameron River Farm-in Agreement. 	28 December 2024
250,000	Each Coda Performance Right will vest in, and become exercisable by, Wilgus upon the later of: <ul style="list-style-type: none"> Coda having earned the further 29% ownership interest in the Cameron River Project (i.e. Stage 2) by incurring an additional \$1,000,000 in expenditure on exploration activities within 1 year of earning the Stage 1 interest; Coda having provided Wilgus with written notice that expenditure of the Stage 2 amount had been completed within the additional 1 year period; and formation of the unincorporated joint venture between Coda and Wilgus to explore for minerals at the Cameron River Project, in accordance with the Cameron River Farm-in Agreement. 	28 December 2024
103,246	Each Coda Performance Right is granted subject to the following vesting conditions: <ul style="list-style-type: none"> in respect of one third of these Coda Performance Rights, Mr Stevens not having resigned or being dismissed as Chief Executive Officer prior to 1 July 2022; in respect of one third of these Coda Performance Rights, Mr Stevens not having resigned or being dismissed as Chief Executive Officer prior to 1 July 2023; and in respect of one third of these Coda Performance Rights, Mr Stevens not having resigned or being dismissed as Chief Executive Officer prior to 1 July 2024. 	17 December 2026



Number of Coda Performance Rights	Vesting Conditions	Expiry
3,366	Each Coda Performance Right is granted subject to the following vesting conditions: <ul style="list-style-type: none"> in respect of one third of these Coda Performance Rights, Employees not having resigned or being dismissed prior to 1 July 2022; in respect of one third of these Coda Performance Rights, Employees not having resigned or being dismissed prior to 1 July 2023; and in respect of one third of these Coda Performance Rights, Employees not having resigned or being dismissed prior to 1 July 2024. 	22 December 2026
46,174	Each Coda Performance Right is granted subject to the following vesting conditions: <ul style="list-style-type: none"> in respect of one third of these Coda Performance Rights, Employees not having resigned or being dismissed prior to 1 July 2022; in respect of one third of these Coda Performance Rights, Employees not having resigned or being dismissed prior to 1 July 2023; and in respect of one third of these Coda Performance Rights, Employees not having resigned or being dismissed prior to 1 July 2024. 	23 December 2026

4.7 Coda Directors' interest in Coda Securities

As at the date of this Bidder's Statement, the extent to which Coda Directors have a Relevant Interest in any Coda Securities, is as follows:

Director	Class of securities	Number	Nature of interest
Keith Jones	7,110,801 ³	Coda Shares	Direct
	2,000,000 ⁴	Coda Options	Indirect
Chris Stevens	338,920 ⁵	Coda Shares	Direct
	2,000,000 ⁶	Coda Options	Indirect
	103,246	Coda Performance Rights	Indirect
Colin Moorhead	500,000 ⁷	Coda Shares	Direct
	666,667 ⁸	Coda Options	Direct
Andrew Marshall	229,293 ⁹	Coda Shares	Direct
	666,666 ¹⁰	Coda Options	Indirect
Paul Duncan Hallam	1,248,888 ¹¹	Coda Shares	Direct
	666,667 ¹²	Coda Options	Direct

Other than to the extent set out above, no Director has any interest in any Coda Securities.

3. 3,160,357 Coda Shares are subject to escrow until 28 October 2022.

4. All 2,000,000 Coda Options are subject to escrow until 28 October 2022.

5. 133,333 Coda Shares are subject to escrow until 28 October 2022.

6. All 2,000,000 Coda Options are subject to escrow until 28 October 2022.

7. 333,333 Coda Shares are subject to escrow until 28 October 2022.

8. All 666,667 Coda Options are subject to escrow until 28 October 2022.

9. 127,831 Coda Shares are subject to escrow until 28 October 2022.

10. All 666,666 Coda Options are subject to escrow until 28 October 2022.

11. 744,074 Coda Shares are subject to escrow until 28 October 2022.

12. All 666,667 Coda Options are subject to escrow until 28 October 2022.



4.8 Substantial holders in Coda Shares

As at the close of trading on 1 March 2022, so far as Coda is aware, Coda has been notified or has identified from the Coda Register that the following persons have a Substantial Holding of 5% or more in Coda Shares:

Substantial holder	Person's votes	Voting Power
Angang Group Hong Kong (Holdings) Limited	11,899,834	12.17%
Regal Funds Management Pty Ltd	8,249,916	8.44%
Mr Keith Francis Jones & Mrs Jennifer Jones	7,110,801	7.27%
Sprott Inc.	6,636,391	6.79%



05

Profile of Torrens and the Torrens Group

5. Profile of Torrens and the Torrens Group

5.1 Introduction

The information on Torrens, the Torrens Group and Torrens Shares has been prepared on the basis described in the Important Information section at the beginning of this Bidder's Statement.

Subject to the Corporations Act, neither Coda nor any of its directors, officers or advisers, makes any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on Torrens in this Bidder's Statement should not be considered comprehensive.

The Corporations Act requires the Torrens Directors to provide a Target's Statement to Torrens Shareholders in response to this Bidder's Statement. In addition to reading this Bidder's Statement, you should also read the Target's Statement to be provided by Torrens before deciding whether to accept the Offer.

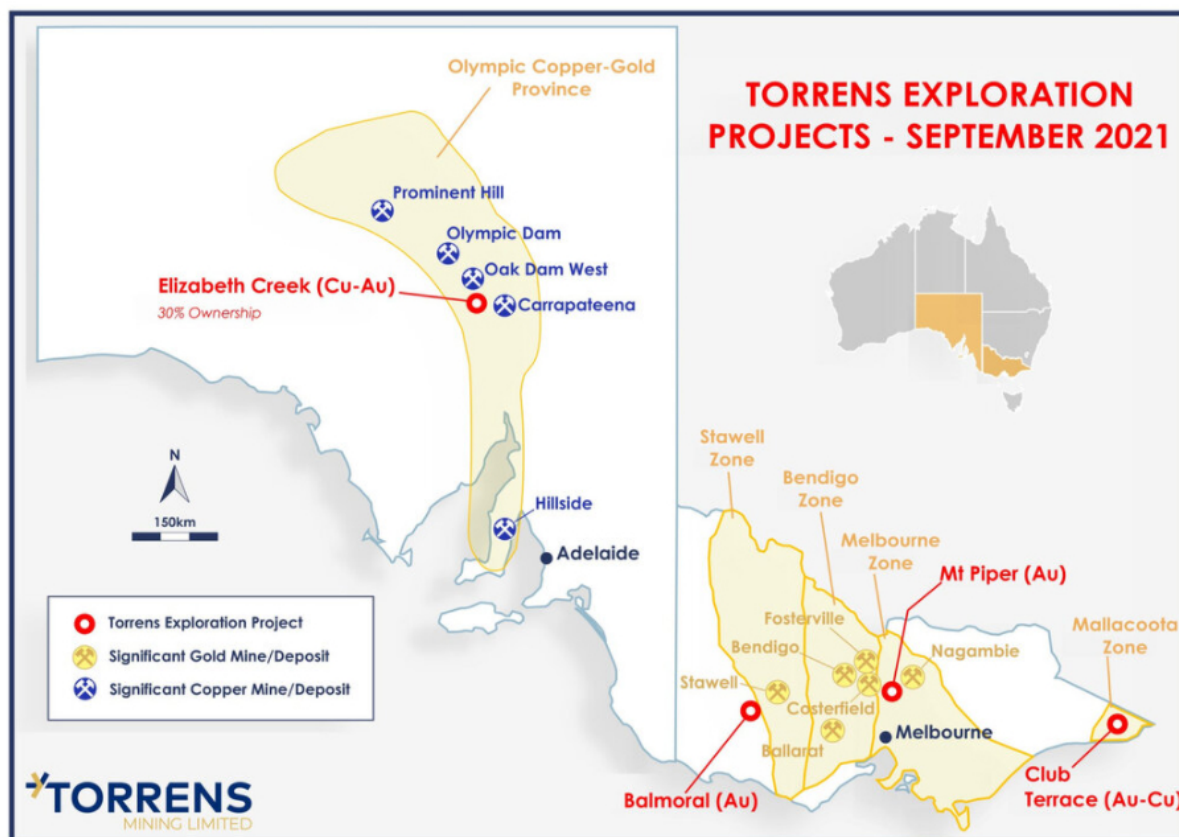
5.2 Overview of Torrens

Torrens is an Australian based exploration and development company with tenement holdings in South Australia, Victoria, New South Wales and Papua New Guinea. Torrens is listed on the ASX.

Torrens was established on 27 February 2014 and commenced trading on the ASX on 7 January 2021 (ASX: TRN).

Torrens currently holds a 30% interest in the Elizabeth Creek Copper Project located in South Australia, through its wholly-owned subsidiary Terrace Mining. A brief summary of the project is set out in Sections 3.2 and 3.3.

Torrens also holds interests in the Mt Piper Project and the Club Terrace Project, further details of which are set out in Section 5.3 below.



5.3 Torrens' principal activities

Torrens has established a portfolio of various projects spanning a variety of minerals. Key projects are detailed below.

(a) Elizabeth Creek Copper Project – Joint Venture with Coda

Detail on the Elizabeth Creek Copper Project can be found in Sections 3.2 and 3.3 of this Bidder's Statement.

(b) Mt Piper Gold Project – Central Victoria (100% Torrens)

The Mt Piper Project comprises five exploration licences (EL6775, EL7331, EL7337, EL7366 and EL7380) and one exploration licence application (ELA7481), covering 1609km², located approximately 75km north of Melbourne, adjacent to the Hume Highway.

The Project lies within the productive Central Victorian Goldfields and is centred about 30km SE of Kirkland Lake Gold Ltd's Fosterville Gold Mine.

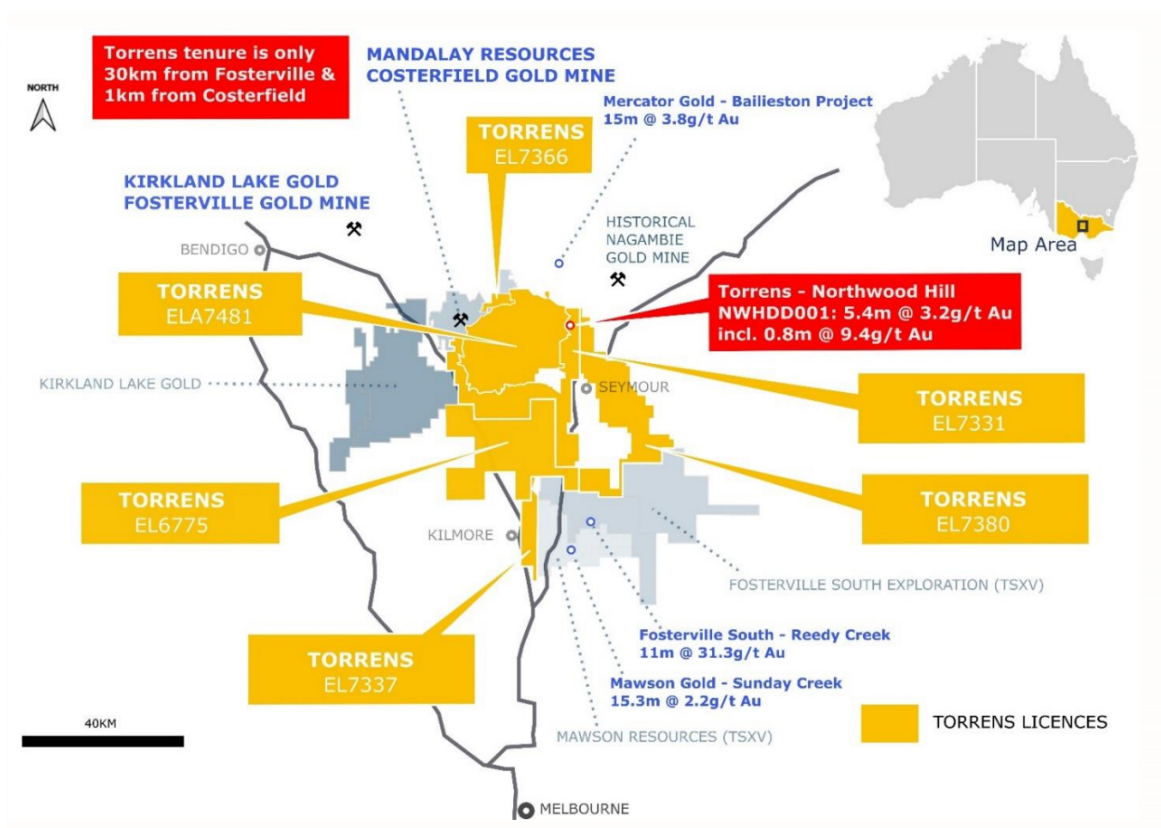


Figure 5: Mt Piper Project Tenements



(c) Club Terrace Copper-Gold Project – Eastern Victoria (100% Torrens)

The Club Terrace Project covers an area totalling 751km², in Eastern Victoria and Southern NSW. The tenements are situated mostly within forestry land, immediately abutting the New South Wales-Victoria border and near the small settlements of Club Terrace and Buldah.

The Project covers much of the regional-scale Combienbar Fault and its numerous associated splay faults, including the Buldah Shear Zone. There are several mines and prospects, including the Club Terrace Gold Field, the Boulder Gold Mine and the Boulder Flat Lead-Zinc Prospect, and there is widespread alluvial gold. Previous exploration has defined highly anomalous polymetallic chemical stream sediment anomalies, particularly on the Buldah Shear Zone.

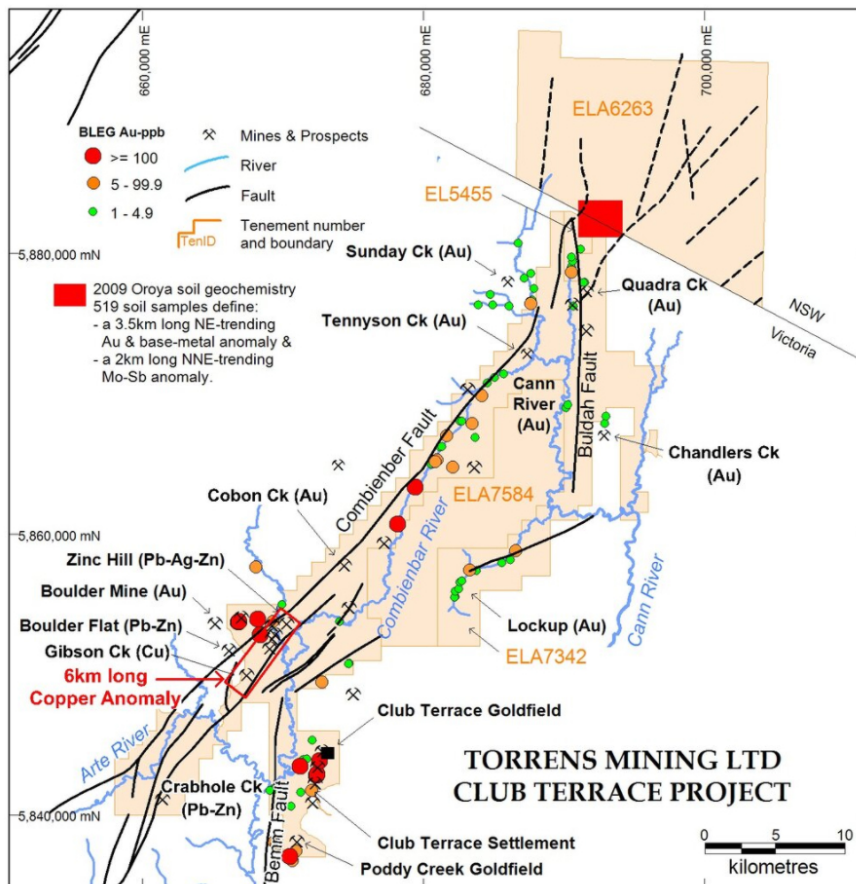


Figure 6: Club Terrace Project Tenements

(d) Laloki & Rigo Copper-Gold Project – Papua New Guinea (100% Torrens)

The Laloki & Rigo Copper-Gold Project is located about 15km from Port Moresby in Papua New Guinea. It covers an area of 126 km² on the East Papuan Peninsula.

The project area was subject to historical mining and smelting of high-grade Volcanogenic Massive Sulphide (VMS) copper-gold ores in the 1920s and 1930s, but metallurgical issues and hostilities during the Second World War resulted in operations ceasing. Drilling and feasibility studies were undertaken during the period to the 1980's, but the project area has since been neglected.

Torrens (through its subsidiary, Torrens PNG) applied for exploration licence ELA2557 in November 2017. This application was rejected in January 2021. The matter is presently the subject of legal proceedings seeking judicial review of the Minister's decision. Further details of these proceedings are included at Section 10.3(v).

Torrens PNG applied for and was granted a second exploration licence (EL2690) over a 1164km² area, extending from the southern edge of ELA2557 along the Papuan coastal lowlands for about 80km, to the Rigo area, noted for several historic battery-grade manganese mines. EL2690 was granted for a two year period from 26 January 2022. Several copper prospects are also located in the area, the geology of which appears as an extension of that of Laloki, and which is considered prospective for similar VMS and associated manganese mineralisation.



(e) Balmoral Gold Project – Western Victoria (100% Torrens)

In June 2021, Torrens lodged an application for an exploration licence (ELA7637) over an area of 737km² in Western Victoria. Historical exploration in the project area had examined gold, base metal, diamonds and beach sand minerals. The region is associated with the regional scale Glenelg Fault Zone and has a thick weathering profile.

If this tenement is granted, Torrens proposes to explore initially by surface geochemical methods to define drilling targets, principally aimed at gold mineralisation.

5.4 Historical financial information

(a) Basis of presentation of historical financial information

The historical financial information referred to below relates to Torrens on a stand-alone basis and accordingly does not reflect any impact of the Offer. It is a summary only and the full financial accounts for Torrens for the financial periods described below, which include the notes to the accounts, can be found in Torrens' FY21 Financial Report and Torrens' HY22 Interim Financial Report.

(b) Historical financial information

(i) Statement of financial position

	31-Dec-21 (reviewed)	30-Jun-21 (audited)	30-Jun-20 (audited)
	\$	\$	\$
Assets			
Current Assets			
Cash and cash equivalents	3,389,568	7,877,350	447,930
Trade and other receivables	274,747	94,282	1,381
Other Assets	117,920	78,868	11,785
Total Current Assets	3,782,235	8,050,500	461,096
Non-Current Assets			
Property, plant and equipment	64,755	19,800	-
Total Non-Current Assets	64,755	19,800	-
Total Assets	3,846,990	8,070,300	461,096
Current Liabilities			
Trade and other payables	660,192	741,015	15,293
Convertible Loans	-	-	300,000
Provisions	39,860	19,188	-
Total current liabilities	700,052	760,203	315,293
Total Liabilities	700,052	760,203	315,293
Net Assets	3,146,938	7,310,097	145,803
Equity			
Issued capital	11,267,154	11,272,565	2,003,089
Reserves	1,783,681	1,783,681	803,547
Accumulated losses	(9,903,897)	(5,746,149)	(2,660,833)
Total Equity	3,146,938	7,310,097	145,803



(ii) Statement of Profit or loss and other comprehensive income

	31-Dec-21 (reviewed)	30-Jun-21 (audited)	30-Jun-20 (audited)
	\$	\$	\$
Revenue	-	1,474	6,371
Exploration, Evaluation and tenement acquisition expense	(3,696,057)	(1,745,044)	(31,303)
Directors' fees	(195,525)	(351,383)	-
Corporate compliance expense	(173,987)	(222,416)	(37,861)
Administration expense	(86,848)	(181,310)	(19,135)
Share based payments expense	-	(584,640)	-
Depreciation expense	(5,331)	(1,997)	-
Profit/ (loss) before income tax	(4,157,748)	(3,085,316)	(81,928)
Income tax expense	-	-	-
Net (loss) for the year after income tax	(4,157,748)	(3,085,316)	(81,928)
Other comprehensive income	-	-	-
Total comprehensive (loss) for the Year	(4,157,748)	(3,085,316)	(81,928)
Basic and diluted (loss) per share	(0.0362)	(0.0347)	(0.0015)

(iii) Earnings Per Share

	1H2022 (reviewed)	2021 (audited)	2020 (audited)
	\$	\$	\$
Loss used to calculate basic EPS	(4,157,748)	(3,085,316)	(81,928)
Weighted average number of ordinary shares outstanding during the period used in calculating basic and diluted EPS	114,701,662	88,847,109	52,916,928
Basic and diluted EPS	(0.0362)	(0.0347)	(0.0015)



(iv) Statement of Cashflows

	31-Dec-21 (reviewed)	30-Jun-21 (audited)	30-Jun-20 (audited)
	\$	\$	\$
Cash flows from operating activities			
Other Income	-	-	11,138
Payments to suppliers and employees	(409,189)	(705,205)	(107,843)
Payments for exploration and evaluation	(4,022,896)	(1,208,548)	-
Net cash used in operating activities	(4,432,085)	(1,913,753)	(96,705)
Cash flows from investing activities			
Payments for property, plant & equipment	(50,286)	(21,797)	-
Net cash from/(used) in investing activities	(50,286)	(21,797)	-
Cash flows from financing activities			
Proceeds from issue of convertible notes	-	-	300,000
Payments from issue of shares (net of costs)	(5,411)	9,364,970	222,750
Net cash inflow from financing activities	(5,411)	9,364,970	522,750
Net increase in cash and cash equivalents	(4,487,782)	7,429,420	426,045
Cash and cash equivalents at beginning of the year	7,877,350	447,930	21,885
Cash and cash equivalents at the end of the year	3,389,568	7,877,350	447,930

5.5 Torrens Directors

The Torrens Directors as at the date of this Bidder's Statement are as follows:

- (a) William (Bill) Bloking – Non-executive Chairman;
- (b) Steve Shedden – Managing Director;
- (c) Mike Collings – Non-executive Director; and
- (d) Richard Grauaug – Non-executive Director.

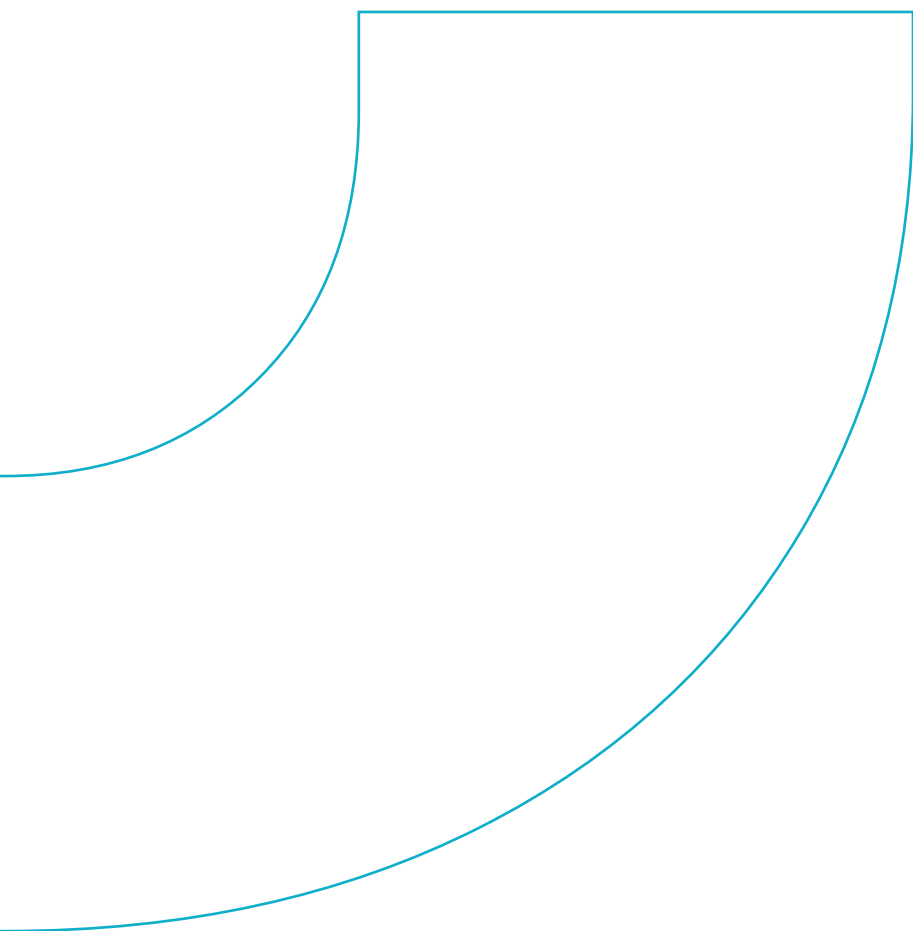
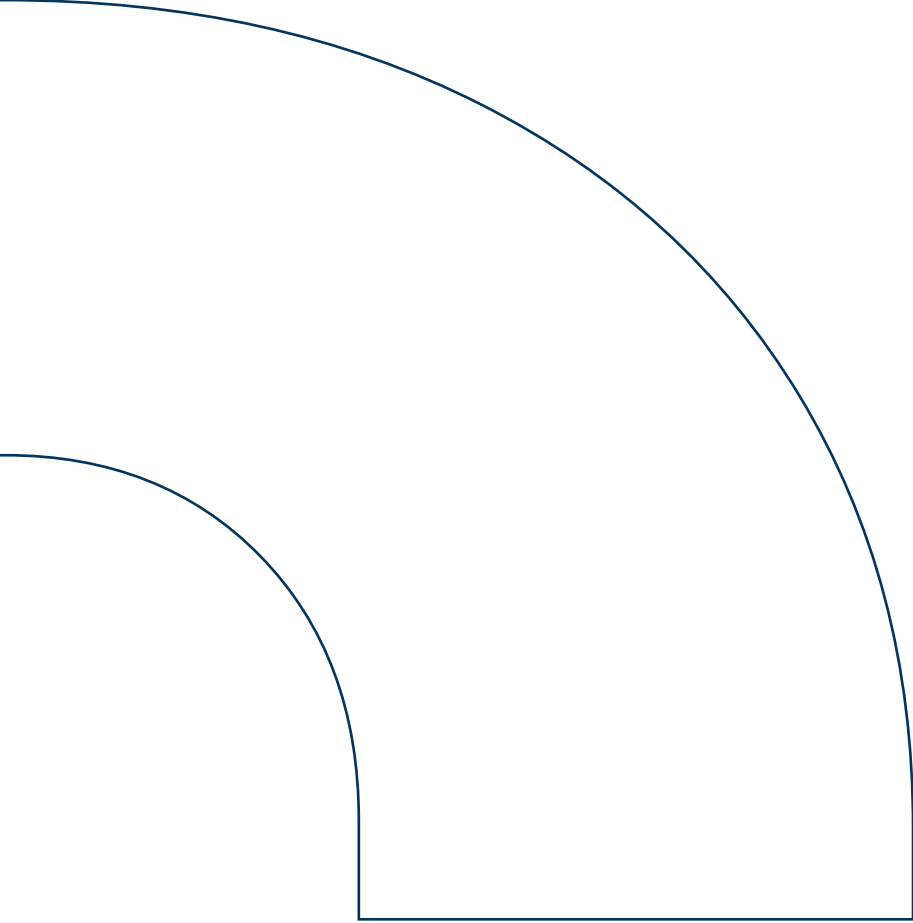
5.6 Publicly available information about the Torrens Group

Torrens is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Torrens is obliged to comply with the continuous disclosure requirements of ASX and the Corporations Act.

The ASX website (www.asx.com.au) and Torrens' website (www.torrensmining.com) list ASX announcements issued by Torrens.

In addition, Torrens is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Torrens can be obtained from, or inspected at, an ASIC office.





06

Information on Torrens' securities

6. Information on Torrens' securities

6.1 Torrens' issued securities

As at the date of this Bidder's Statement, Torrens' issued securities consist of:

- (a) 114,701,662 Torrens Shares¹³; and
- (b) 13,547,583 Torrens Options¹⁴.

6.2 Torrens Options

The Torrens Options comprise of:

Number of Torrens Options	Exercise Price	Expiry Date
6,047,583	\$0.30	22 December 2023
7,500,000	\$0.30	12 April 2024

Under the terms of the Bid Implementation Deed, Coda has agreed to make offers to each Torrens Option Holder (outstanding at the time of making the Offer), prior to the Offer being declared unconditional, to acquire their Torrens Options for the Torrens Option Consideration (**Torrens Option Offers**). The Offer is subject to all Torrens Option Holders accepting this offer and entering into binding agreements with Coda to record such transaction. Notwithstanding the Torrens Options Offer, subject to ASX imposed escrow restrictions, Torrens Option Holders may still exercise their Torrens Options and accept the Offer in respect of the Torrens Shares issued. The Offer will extend to Torrens Shares issued on the exercise of Torrens Options after the Register Date but before the end of the Offer Period, provided those Torrens Options were on issue as at the Register Date.

6.3 Torrens Directors' interest in Torrens securities

So far as is known to Coda, based on publicly available information lodged with ASX, as at the date of this Bidder's Statement, the Torrens Directors have the following interests in Torrens Securities:

Director	Class of securities	Number	Nature of interest
William (Bill) Bloking	Torrens Shares	10,750,000	Direct
	Torrens Shares	750,000	Indirect
	Torrens Shares	135,000	Indirect
	Torrens Options	1,225,000	Direct
Steve Shedden	Torrens Shares	7,400,000	Indirect
	Torrens Options	2,100,000	Direct
Richard Grauaug	Torrens Shares	4,120,000	Indirect
	Torrens Options	1,225,000	Indirect
Michael Collings	Torrens Shares	7,600,000	Indirect
	Torrens Options	1,575,000	Indirect

6.4 Substantial holders in Torrens Shares

So far as is known to Coda, based on publicly available information lodged with ASX, the following persons have a Substantial Holding of 5% or more, of Torrens Shares:

Substantial holder	Person's votes	Voting Power
William (Bill) Bloking	11,635,000	10.14%
Mr Paul Leslie Duncan	10,467,125	9.13%
Thecia Pty Ltd	7,600,000	6.63%
Shedden Associates Pty Ltd	7,400,000	6.45%

13. 43,786,724 Torrens Shares are currently subject to ASX imposed escrow until 7 January 2023 and a further 1,250,000 Torrens Shares are subject to escrow until 8 March 2022.

14. All Torrens Options are subject to escrow until 7 January 2023.



6.5 Coda's interest and dealings in Torrens securities

(a) Coda's interests in Torrens Shares

As at the date of this Bidder's Statement and the date of the Offer, Coda does not hold a Relevant Interest in any Torrens Shares.

(b) Coda's dealings in Torrens Shares

Neither Coda nor any Associate of Coda has provided, or agreed to provide, consideration for a Torrens Share under any purchase or other agreement during the 4 months before the date of this Bidder's Statement.

6.6 Recent share price performance of Torrens

The latest recorded sale price of Torrens Shares on ASX before the Announcement Date was \$0.155 as at close of trading on ASX on 8 February 2022.

The latest recorded sale price of Torrens Shares on ASX before the date on which this Bidder's Statement was lodged with ASIC was \$0.145 on 1 March 2022.

The following chart shows the last sale price of Torrens Shares on ASX in the 12 months prior to the Announcement Date, during which:

- (a) the highest recorded trading price of a Torrens Share on ASX was \$0.335 on 15 June 2021; and
- (b) the lowest recorded trading price of a Torrens Share on was \$0.130 on 19 May 2021.



6.7 No pre-Offer benefits

During the period of 4 months before the date of this Bidder's Statement, neither Coda nor any Associate of Coda gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

- (a) accept the Offer; or
- (b) dispose of Torrens Shares,

and which is not offered to all holders of Torrens Shares under the Offer.

During the period from the date of this Bidder's Statement to the date of the Offer, neither Coda nor any Associate of Coda gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

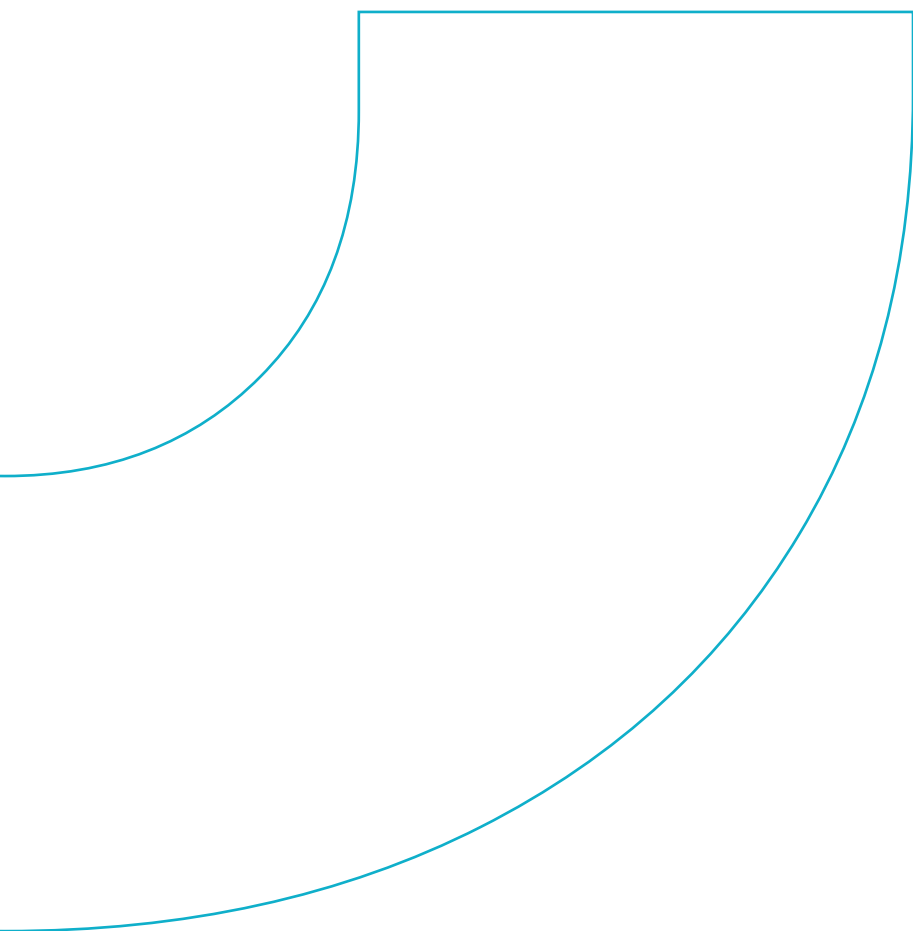
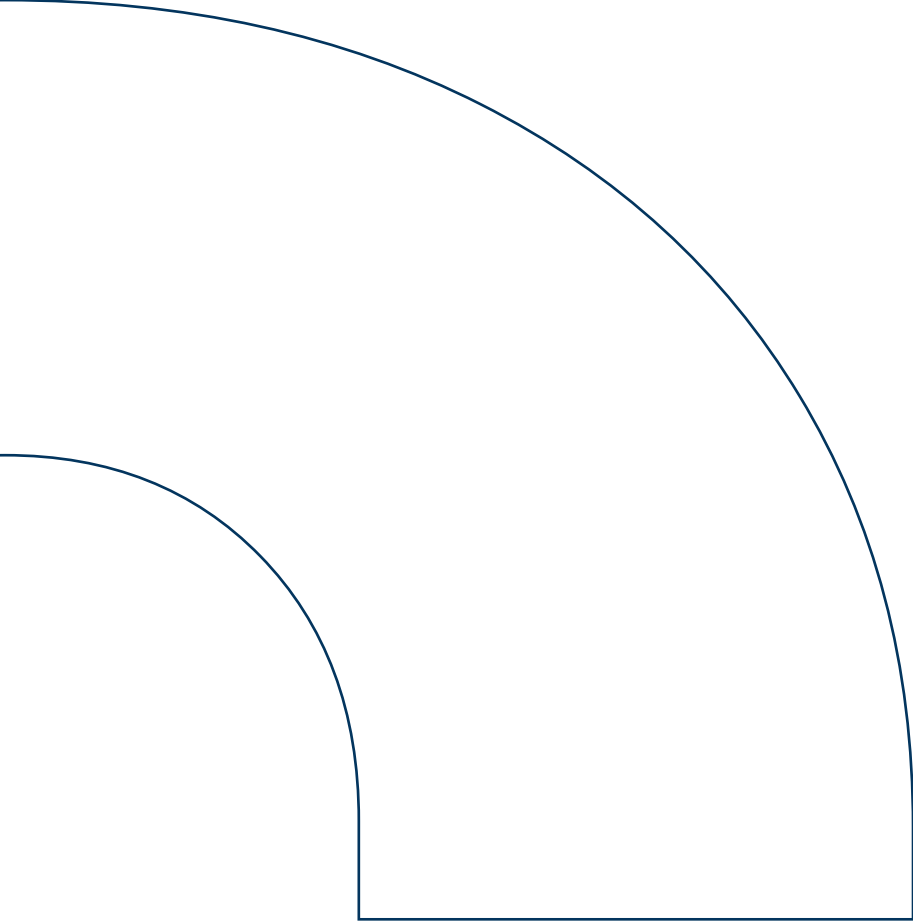
- (a) accept the Offer; or
- (b) dispose of Torrens Shares,

and which is not offered to all holders of Torrens Shares under the Offer.

6.8 No escalation agreements

Neither Coda nor any Associate of Coda has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.





07

Coda's intentions in relation to Torrens

7. Coda's intentions in relation to Torrens

7.1 Overview

This Section 7 include statements of Coda's intentions in relation to:

- (a) the continuation of the businesses of Torrens;
- (b) any major changes to be made to the businesses of Torrens, including any redeployment of the fixed assets of Torrens; and
- (c) the future employment of the present employees of Torrens.

The statements of intention contained in this Section 7 are based on information concerning Torrens and its businesses that is known to Coda as at the date of this Bidder's Statement.

Final decisions regarding the matters set out below will only be made by Coda in the light of all material information, facts and circumstances at the relevant time.

Accordingly, it is important to recognise that the statements set out in this Section 7 are statements of current intentions only, which may change as new information becomes available or circumstances change.

Further, the statements of intention contained in this Section 7 are subject to:

- (a) the law (including the Corporations Act) and the ASX Listing Rules, including in particular in relation to 'related party' transactions and conflicts of interest;
- (b) the legal obligations of Torrens' Officers, including to act for proper purposes and in the best interests of Torrens Shareholders;
- (c) the rights of holders of Torrens Shares that may be subject to compulsory acquisition; and
- (d) commercial arrangements and commitments entered into by Torrens, the details of which are not available to Coda.

7.2 Intentions upon acquisition of 90% or more of Torrens Shares

This Section sets out Coda's current intentions if it acquires a Relevant Interest in 90% or more of all Torrens Shares and is entitled to proceed to compulsory acquisition of the outstanding Torrens Shares.

(a) Compulsory acquisition

If it becomes entitled to do so under the Corporations Act, Coda intends to proceed with compulsory acquisition of the outstanding Torrens Shares in accordance with the provisions of Part 6A.1 of the Corporations Act.

If Coda becomes entitled to exercise the general compulsory acquisition right under Part 6A.2 of the Corporations Act, it may exercise those rights to compulsorily acquire any Torrens Options then on issue. The Offer is extended to any Torrens Shares issued before the end of the Offer Period upon exercise of the Torrens Options.

(b) Corporate matters

Coda will replace all members of the Torrens Board, all directors of Torrens' subsidiaries and all directors of other entities appointed as Torrens' nominee, with its own nominees.

It is intended that Torrens' corporate office in Perth would be phased down and closed having regard to lease and other contractual commitments. Torrens' corporate office will be moved to the corporate office of Coda in Perth.

Coda will procure that Torrens applies to be removed from the official list of the ASX at the appropriate time.

(c) Strategic review

Coda will conduct a strategic review of Torrens' asset base. Coda's current expectation is that any such review will focus on:

- (i) assessing and prioritising Torrens' budgets and work programs for its base and precious metals exploration projects to ensure they are robust for further investment;
- (ii) working through each of Torrens' and Coda's projects to assess their technical prospects, costs to maintain, expenditure commitments and overall commercial justification; all within the broader context of Coda's strategy in relation to the Elizabeth Creek Copper Project;
- (iii) removal of excess corporate, administration and technical costs by consolidating functions where possible into one location;
- (iv) phasing out duplication of functions where it is economic to do so; and
- (v) consider a Combined Group non-core asset divestment strategy.



(d) Employees

Coda anticipates that there will be overlap in terms of job functions between Coda's and Torrens' employees and some rationalisation will be required, resulting in a reduction of headcount and corporate expenses. The extent and timing of any redundancies cannot be specifically defined at this stage, however, it is intended that the core operational requirements of the Combined Group will ultimately be serviced as much as possible from a single corporate location in Perth and existing operational locations in the field.

Where employees are made redundant, the relevant employees will receive benefits in accordance with their contractual and other legal entitlements.

7.3 Intentions upon acquisition of less than 90%, but more than 50%, of Torrens Shares

Coda could acquire less than 90% of Torrens Shares but more than 50%, if the 90% Minimum Acceptance Condition was waived by Coda. It is not the present intention of Coda to waive the 90% Minimum Acceptance Condition. However, if this Condition was waived, this Section 7.3 sets out Coda's current intentions if Torrens were to be a part-owned controlled entity (i.e. where Coda acquires less than 90%, but more than 50%, of all Torrens Shares).

To the extent possible, through its nominees on the Torrens Board, Coda will seek to implement the intentions detailed in Section 7.2 where they are consistent with Torrens being a controlled entity of (but not wholly owned by) Coda and are considered to be in the best interests of Coda.

In the event that Coda acquires a Relevant Interest in greater than 50% but less than 90% of Torrens Shares (such that Torrens were a controlled entity of Coda), and Coda considers that the timely development of the Elizabeth Creek Copper Project would be in the best interests of Torrens Shareholders, Torrens would likely be required to undertake a significant near-term capital raising to fund its contribution to development funding, in proportion to its ongoing minority interest in the Elizabeth Creek Joint Venture.

(a) Corporate matters

Subject to the constitution of Torrens and the Corporations Act, Coda intends to seek the appointment of nominees of Coda to the Torrens Board in such a proportion that at least equates to Coda's proportionate shareholding interest in Torrens. The Coda nominees to the board of Torrens have not yet been identified by Coda and their identity will depend on the circumstances at the relevant time, however it is anticipated they will be drawn from the members of the board of Coda or the Coda management team. In that event, it is likely that Coda would seek to procure the removal of some current Torrens directors from the Torrens Board.

If there is a limited spread of Torrens Shareholders, or limited volume of trading in Torrens Shares, following completion of the Offer, Coda may seek to procure the removal of Torrens from the official list of ASX. Further, ASX may itself remove Torrens from the official list of ASX, with any such decision by ASX depending upon factors such as the spread of Torrens Shareholders at that time, the level of liquidity in Torrens Shares and the listing requirements of ASX.

(b) Operational matters

Through its nominees on the Torrens Board, Coda will seek for Torrens to focus on reducing excess costs and avoid duplication of operations with Coda. Coda would consider offering to sub-contract its corporate, operational and technical services to Torrens, allowing Torrens to remove duplicated activities to simplify its business. Coda's nominees would also seek the Torrens Board to fully evaluate all of Torrens' forthcoming exploration programs and budgets with a view to cancelling (where possible without breaching its legal obligations) activities that failed to appropriately demonstrate their commercial attractiveness, with the objective that Torrens' key focus is the Elizabeth Creek Copper Project.

After an initial review of Torrens' assets outside of the Elizabeth Creek Copper Project, Coda would look to ensure future funding is focussed on the Elizabeth Creek Copper Project.

(c) Dividend policy

The payment of dividends by Torrens will be at the discretion of the Torrens Board.

Torrens Shareholders should be aware that Torrens has never paid a dividend, it is possible that Torrens may not declare a dividend in the future and, if any cashflow is produced by Torrens in the future (which cannot be guaranteed), Torrens may opt to reinvest cash into the company.

(d) Further acquisition of Torrens Shares

Coda may, at some later time, acquire further Torrens Shares in a manner permitted by the Corporations Act.

(e) Compulsory acquisition at a later time

If Coda becomes entitled at some later time to exercise the general compulsory acquisition rights under Part 6A.2 of the Corporations Act, it may exercise those rights.



7.4 Intentions upon acquisition of less than 50% of Torrens Shares

Coda could acquire less than 50% of Torrens Shares, if the 90% Minimum Acceptance Condition was waived by Coda. It is not the present intention of Coda to waive the 90% Minimum Acceptance Condition.

However, if Coda waives the 90% Minimum Acceptance Condition and it acquires less than 50% of the Torrens Shares, subject to the following, Coda does not expect to be in a position to give effect to all the intentions referred to in Sections 7.2 and 7.3. In this case:

- (a) Coda intends to seek the appointment of nominees of Coda to the Torrens Board in such a proportion as at least equates to Coda's proportionate shareholding interest in Torrens; and
- (b) Coda intends to seek to influence the ongoing management of Torrens and its assets, businesses, operations and personnel with a view to maximising returns for Coda and its security holders. This will include advancement of the Elizabeth Creek Copper Project even if it means significant equity raisings are required by Torrens.



08

Effect of the Offer on
Coda and profile of the
Combined Group

8. Effect of the Offer on Coda and profile of the Combined Group

8.1 Introduction

This Section 8 provides a description of the effect of the Offer on Coda and a profile of the Combined Group, assuming that Torrens becomes a wholly-owned subsidiary of Coda. If Coda does not acquire at least 90% of the Torrens Shares during the Offer Period and therefore does not become entitled to compulsorily acquire the remainder of the Torrens Shares, some of the benefits that would otherwise accrue to Coda if Torrens were to become a wholly-owned subsidiary of Coda may not be fully realised.

For further information in this regard, please see Section 7.3.

8.2 Overview

The acquisition of Torrens provides an opportunity for both Torrens and Coda Shareholders to unlock value by:

- (a) having the Elizabeth Creek Copper Project in one well-funded company, streamlining the project's financing structures and optimising the overall value of the Elizabeth Creek Copper Project; and
- (b) potentially rationalising corporate overheads, currently there are two offices, boards and management teams governing the Elizabeth Creek Copper Project and other tenements. Coda believes that there are benefits in streamlining the corporate overheads.

8.3 Synergies

Coda has identified (in Section 1) a number of potential synergies that may be derived from the acquisition of Torrens. However, given that Coda's due diligence in relation to Torrens has been limited to public information, it is considered that it would be misleading to attempt to quantify the potential value of these synergies at this stage.

Coda's view is that its acquisition of Torrens will:

- (a) simplify the operating structure, by having a single board and management team;
- (b) provide cost synergies by removing duplicate cost items from two publicly listed companies;
- (c) simplify the funding arrangements for the Elizabeth Creek Copper Project; and
- (d) see benefits from becoming a larger group, including better access to funding and greater liquidity.

8.4 Effect of the Offer on the Combined Group's capital structure

Under the Offer, Coda is offering to issue Coda Shares to Torrens Shareholders (other than Foreign Torrens Shareholders and Small Holding Shareholders). Coda has the capacity to issue the maximum number of Coda Shares which it may be required to issue under the Offer. No shareholder approvals or third party consents are required for the issue of the Coda Shares.



The effect of the Offer on the capital structure of Coda on a post-completion basis is set out in the table below:

Securities	Numbers
Shares	
Current Coda Shares ¹	97,767,184
Maximum Coda Shares to be issued under the Offer ²	26,381,383
Total	124,148,567
Options	
Maximum number of Coda Shares to be issued assuming all Torrens Options are exercised ³	3,115,944
Total	
Maximum potential number of Coda Shares post Offer ⁴	127,264,511

Notes:

1. The rights attaching to the Coda Shares are summarised in Section 4.4.
2. Assuming a 100% take up under the Offer and that no Torrens Options are exercised.
3. In accordance with the terms of the Bid Implementation Deed, Coda will be making separate offers to all Torrens Option Holders to acquire their Torrens Options under the terms of the Torrens Option Offers. If none of the Torrens Options are exercised and each of the Torrens Option Offers are accepted, Coda will issue a total of 991,804 Coda Options (each with an exercise price of \$1.50 and an expiry date of 22 December 2023) and 382,500 Coda Shares to the Torrens Option Holders. For further information, please refer to Section 6.2
4. Assuming a 100% take up under the Offer and that all Torrens Options are exercised.

8.5 Interests of the substantial holders in the Combined Group

The likely interests of substantial holders in the Combined Group have been determined based on the following assumptions:

- (a) Offer consideration of 0.23 Coda Shares for every 1 Torrens Shares held; and
- (b) Coda acquires 100% of the Torrens Shares under the Offer (excluding any Torrens Shares that may be issued as a result of the exercise of rights attached to Torrens Options).

Based on the assumptions above, and the substantial holder information for Coda set out in Section 4.8 and the substantial holder information for Torrens set out in Section 6.4, the following persons are expected to have a Substantial Holding of 5% or more in the Combined Group:

Substantial holder	Person's votes	Voting Power
Angang Group (Hong Kong) Holdings Limited	11,899,834	9.59%
Regal Funds Management Pty Ltd	8,249,916	6.65%
Mr Keith Francis Jones & Mrs Jennifer Jones	7,110,801	5.73%
Sprott Inc.	6,636,391	5.35%

8.6 Pro forma historical financial information for the Combined Group

(a) Introduction

This Section contains the pro forma historical statement of financial position for the Combined Group, reflecting the combined businesses of Coda and Torrens. The pro forma historical information is presented to provide Torrens Shareholders with an indication of the Combined Group assets and liabilities if the acquisition had occurred as at 31 December 2021, so as to reflect the market conditions on the day before the Announcement Date, pro-forma adjustments made with respect to Coda's investment in Torrens, Coda Shares to be issued by Coda to acquire all of the outstanding Torrens Shares.

The pro forma historical financial information is presented assuming that Coda acquires either 50.1% or 100% of Torrens Shares under the Offer (including any Torrens Shares that may be issued as a result of the exercise of rights attached to Torrens Options).



(b) Pro forma consolidated statement of financial position – all Torrens Shares acquired

	Historical as at 31-Dec-21		Historical Pro Forma as at 31-Dec-21		
	Coda \$	Torrens \$	Notes	Adjustments \$	Pro forma \$
Assets					
Current Assets					
Cash and cash equivalents	13,929,529	3,389,568	(a)	4,064,275	21,383,372
Receivables	224,311	274,747		-	499,058
Prepayments	172,730	-		-	172,730
Other Assets	-	117,920		-	117,920
Total Current Assets	14,326,570	3,782,235		4,064,275	22,173,080
Non-Current Assets					
Exploration licence bonds	55,000	-		-	55,000
Property, plant and equipment	254,337	64,755		-	319,092
Intangible assets	137,886	-		-	137,886
Exploration and evaluation assets	1,723,259	-	(e)	19,918,948	21,642,207
Total Non-Current Assets	2,170,482	64,755		19,918,948	22,154,185
Total Assets	16,497,052	3,846,990		23,983,223	44,327,265
Current Liabilities					
Trade and other payables	673,548	660,192	(b)	1,320,000	2,653,740
Employee benefits	144,662	-		-	144,662
Lease liabilities	93,586	-		-	93,586
Provisions	-	39,860		-	39,860
Total current liabilities	911,796	700,052		1,320,000	2,931,848
Non-Current Liabilities					
Lease liabilities	43,181	-		-	43,181
Total non-current liabilities	43,181	-		-	43,181
Total Liabilities	954,977	700,052		1,320,000	2,975,029
Net Assets	15,542,075	3,146,938		22,663,223	41,352,236
Equity					
Issued capital	23,473,301	11,267,154	(c)(d)	14,543,007	49,283,462
Capital contribution reserve	12,040,106	-		-	12,040,106
Share based payments reserve	344,918	1,789,681	(c)	(1,783,681)	344,918
Accumulated losses	(20,316,250)	(9,903,897)	(c)	9,903,897	(20,316,250)
Total Equity	15,542,075	3,146,938		22,663,223	41,352,236



Pro forma adjustments

Note (a): The increase in cash and cash equivalents of \$4.06 million is based on the capital structure in Section 8.4 which assumes that all Torrens Options are exercised at a price of \$0.30. That results in the issuance of 13,547,583 Torrens Shares for which 3,115,944 Coda Shares will be issued.

Note (b): The increase in trade and other payables of \$1.32 million relates to the estimated costs of the Offer of which \$720,000 will be incurred by Torrens and \$600,000 will be incurred by Coda.

Note (c): The adjustment eliminates Torrens' pre-acquisition issued capital, reserves and accumulated losses, as at 31 December 2021.

Note (d): The adjustment to Issued capital reflects the increase due to the Bid and the conversion of options as in note (a) above, which will result in the issue of 29,497,327 Coda Shares at an assumed offer price of \$0.875 equal to the closing price of Coda Shares as at 8 February 2022. Actual acquisition accounting will be based upon the share price at the date of acquisition.

Note (e): As noted in note (d) above, \$25,810,161 (29,497,327 Coda Shares) is being offered as consideration for the acquisition of all Torrens Shares on issue. The net assets of Torrens acquired (assuming the conversion of Torrens Options and including the liability for transaction costs) are \$6,491,213, resulting in an uplift in the value of Torrens net assets of \$19,318,948 which has been attributed to Torrens' exploration and evaluation assets. The adjustment reflects provisional accounting and will require Coda to undertake a purchase price allocation valuation following acquisition. It has also been assumed that there is no landholder duty payable based on Coda's assessment of the thresholds in the relevant jurisdiction; however, this will be dependent on the allocation of value between Torrens projects.

Coda's transaction costs have also been capitalised as a cost of acquisition.

When performing the purchase price allocation on acquisition of Torrens Shares, additional assets and liabilities may be identified when Coda has access to the books and records of Torrens. It has been assumed in the Pro Forma Historic Statement of Financial Position that there are no deferred tax consequences or goodwill arising from the acquisition.

Pro forma adjustments if Coda controls only 50.1% of Torrens Shares

In the event that at the end of the Offer Period Coda only controls 50.1% of Torrens Shares on issue, the Combined Group Pro Forma Historical Statement of Financial Position as at 31 December 2021 presented above would be amended as follows:

Note (c): The pro forma adjustment to contributed equity would reflect the acquisition of Coda's 50.1% interest in Torrens by Coda in accordance with the Offer with the remaining 49.9% recognised as a non-controlling interest.



(c) Pro forma consolidated statement of financial position 50.1% of Torrens Acquired

	Historical as at 31-Dec-21		Historical Pro Forma as at 31-Dec-21		
	Coda \$	Torrens \$	Notes	Adjustments \$	Pro forma \$
Assets					
Current Assets					
Cash and cash equivalents	13,929,529	3,389,568	(a)	4,064,275	21,383,372
Receivables	224,311	274,747		-	499,058
Prepayments	172,730	-		-	172,730
Other Assets	-	117,920		-	117,920
Total Current Assets	14,326,570	3,782,235		4,064,275	22,173,080
Non-Current Assets					
Exploration licence bonds	55,000	-		-	55,000
Property, plant and equipment	254,337	64,755		-	319,092
Intangible assets	137,886	-		-	137,886
Exploration and evaluation assets	1,723,259	-	(e)	19,918,948	21,642,207
Total Non-Current Assets	2,170,482	64,755		19,918,948	22,154,185
Total Assets	16,497,052	3,846,990		23,983,223	44,327,265
Current Liabilities					
Trade and other payables	673,548	660,192	(b)	1,320,000	2,653,740
Employee benefits	144,662	-		-	144,662
Lease liabilities	93,586	-		-	93,586
Provisions	-	39,860		-	39,860
Total current liabilities	911,796	700,052		1,320,000	2,931,848
Non-Current Liabilities					
Lease liabilities	43,181	-		-	43,181
Total non-current liabilities	43,181	-		-	43,181
Total Liabilities	954,977	700,052		1,320,000	2,975,029
Net Assets	15,542,075	3,146,938		22,663,223	41,352,236
Equity					
Issued capital	23,473,301	11,267,154	(c)(d)	1,663,737	36,404,192
Capital contribution reserve	12,040,106	-		-	12,040,106
Share based payments reserve	344,918	1,783,681		(1,783,681)	344,918
Accumulated losses	(20,316,250)	(9,903,897)	(c)	9,903,897	(20,316,250)
Non-controlling interest	-	-	(c)	12,879,270	12,879,270
Total Equity	15,542,075	3,146,938		22,663,223	41,352,236



(d) Basis of preparation of pro forma statements of financial position

The pro forma consolidated statements of financial position as at 31 December 2021 has been prepared to reflect the acquisition of Torrens Shares by Coda pursuant to the Offer, assuming that the Offer becomes unconditional and the level of acceptances result in Coda acquiring 100% of all Torrens Shares on issue and 50.1% of all Torrens Shares on issue respectively. The pro forma consolidated statement of financial position is provided for illustrative purposes only and are prepared on the assumption that Torrens became a subsidiary of Coda on 31 December 2021. It does not illustrate the financial position that may be contained in future financial statements of Coda following the acquisition.

The Offer Consideration is 0.23 Coda Shares for each Torrens Share.

In preparing the pro forma consolidated statements of financial position, the uplift in value on acquisition of Torrens has been attributed to Torrens's exploration and evaluation assets. When performing the purchase price allocation on acquisition of Torrens Shares, additional assets and liabilities may be identified when Coda has access to the books and records of Torrens. It has been assumed in the pro forma consolidated statements of financial position that there are no deferred tax consequences or goodwill arising from the acquisition.

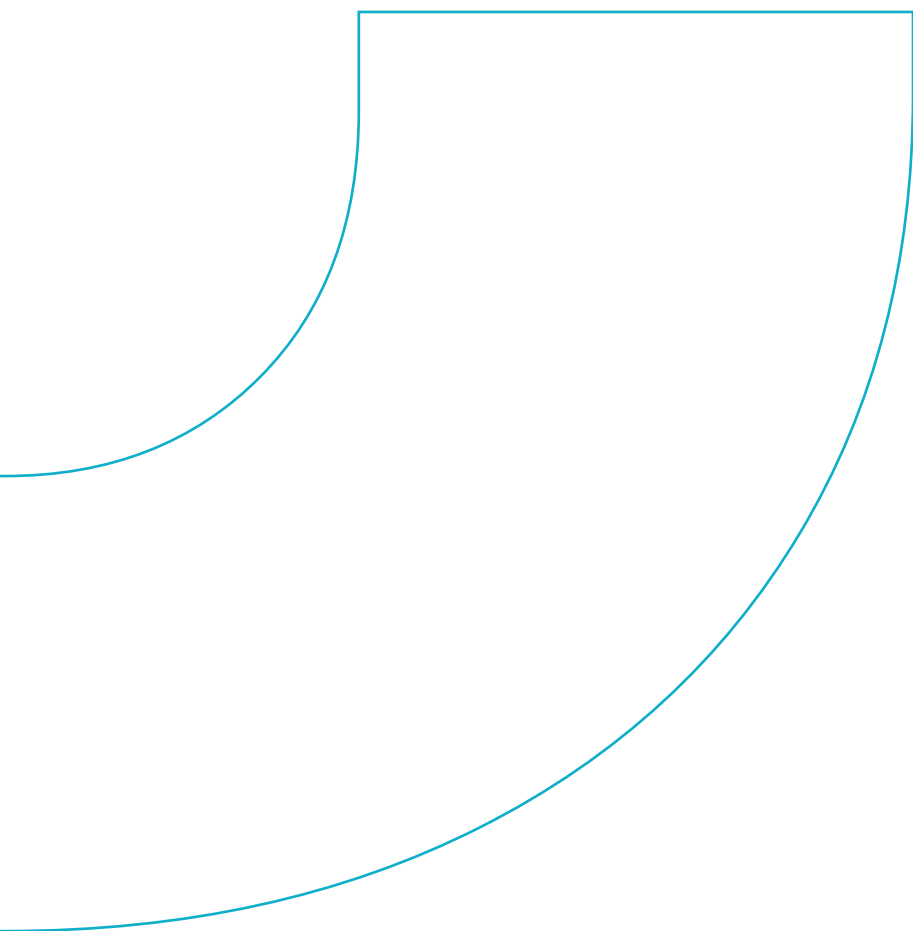
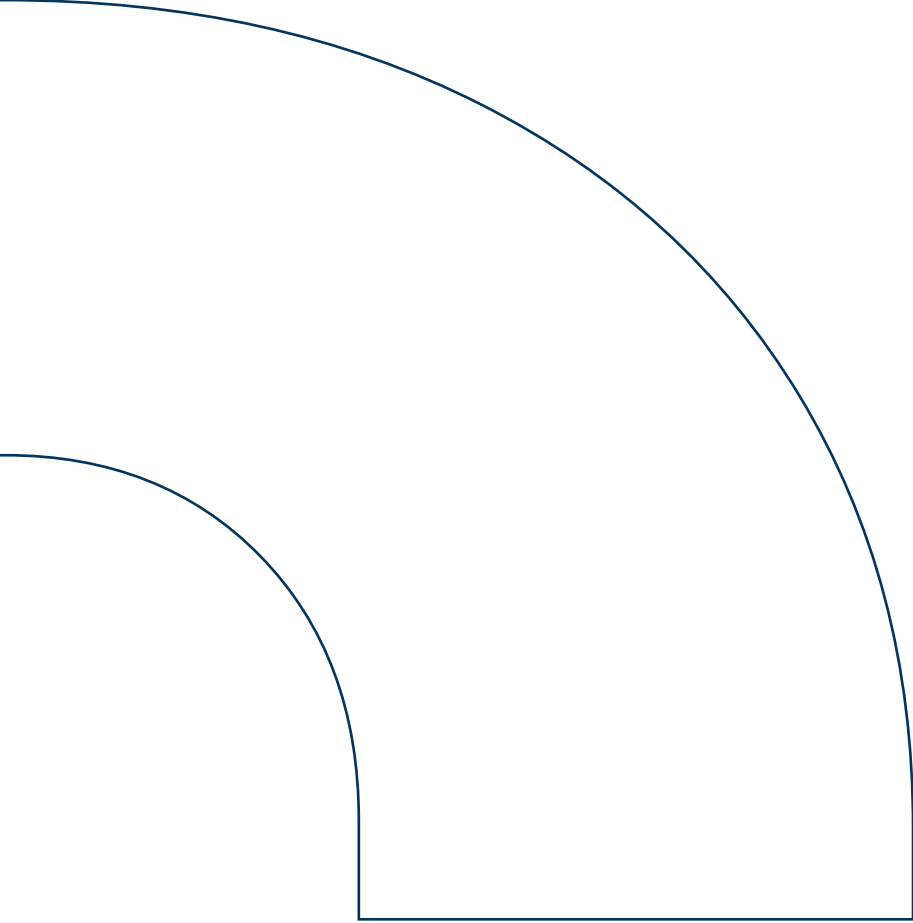
The pro forma consolidated statement of financial position has been prepared in a manner consistent with the recognition and measurement principles contained in Australian Accounting Standards, applied to the historical financial information of Coda and Torrens, and the events or transactions to which the pro forma adjustments relate (**Pro Forma Adjustments**), as if those events or transactions had occurred as at 31 December 2021. It is presented in an abbreviated form and do not contain all of the presentation and disclosures that are usually provided in an annual financial report prepared in accordance with the Corporations Act.

The historical financial information contained in Section 8.6 has been extracted from the respective reviewed financial statements of Coda and Torrens as at 31 December 2021. Copies of the Coda and Torrens annual financial statements can be found on their respective websites, being www.codaminerals.com and www.torrensmine.com.

The pro forma consolidated statement of financial position should be read in conjunction with the risk factors in Section 10 and other information contained in this Bidder's Statement, as well as the accounting policies of Coda and Torrens as disclosed in their most recent respective annual reports. A preliminary assessment of the Coda and Torrens accounting policies has not identified any material differences between the two companies. Whilst not material to the pro forma consolidated statement of financial position with respect to accounting for exploration and evaluation expenditure, Torrens has a policy of only expensing exploration and evaluation expenditure, whereas Coda capitalises exploration and evaluation expenditure incurred in the acquisition of rights to explore and expenses subsequent exploration and evaluation expenditure as incurred, up until the point at which a scoping study is completed, a pre-feasibility study entered into and the pre-feasibility study enters the stage where a case to proceed with preliminary engineering design work has been made. The financial impact of Torrens adopting Coda's accounting policy on acquisition by Coda is not known and will be subject to the fair value assessment of Torrens' exploration and evaluation assets at the date of acquisition.

In preparing the pro forma consolidated statements of financial position, no adjustments have been made to reflect the operating efficiencies and administrative cost savings that could result from the operations of the Combined Group (as compared to those of Coda and Torrens as separate entities). Further, the pro forma consolidated statement of financial position does not reflect all transactions which may have occurred since 31 December 2021, as discussed above.





09

Sources of Offer Consideration

9. Sources of Offer Consideration

The Offer Consideration will be wholly satisfied by the issue of 0.23 Coda Shares for every 1 Torrens Shares.

Subject to the fulfilment or waiver of the Conditions to the Offer, there is no restriction on the ability of Coda to issue the maximum number of Coda Shares which it may be required to issue under the Offer.

Based on the number of Torrens Shares on issue as at the date of this Bidder's Statement as set out in Section 6.1, the maximum number of Coda Shares that would be required to be issued under the Offer if each Torrens Shareholder accepted the Offer is approximately 26,381,383 Coda Shares (subject to adjustments for fractional entitlements as described in Section 12.1(b)).

Based on the number of Torrens Options on issue as the date of this Bidder's Statement as set out in Section 6.1, if all Torrens Option Holders exercise their Torrens Options and all holders of Torrens Shares issued as a result of the vesting of the Torrens Options accept the Offer, approximately 3,115,944 additional Coda Shares would be issued under the Offer (subject to adjustments for fractional entitlements as described in Section 12.1(b)).

If the above number of Coda Shares are issued, the total number of Coda Shares that would be issued under the Offer would be approximately 29,497,327.

In that case, the maximum number of Coda Shares to be on issue, following completion of the Offer, would be approximately 127,264,511.



10

Key risks associated
with the Offer

10. Key risks associated with the Offer

10.1 Introduction

If the Offer becomes unconditional, Torrens Shareholders who accept the Offer will become Coda Shareholders, and Coda will acquire an interest in Torrens.

In that event, Torrens Shareholders will continue to be indirectly exposed to the risks associated with having an interest in Torrens' assets and general economic, share market and industry risks. There are also additional risks relating to the Offer and the Combined Group to which Torrens Shareholders will be exposed through their holding of Coda Shares.

Additional risks and uncertainties not currently known may also have an adverse effect on Coda's business and the value of Coda Shares. The information set out in this section 11 does not purport to be, nor should it be construed as representing, an exhaustive summary of the risks that may affect the performance of Coda and Coda Shares.

10.2 General risks

(a) Economic conditions

Coda's funding position, financial performance, operations and ability to execute its strategy is impacted by a variety of general economic, political, social and business conditions, both domestic and global, which are outside of Coda's control. In addition to commodity prices and currency fluctuations (see Section 10.3(b) and 10.3(c)), factors that have potential to impact Coda's business include inflation, interest rates, supply and demand for goods and services, wage costs, industrial disruption and other general economic factors. Deterioration in any of these conditions could have an adverse impact on Coda's financial position and/or financial performance.

(b) Share market conditions

Shares or other securities quoted on a stock exchange, and in particular those of small companies at any early stage of commercial development, can experience significant price and volume fluctuations (i.e. rises and falls) that are often unrelated to the operating performances of the companies. The market price of securities may be subject to varied and unpredictable influences on the market for equities in general.

Torrens Shareholders should be aware that there are risks associated with an investment in securities quoted on a stock exchange, such as Coda Shares. Coda Share price movements could affect the value of the Offer Consideration and the value of any investment in Coda.

The value of Coda Shares can be expected to fluctuate depending on various factors including general economic conditions (see Section 10.2(a), changes in law or government policies, investor perceptions/sentiments, movements in interest rates and inflation, stock market conditions (domestic and global), variations in the operating costs, the global security position, and development and sustaining capital expenditure which Coda will require in the future.

(c) Liquidity

There can be no guarantee that there will continue to be an active market for Coda Shares or that the price of Coda Shares will increase. There may be relatively few buyers or sellers of Coda Shares on ASX at any given time, particularly in times of stock market turbulence or negative investor sentiment. This may affect the volatility of the market price of Coda Shares. It may also affect the prevailing market price at which Coda Shareholders are able to sell their Coda Shares. It may result in Coda Shareholders wishing to sell their Coda Shares in circumstances where they may receive considerably less than the price paid for them.

(d) General mining and exploration sector risk

As with any enterprise conducting business in the mining and exploration sector, there are risks outside the control of Coda that will affect Coda's business. These risks include, but are not limited to, those associated with:

- (i) abnormal stoppages in production or delivery due to factors such as industrial disruption, infrastructure access, environmental hazards, major equipment failure or accident;
- (ii) unforeseen adverse geological, drilling and extraction conditions or technical difficulties and/or changes to predicted resource quality;
- (iii) disruptions to supply of personnel, equipment and transport due to industry competition;
- (iv) the state of supply and demand for resources in Australian and overseas markets and the effect on prices;



- (v) risk relating to changes in government regulations (including those relating to environmental taxes, industrial relations, field developments, restrictions on operations (such as those relating to noise, dust or water) and climate change) and government imposts such as royalties, transportation charges and taxes;
- (vi) claims made by persons living in close proximity to projects or who hold overlapping/affected interests in the land the subject of a Tenement (e.g. freehold land owners, Native Title holder); and
- (vii) contract default by contractors, co-venturers or major customers.

10.3 Risks relating to Coda and the Combined Group

The following risks have been identified as being key risks relevant to Coda's business. These risks have the potential to have a significant adverse impact on Coda and may affect Coda's financial position or prospects or the price or value of Coda's securities.

Coda is a mineral exploration company, and mineral exploration, development and mining activities are high-risk undertakings. There can be no assurance that any exploration or development activity in regard to the Elizabeth Creek Copper Project, or any tenements or assets that may be acquired in the future, will result in the discovery or exploitation of an economic Mineral Resource. Coda's mineral exploration, development and mining activities may be hampered by circumstances beyond the control of Coda. By their nature, these activities are speculative operations which are subject to a number of risks.

Coda's business, financial condition, results of operations or prospects could also be harmed by risks and uncertainties that are not presently known to Coda or that Coda currently believes are not material. If any of the risks actually occur, Coda's business, financial condition, results of operations and prospects could be materially and adversely affected.

(a) Development of Project

The Combined Group's ability to successfully develop and commercialise its exploration projects may be affected by factors including social licence to operate, government approvals, feasibility study and project construction delays or costs overruns. If the Combined Group experiences project delays or additional cost overruns, this could result in Coda not realising its operational or development plans or result in such plans costing more than expected or taking longer to realise than expected.

Coda has endeavoured to take appropriate action to mitigate the risks of further project delays and additional cost overruns in respect of the Elizabeth Creek Copper Project, and will (as parent of the Combined Group) continue to do so in relation to its other project interests (including those held by Torrens Group Companies), but the occurrence of an event that results in project delays and/or cost overruns may have a material adverse effect on the Combined Group's performance and the value of its assets.

Coda is currently undertaking a Scoping Study for the Elizabeth Creek Copper Project. As at the date of this Bidder's Statement, a DFS in respect of Elizabeth Creek has neither been commenced nor completed, and changes to all facets of project scope, costs, revenues, and timing remain uncertain and have the ability to impact the Elizabeth Creek Copper Project economics adversely.

Further, feasibility studies have not been conducted in respect of Coda's Cameron River Project, or any of the Torrens Group Companies' projects. Coda is not presently able to accurately estimate if and when such studies may be conducted for other projects, noting that whether such studies are conducted will primarily depend upon the results of exploration conducted and the availability of capital to fund the costs of such studies.

In addition, the ability of the Combined Group to construct and operate any of the Combined Group's projects on time and on budget is inherently uncertain, and any failure to do so could impact the value of the assets.

(b) Foreign Exchange Risk

Feasibility Studies to date have been denominated in Australian dollars whilst items of the planned development and operational activities, and expected revenues, may be denominated in other currencies. Coda's ability to fund the development and operation of the Combined Group's projects may be adversely affected by currency fluctuations. No assurance can be given that Coda's estimates will be achieved or that Coda will have access to sufficient capital to develop the projects of the Combined Group due to unanticipated currency movements.



(c) Commodity Price Volatility

The revenue the Combined Group intends to derive through the sale of base and precious metal products will expose the Combined Group to commodity price and exchange rate risk (see above).

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Combined Group. Such factors include the supply and demand for commodities, forward selling activities, technological advancements and other macro-economic factors. If the Combined Group achieves development success which leads to viable production, its financial performance will be highly dependent on the prevailing commodity prices and exchange rates.

(d) Mineral Resource and Ore Reserve Estimates and Classification

Current and future Mineral Resource and Ore Reserve estimates for Coda's projects are estimates only and are expressions of judgment based on knowledge, experience and industry practice. In addition, by their very nature, Mineral Resource and Ore Reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. No assurances can be given that any particular level of recovery of copper-gold or other mineralisation will in fact be realised.

(e) Coronavirus (COVID-19) Risk

The global economic outlook faces continued uncertainty due to the impact of the COVID-19 pandemic, which has been having, and will likely continue to have, a significant impact on global capital markets and general economic conditions. It has significantly affected operations of governments and businesses, as well as day-to-day activities of individuals in Australia and other countries across the world. Travel, trade, working arrangements, supply chain management, and availability of goods and services have all been fundamentally impacted by the pandemic.

Any infections occurring on site at a Combined Group project could result in the Combined Group's operations being suspended and development otherwise disrupted for an unknown period of time, which may have an adverse impact on the Combined Group's, including future cash flows, profitability, ability to raise capital, and general financial condition.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans/restrictions and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID 19 pandemic, also adversely impact the Combined Group's operations, including impacting on its ability to secure appropriately skilled personnel, access its project locations, maintain its financial position, and its prospects more generally.

Coda (as the proposed parent of the Combined Group) intends to minimise the risk in respect to COVID-19 by developing an optimised execution strategy to allow for major activities to be done sequentially.

As part of its COVID-19 risk minimisation strategy, Coda has developed a COVID-19 mitigation plan and intends to review and adapt this plan based on the latest guidance from health professionals and the government as activities increase, with the intention of mitigating COVID-19 impacts.

Nevertheless, the changing landscape of government policy, both domestically and internationally, and the extent of the effect of the pandemic on the Combined Group's operations and performance remains uncertain.

(f) Future Capital Requirements

The Combined Group will require further financing to explore and develop its projects, and to construct and operate any mining operations for those projects which are to progress towards production. Any additional equity financing will likely be dilutive to Coda Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Combined Group's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Although the Coda Directors consider that additional capital will be available for the Combined Group as it becomes required, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Combined Group or at all. If the Combined Group is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and this could have a material adverse effect on the Combined Group's activities and could affect its ability to continue as a going concern.

Coda may undertake additional offerings of Coda Shares (or securities convertible into Coda Shares) in the future. The increase in the number of Coda Shares issued and the possibility of sales of such Coda Shares may have a depressive effect on the price of Coda Shares. In addition, as a result of such additional Coda Shares, the voting power of Coda Shareholders will be diluted.



(g) Operational risks

The operations of the Combined Group may be affected by various factors, including:

- failure to locate or identify mineral deposits at a project;
- failure to achieve predicted grades in exploration and mining;
- operational and technical difficulties encountered in mining;
- insufficient or unreliable infrastructure, such as power, water and transport;
- difficulties in commissioning and operating plant and equipment;
- mechanical failure or plant breakdown;
- unanticipated metallurgical problems which may affect extraction costs;
- adverse weather conditions;
- industrial disputes and unexpected shortages;
- delays or unavailability of third party service providers;
- delays in procuring, or increases in the costs of consumables, spare parts, plant and equipment; and
- other incidents beyond the control of the Combined Group.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. These factors are substantially beyond the control of the Combined Group. If any eventuate, they may have an adverse effect on the financial performance of the Combined Group.

(h) Torrens Tenement applications

The Torrens Group has applied for exploration licences EL7481, EL7342, EL7584 and EL7637 in Victoria, and EL2557 in Papua New Guinea. EL2557 was rejected, but the Torrens Group has appealed this decision in the Supreme Court of Papua New Guinea (see Section 10.3(v)).

These applications must be granted before the Combined Group may acquire relevant exploration rights. There is a risk that these applications may not be granted in their entirety or only granted on conditions unacceptable to the Combined Group. This may adversely affect the Combined Group's strategy for exploration on the relevant projects. The tenement applications therefore should not be considered as assets of the Combined Group.

(i) Conditions to Tenements

On establishment of the Combined Group, its Tenements will be located in South Australia, Victoria, Queensland, New South Wales and Papua New Guinea. Further, it may also acquire an additional Tenement in Papua New Guinea, depending upon the outcome of a Tenement application, which is subject to ongoing litigation (see Section 10.3(v)).

The Tenements are governed by legislation in their relevant jurisdiction and are evidenced by the granting of leases and licences by the governments in such jurisdictions.

The Combined Group will be subject to the mining legislation and regulations in each jurisdiction, under which it will have an obligation to meet conditions that apply to the Tenements, including the payment of rent and prescribed annual expenditure commitments.

While it is Coda's (as the proposed parent of the Combined Group) intention to satisfy the conditions that apply to the Tenements, there can be no guarantee that, in the future, the Tenements that are subject to renewal will be renewed or that other conditions that apply to the Tenements will be satisfied. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenements comprising the Combined Group's projects. There is also a risk that the Combined Group's Tenement applications will not be granted. These events could have a materially adverse effect on the Combined Group's prospects and the value of its assets.

Of note, the Tenements the subject of the Elizabeth Creek Copper Project are currently subject to an Amalgamated Expenditure Arrangement with the South Australian Department of Energy and Mining which will require the Combined Group to relinquish between 0 and 10 per cent of the combined Tenement ground holdings following completion of the current agreement on 30 June 2022. This relinquishment is dependent on exploration expenditure. It is expected that the Combined Group will exceed the expenditure required to reduce its relinquishment obligation to 0 per cent. If the Combined Group (as tenement holder) fails to comply with the terms and conditions of a Tenement, the Warden or Minister (as applicable) may impose a fine or order that the Tenement be forfeited. In most cases an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the Tenement. In certain cases, a third party can institute administrative proceedings under applicable legislation before the Warden or Minister seeks forfeiture of a Tenement.



(j) Grant of future authorisations to explore and mine

If the Combined Group discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the Combined Group will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the Combined Group's operational and financial performance may be materially adversely affected.

(k) Regulatory Risk

The development of the Combined Group's projects is subject to obtaining further key approvals from relevant government authorities. Coda has an approvals schedule and a management team with significant experience in approvals required for mining projects in Australia. A delay or failure to obtain required permits may affect the Combined Group's schedule or ability to develop a project.

Any material adverse changes in government policies or legislation in a jurisdiction where a Tenement has been granted or applied for that affects mining, processing, development and mineral exploration activities, income tax laws, royalty regulations, exports and international trade, government subsidies and environmental issues may affect the viability and profitability of any planned development of the Elizabeth Creek Copper Project and other projects in the Combined Group's portfolio. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could adversely impact the Combined Group's mineral properties.

(l) Environmental Risk

The Combined Group's projects are subject to rules and regulations regarding environmental matters. As with all mineral projects, its projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Combined Group's projects (including the Elizabeth Creek Copper Project) will be dependent on the Combined Group satisfying environmental guidelines and, where required, being approved by government authorities.

Coda intends the Combined Group will conduct its activities in an environmentally responsible manner and in accordance with all applicable laws but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

(m) Insurance Risk

Coda intends the Combined Group will insure its operations in accordance with industry practice. However, in certain circumstances, insurance may not be available or of a nature or level to provide adequate cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Combined Group. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Combined Group.

(n) Key Personnel and Staff Risk

The responsibility of overseeing the day-to-day operations and the Combined Group's strategic management depends substantially on its senior management and key personnel. A detrimental impact on the Combined Group may be suffered if one or more of these personnel cease their employment/engagement or are incapacitated for any length of time.

The Combined Group's ability to execute its de-risking strategy is dependent on the performance and expertise of its key management personnel. The Combined Group will rely on experienced and qualified technical staff in respect to the development, construction and operation of its projects and there is a risk that the Combined Group may not be able to attract and retain key staff or be able to find effective replacements in a timely manner. The loss of staff, or any delay in their replacement, and the inability of the Combined Group to hire additional staff could impact the Combined Group's development of its projects and its ability to achieve its de-risking strategy.

There is also a risk that the Combined Group will be unable to retain existing staff, or recruit new staff, on terms of retention that are as attractive to the Combined Group as past agreements. The loss of key personnel could cause a significant disruption to the business and could adversely affect operations.

There is a risk that the Combined Group may not be able to recruit suitably qualified and talented staff in a time frame that meets its growth objectives. This may result in delays in the construction and development of a project, which may adversely impact on the Combined Group's future cash flows, profitability, results of operations and financial condition.



(o) Native title agreement

The effect of present laws in respect of native title that apply in Australia is that mining tenements and tenement applications may be affected by native title claims or procedures. This may prevent or delay the granting of Tenements, or affect the ability of the Combined Group to explore, develop and commercialise mineral deposits on Tenements. The Combined Group may incur significant expenses to negotiate and resolve any native title issues, including compensation arrangements reached in settling native title claims lodged over any Tenements held or acquired by the Combined Group.

The Elizabeth Creek Copper Project and surrounding Tenure held by the Combined Group Minerals is subject to Native Title granted to the Kokatha Aboriginal Corporation. The Combined Group, as a registered holder of those Tenements operates under a Native Title Agreement for Exploration between Terrace Mining and Kokatha. In order to advance any mining on the tenements, the Combined Group will require to enter into a formal agreement with the Kokatha for mining to commence.

(p) Occupational Health and Safety Risks

Mining activities have inherent risks and hazards. Coda is committed to ensuring the Combined Group provides a safe and healthy workplace and environment for its personnel, contractors and visitors. Coda provides, and will take steps to ensure the Combined Group provides, appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems. A serious site safety incident may expose the Combined Group to significant penalties and the Combined Group may be liable for compensation to the injured personnel. These liabilities may not be covered by the Combined Group's insurance policies or, if they are covered, may exceed the Combined Group's policy limits or be subject to significant deductibles. Also, any claim under the Combined Group's insurance policies could increase the Combined Group's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Combined Group's liquidity and financial results.

It is not possible to anticipate the effect on the Combined Group's business from any changes to workplace occupational health and safety legislation or directions or necessitated by concern for the health of the workforce. Such changes may have an adverse impact on the financial performance and/or financial position of the Combined Group.

(q) Going Concern

The Combined Group's financial reports to date have been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and discharge of liabilities in the normal course of business. In the event that the Combined Group does not complete all aspects of the Offer and cannot source additional financing, there would be material uncertainty regarding whether the Combined Group would continue as a going concern at a future date.

(r) Force Majeure

The Combined Group's projects now or in the future may be adversely affected by risks outside its control, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, pandemics, explosions or other catastrophes, epidemics or quarantine restrictions. Please see Section 10.3(e) for discussion on the impact of the COVID 19 pandemic on the Combined Group.

(s) Government and Legal Risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Combined Group's assets, operations and ultimately the financial performance of the Combined Group and Coda Shares. Such changes are likely to be beyond the control of the Combined Group and may affect industry profitability as well as the Combined Group's capacity to explore and mine.

Coda is not aware of any reviews or changes that would affect the Combined Group's current or proposed Tenement Interests. However, changes in political and community attitudes on matters such as, land access, health and safety, taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Combined Group's exploration and/or development plans or its rights and obligations in respect of the tenements in which it holds interests. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Combined Group.

(t) Climate Change Risk

Climate change is a risk Coda has considered in relation to the Combined Group, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Combined Group include the emergence of new or expanded regulations associated with the transitioning to a lower carbon economy and market changes related to climate change mitigation.

The Combined Group may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage.



Climate change may cause certain physical and environmental risks that cannot be predicted by the Combined Group, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Combined Group operates.

(u) Acquisitions

The Combined Group may make acquisitions of, or significant investments in, companies or assets that are complementary to its business in the future as part of future growth plans. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

(v) Litigation

The Combined Group is exposed to possible litigation risks, including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Combined Group may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Combined Group's operations, financial performance and financial position.

Torrens' subsidiary, Torrens Mining (PNG) Limited (Torrens PNG), has filed an appeal with the Supreme Court of Papua New Guinea seeking to quash the decision of the National Court of Papua New Guinea which refused leave to apply for judicial review of the Minister for Mines' decision rejecting the application for exploration licence EL2557. If the appeal is successful, EL2557 will be reinstated as an application which the Minister will be obliged to reconsider. Torrens PNG has also filed an application for injunction to prevent the Minister from granting any subsequent exploration licence or other tenement over the ground the subject of EL2557 before the appeal is heard.

There is no assurance that the appeal will be successful. Further, even if the appeal is successful, there is no assurance that the Minister will grant the application for EL2557. If the appeal is unsuccessful, a consequence of this would be that Torrens PNG may be liable for all or a portion of the Minister's legal costs.

As at the date of this Bidder's Statement, there are no material legal proceedings affecting Coda or the Torrens Group (other than as noted above), and the Coda Directors are not aware of any legal proceedings pending or threatened against or affecting Coda or the Torrens Group.

(w) Results of studies

Subject to the results of any future exploration and testing programs, the Combined Group may progressively undertake a number of studies in respect to its projects. These studies may include scoping studies, pre-feasibility studies and bankable/definitive feasibility studies.

These studies will be completed within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Combined Group's projects or the results of other studies undertaken by the Combined Group (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of any of the Combined Group's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices. In addition, the ability of the Combined Group to complete a study may be dependent on the Combined Group's ability to raise further funds to complete the study if required.

(x) No profit to date and limited operating history

Both Coda and the Torrens Group have incurred operating losses since their inception and do not have a significant history of business operations. It is therefore not possible to evaluate the Combined Group's prospects based on past performance.

No assurance can be given that the Combined Group will achieve commercial viability through the successful exploration and/or mining of any existing or future projects which are subsequently acquired. Since Coda intends the Combined Group to primarily invest in the exploration and development of the Elizabeth Creek Copper Project as well as its other projects, the Directors anticipate that the Combined Group will make losses in the foreseeable future.

There can be no certainty that the Combined Group will achieve or sustain profitability, achieve or sustain positive cash flow from its operating activities or identify a mineral deposit which is capable of being exploited economically or which is capable of supporting production activities.



10.4 Risks relating to the Offer

(a) Issue of shares as consideration

Torrens Shareholders are being offered consideration under the Offer that consists of a specified number of Coda Shares, rather than a number of Coda Shares with a specified market value. As a result, the value of the consideration will fluctuate with movements in the market value of Coda Shares.

(b) Integration risks

There are risks that the integration of the Torrens Group and Coda businesses may take longer than expected and that anticipated benefits of the integration may be less than expected. These risks include possible differences in management culture, inability to achieve synergy benefits and cost savings, and the potential loss of key personnel.

(c) Accounting

Coda will be required to perform a fair value assessment of all of Torrens' assets and liabilities if the Offer is successful. This assessment may result in increased depreciation and amortisation charges. There is a risk that these charges may be substantially greater than those that would exist in Coda and Torrens as separate businesses. This may reduce the future earnings of the Combined Group.

(d) Acquisition of less than 90%

Coda could acquire less than 90% of Torrens Shares, if the 90% Minimum Acceptance Condition was waived by Coda. It is not the present intention of Coda to waive the 90% Minimum Acceptance Condition. However, if such Condition was waived, there is a risk that Coda will not acquire 90% of Torrens Shares and will therefore be unable to compulsorily acquire the remaining shares that would deliver Coda 100% ownership of Torrens. Depending on the level of acceptances received under the Offer, Coda would seek to delist Torrens from ASX, however, there can be no guarantee that ASX would agree to delist Torrens where Coda acquires less than 90%. While Coda would consolidate Torrens into its corporate group upon obtaining control, Coda shareholders should note that Coda would need to ensure that Torrens' ASX listing is maintained which would include incurring expense to ensure that Torrens complies with the numerous legal compliance obligations required of a listed entity.

If Coda acquires more than 50% but less than 90% of the Torrens Shares then, assuming all other conditions to the Offer are fulfilled or otherwise waived, Coda will acquire a majority shareholding in Torrens but will not be entitled to acquire the Torrens Shares that have not been accepted into the Offer. If Coda acquires a majority shareholding in Torrens and does not become entitled to acquire the Torrens Shares that have not been accepted into the Offer, Torrens Shareholders who do not accept the Offer will become minority Torrens Shareholders. This has a number of possible implications, including:

- (i) Coda will be in a position to cast the majority of votes at a general meeting of Torrens. This will enable Coda to control the composition of Torrens' board of directors and senior management and control the strategic direction of the businesses of Torrens and its subsidiaries;
- (ii) the price of Torrens Shares may fall immediately following the end of the Offer Period and it is unlikely that the price of Torrens' Shares will contain any control premium;
- (iii) the liquidity of Torrens Shares may be lower than at present, and there is a risk that Torrens could be fully or partially removed from certain S&P/ASX indices due to lack of free float and/or liquidity;
- (iv) there may be limited institutional support for Torrens Shares;
- (v) there may be limited analyst coverage of Torrens Shares;
- (vi) if the number of Torrens Shareholders is less than that required by the Listing Rules to maintain an ASX listing, then Coda may seek to have Torrens removed from the official list of the ASX. If this occurs, Torrens Shares will not be able to be bought or sold on the ASX; and
- (vii) if Coda acquires 75% or more of the Torrens Shares it will be able to pass a special resolution of Torrens. This will enable Coda to, among other things, change Torrens' constitution.

(e) Sale of Coda Shares

Under the Offer, Coda may issue a significant number of new Coda Shares. Some holders of Torrens may not intend to continue to hold their Coda Shares and may wish to sell them. There is a risk that this may adversely impact on the price of Coda Shares.

Coda Shares that would otherwise be issued to Foreign Torrens Shareholders under the Offer will be sold on ASX and the net proceeds distributed amongst those shareholders. The sale of these Coda Shares could also adversely impact the price of Coda Shares.



(f) Torrens information

In preparing the information relating to Torrens contained in this Bidder's Statement, Coda has relied on publicly available information. Risks may exist in relation to Torrens (which may affect the Combined Group) of which Coda may be unaware. However, as Torrens is an ASX listed entity, any substantial threats to Torrens' business should have been disclosed pursuant to Torrens' periodic and continuous disclosure obligations.

If any material risks are known to Torrens directors, they must be disclosed in the Target's Statement to be issued by Torrens.

(g) Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Coda are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally. To the maximum extent permitted by law, Coda, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of accepting the Offer.



11

Additional
information

11. Additional information

11.1 Bid Implementation Deed

On 8 February 2022, Coda and Torrens entered into the Bid Implementation Deed. This document sets out the agreed basis on which Coda will make the Offer and the respective obligations of Coda and Torrens in relation to the Offer.

The Bid Implementation Deed was released to ASX on 9 February 2022 and a copy is available from the ASX website at www.asx.com.au.

A summary of the key elements of the Bid Implementation Deed is set out below.

- (a) Coda has agreed to offer 0.23 Coda Shares for every 1 Torrens Share held.
- (b) Torrens has represented and warranted that all of the Torrens Directors have informed Torrens they will:
 - (i) each recommend that all Torrens Shareholders accept the Offer, subject to there being no superior proposal;
 - (ii) each make a statement that they intend to accept the Offer in respect of all Shares owned or controlled by them within 2 days after the expiration of 21 days after the Offer Period commences, unless a Superior Proposal emerges; and
 - (iii) not withdraw, revise, revoke or qualify, or make any public statement inconsistent with, their recommendation to accept the Offer unless a superior proposal emerges.
- (c) The Offer is subject to Conditions which are set out in Section 12.8.
- (d) Torrens has agreed to prepare a Target's Statement in response to the Offer that is consistent with the Bid Implementation Deed and all applicable laws.
- (e) Under the Bid Implementation Deed, Torrens is subject to customary no shop, no talk restrictions (subject to a customary fiduciary exception), and must also notify Coda of any third party approaches which may reasonably be expected to lead to a competing proposal, or requests for information relating to Torrens, other than requests occurring in the ordinary course of business, during the exclusivity period.
- (f) Coda is entitled to a \$250,000 reimbursement fee for costs incurred if the proposed transaction does not occur in customary prescribed circumstances.
- (g) Each party's liability to all other parties under or in connection with the Bid Implementation Deed (including in respect of any breach of the Bid Implementation Deed) is limited to the \$250,000 reimbursement fee.
- (h) Each party has indemnified the other party (and its related entities and each of their respective shareholders and key personnel for breach of its obligations under the Bid Implementation Deed.
- (i) The Bid Implementation Deed can be terminated in certain circumstances including the following:
 - (i) by either party including for breach by another party, where Coda withdraws the Offer, where a party is insolvent, the Offer is prohibited or restrained at law, the Torrens Directors change their recommendation that Torrens Shareholders accept the Offer, or a majority of the Torrens Directors decide that a superior proposal has been received;
 - (ii) by Coda where a Superior Proposal for the acquisition of Torrens Shares is announced by Torrens or made by a third party; a Torrens Director fails to recommend the Offer (or having recommended the Offer, withdraws or adversely changes their recommendation), any person has a greater than 20% interest in Torrens Shares, or certain customary material adverse changes or prescribed corporate occurrences happen to Torrens; or
 - (iii) by Torrens if a material adverse change happens to Coda.

11.2 Loan Facility Agreement

On 8 February 2022, Coda, Torrens and Terrace Mining entered into a short term, unsecured Loan Facility Agreement for the purposes of Coda providing up to \$2,000,000 in bridge funding to assist Torrens with its corporate activities (i.e. the Coda Bridging Facility), including to meet its obligations in connection with the Elizabeth Creek Joint Venture.

Under the Loan Facility Agreement:

- (a) Coda has agreed to provide up to \$2 million to Torrens, bearing interest at a commercial rate, to fund corporate activities and to fund the Torrens group's proportionate share of a future cash call for the Elizabeth Creek Copper Project (with that funding to then be provided by Torrens to Terrace Mining, as the relevant joint venturer in the Elizabeth Creek Joint Venture).



- (b) The short term funding may only be used by Torrens in accordance with a budget approved by Coda, which has specifically taken into account Torrens' short term funding needs, including its share of the Elizabeth Creek Copper Project cash call.
- (c) The facility is only available to Torrens until the end of the Offer Period or the date the Bid Implementation Deed is terminated (whichever is earlier).
- (d) All moneys owing are repayable by Torrens to Coda on the earlier of:
 - (i) the date agreed by them if Torrens becomes a wholly-owned subsidiary of Coda as a result of the Offer (i.e.; in the event the Offer is successful);
 - (ii) 60 days after the date the Bid Implementation Deed is terminated; and
 - (iii) 60 days after the Offer closes,
 or any earlier date on which the money owing becomes repayable in accordance with the terms of the facility (including on default by Torrens).
- (e) Coda may elect to treat any non-payment of moneys owing (including interest) on the due date by Torrens as if Terrace Mining had elected not to contribute funds and, consequently, to dilute its joint venture interest in the Elizabeth Creek Copper Project (in accordance with the terms of the Elizabeth Creek Joint Venture). On application of the dilution calculation, the outstanding amount will be deemed to have been repaid.

11.3 Date for determining holders of Torrens Shares

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under item 6 and 12 of section 633(1) is the Register Date.

11.4 Broker handling fee

Coda may offer to pay a commission to brokers who solicit acceptances of the Offer from their clients, however, has made no final decision in relation to the matter at this stage. If Coda makes a decision to offer such a commission to brokers, it will make an announcement to ASX confirming this.

If such arrangements are put in place, the commission will be payable to brokers only and subject to the condition that no part of the fee will be able to be passed on or paid to Torrens Shareholders.

It is Coda's intention that, once an offer of commission has been made to any broker by Coda, the commission arrangement will remain in place for the balance of the Offer Period and the amount of the commission offers will not be increased during the Offer Period.

11.5 Status of defeating conditions

The Offer is subject to a number of conditions set out in Section 12.8. Coda will provide updates on any material developments relating to the status of these conditions through announcements to the ASX.

As at the date of this Bidder's Statement, Coda is not aware of any events or circumstances which would result in the non-fulfilment of any of the defeating conditions.

11.6 Consents

This Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or on the company announcement platform of ASX by Torrens and others. Under the terms of ASIC Class Order 13/521, the parties making those statements are not required to consent to, and have not consented to, the inclusion of those statements in this Bidder's Statement. If you would like to receive a copy of any of these documents, please contact the Offer Information Line on 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside Australia) and you will be sent copies free of charge. Information may also be obtained from Torrens' platform on ASX's website at www.asx.com.au (ASX code: TRN).

This Bidder's Statement also includes statements based on trading data reflecting trading on the ASX prepared by IRESS. IRESS has not consented to the use of such trading data reference in this Bidder's Statement. Under the terms of ASIC Corporations (Consents to Statements) Instrument 2016/72, IRESS is not required to consent to, and has not consented to, the inclusion of those statements in this Bidder's Statement.



The following persons have given, and have not at the date of this Bidder's Statement withdrawn, their written consent to being named in this Bidder's Statement:

- (a) Taylor Collison – in relation to being named as financial adviser to Coda;
- (b) Blackwall Legal – in relation to being named as legal adviser to Coda;
- (c) Deloitte Touche Tohmatsu – in relation to being named as Independent Auditor of Coda; and
- (d) Link Market Services Limited – in relation to being named as the Share Registry to Coda.

None of these persons, firms or companies has caused or authorised the issue of this Bidder's Statement or has in any way been involved in the making of the Offer. The Offer is made by Coda. Each of these persons, firms and companies, to the maximum extent permissible by the law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement.

11.7 Competent Persons Statement

The information in this Bidder's Statement that relates to Coda's Mineral Resources and Ore Reserves (other than in relation to Emmie Bluff) is based on information extracted from Coda's FY21 Financial Report which is available to view at Coda's website www.codaminerals.com and on Coda's company announcement platform at www.asx.com.au (ASX code COD). Coda confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. Coda confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this Bidder's Statement that relates to Coda's Mineral Resources and Ore Reserves in relation to Emmie Bluff is based on information extracted from Coda's company announcement released to the ASX on 20 December 2021 which is available to view at Coda's website www.codaminerals.com and on Coda's company announcement platform at www.asx.com.au (ASX code COD). Coda confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. Coda confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

11.8 Social security and superannuation implications of the Offer

Acceptance of the Offer may have implications under your superannuation arrangements or on your social security entitlements. If in any doubt, you should seek specialist advice.

11.9 Disclosure of interests of certain persons

Other than as set out in this Bidder's Statement, no:

- (a) Coda Director;
 - (b) person named in this Bidder's Statement as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Bidder's Statement;
 - (c) promoter of Coda; or
 - (d) underwriter to the issue or sale or a financial services licensee involved in the issue or sale,
- (together, the **Interested Persons**) holds at the date of this Bidder's Statement or held at any time during the two years prior to the date of this Bidder's Statement:
- (e) an interest in the formation or promotion of Coda;
 - (f) an interest in property acquired or proposed to be acquired by Coda in connection with Coda's formation or promotion or the offer of Coda Shares under the Offer; or
 - (g) an interest in the offer of Coda Shares under the Offer.



11.10 Disclosure of fees and benefits received by certain persons

Other than as set out in this Bidder's Statement, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (a) to any Coda Director, or proposed Coda Director, to induce them to become, or to qualify as, a Coda Director; or
- (b) for services provided by any of the Interested Persons in connection with the formation or promotion of Coda or offer of Coda Shares under the Offer.

The estimated fees paid or payable in connection with the preparation and distribution of this Bidder's Statement and for services provided in connection with the Offer (on the basis that the Offer is successful), are as follows:

- (a) Taylor Collison – up to \$400,000 (ex GST) in relation to acting as financial adviser to Coda in connection with the Offer; and
- (b) Blackwall Legal – up to \$110,000 (ex GST) in relation to acting as legal adviser to Coda in connection with the Offer together with ongoing fees on a normal commercial basis.

11.11 Disclosure of interests of Directors

As at the date of this Bidder's Statement, the beneficial interests of each Coda Director in Coda Shares and Torrens Shares are set out in Sections 4.7 and 6.5 (respectively).

11.12 Expiry Date

No securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of this Bidder's Statement.

11.13 Foreign jurisdictions

The distribution of this Bidder's Statement in jurisdictions outside of Australia may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Coda disclaims all liabilities to such persons.

No action has been taken to register or qualify Coda or to otherwise permit a public offering of Coda Shares outside Australia.

11.14 Foreign Torrens Shareholders and Small Holding Shareholders

Torrens Shareholders who are Foreign Torrens Shareholders or Small Holding Shareholders will not be entitled to receive Coda Shares as consideration for their Torrens Shares pursuant to the Offer, unless Coda otherwise determines.

A Torrens Shareholder is a Foreign Torrens Shareholders for the purposes of the Offer if their address as shown in the Torrens Register at 5.00pm (WST) on the Register Date is in a jurisdiction other than Australia or external territories or New Zealand. However, such a person will not be a Foreign Torrens Shareholder if Coda is satisfied that it is not legally or practically constrained from making the Offer in such circumstances in the relevant jurisdiction. Notwithstanding anything else in this Bidder's Statement, Coda is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

A Torrens Shareholder is a Small Holding Shareholder if the total number of Coda Shares it would be entitled to on acceptance of the Offer is less than a Marketable Parcel.

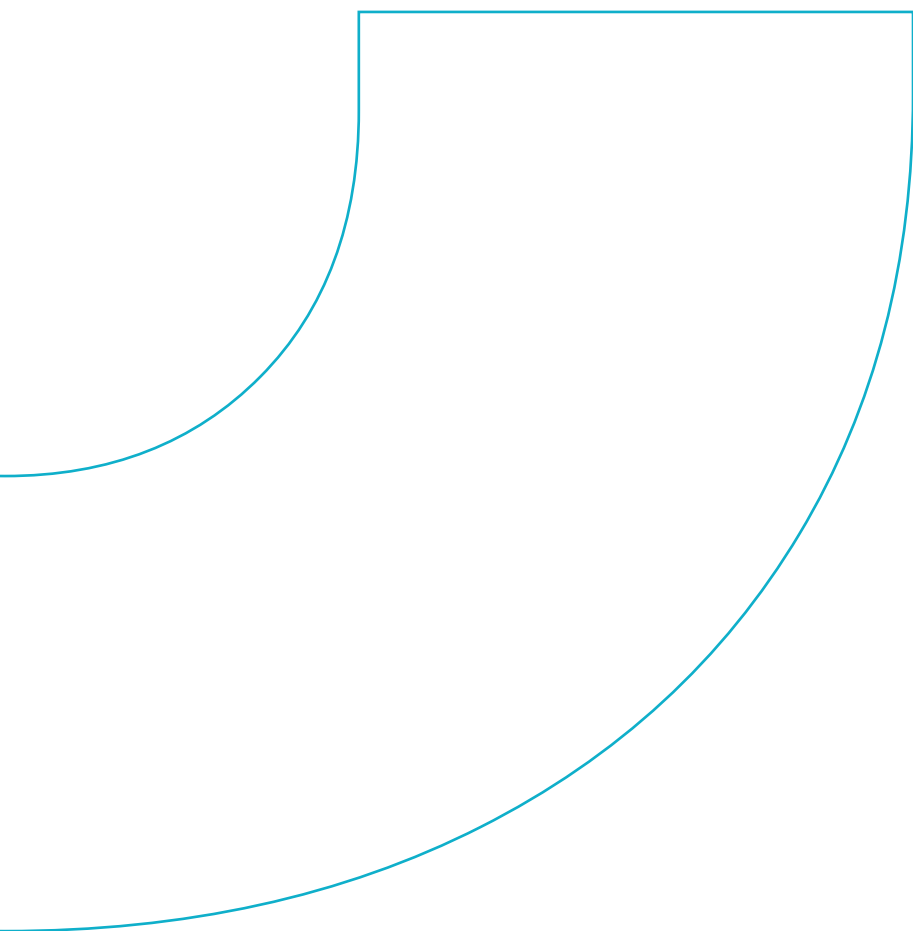
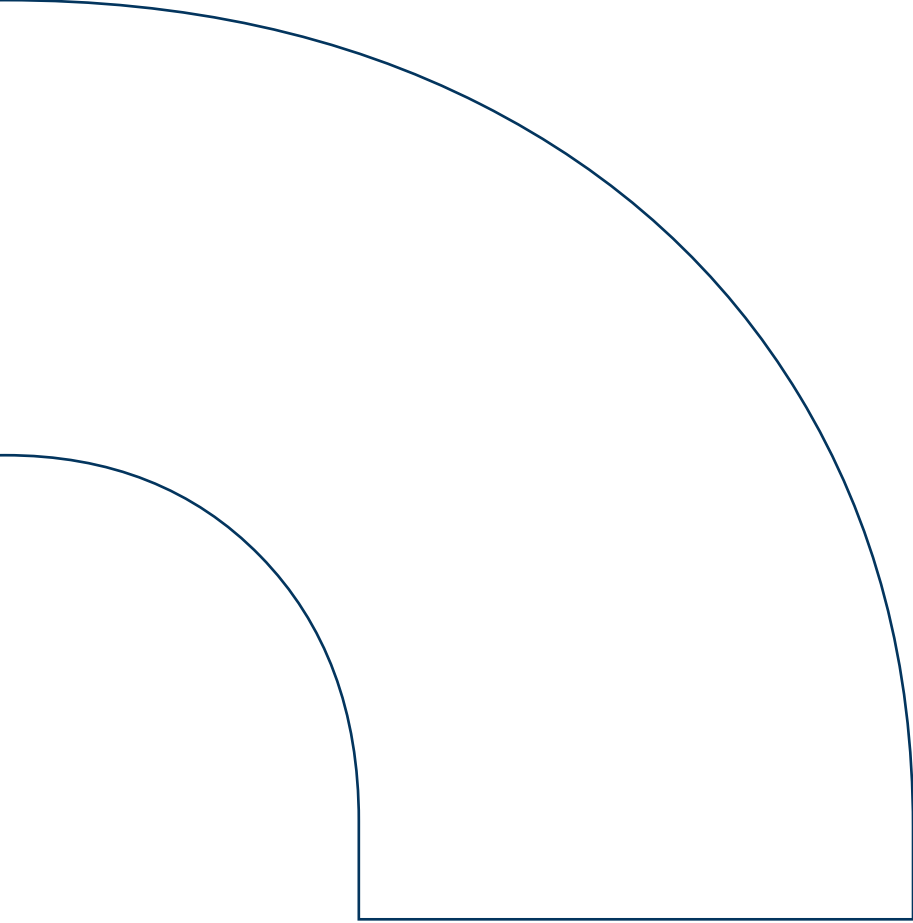
The Coda Shares which would otherwise have been issued to Foreign Torrens Shareholders and Small Holding Shareholders will instead be issued to a nominee approved by ASIC, who will sell these Torrens Shares. The net proceeds of the sale of such shares will then be remitted to the relevant Foreign Torrens Shareholders and Small Holding Shareholders. See Section 12.5(c) for further details.

11.15 Other material information

Except for the information contained in this Bidder's Statement and in Torrens' releases to ASX before the date of this Bidder's Statement, there is no information known to Coda which:

- (a) is material in the making of a decision by a Torrens Shareholder whether to accept the Offer; and
- (b) has not been previously disclosed to Torrens Shareholders.





12

Terms and conditions
of the Offer

12. Terms and conditions of the Offer

12.1 Offer

- (a) Coda offers to acquire all of Your Torrens Shares, not only some, on and subject to the terms and conditions set out in this Section 12.
- (b) The consideration under the Offer is 0.23 Coda Share for each of Your Torrens Shares. If this calculation results in an entitlement to a fraction of a Coda Share, that fraction will be rounded up to the nearest whole number of Coda Shares.
- (c) If, at the time this Offer is made to you, you are a Foreign Torrens Shareholder or a Small Holding Shareholder, then, despite any other provision of this Offer, you will not receive Coda Shares as your Offer Consideration. Instead, you will receive a cash amount determined in accordance with Section 12.5(c).
- (d) The Coda Shares to be issued are ordinary shares in Coda and will be credited as fully paid and have the rights summarised in Section 4.4.
- (e) By accepting this Offer, you undertake to transfer to Coda not only the Torrens Shares to which the Offer released, but also all Rights attached to those Torrens Shares (see Sections 12.4(g) to 12.4(l)).
- (f) This Offer is being made to each person registered as the holder of Torrens Shares in the Torrens Register at 4.00pm (WST) on the Register Date. It also extends to:
 - (i) holders of securities that come to be Torrens Shares during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by, such securities and which are on issue as at the Register Date; and
 - (ii) any person who becomes registered, or entitled to be registered, as the holder of Your Torrens Shares during the Offer Period.
- (g) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is, or is entitled to be, registered as the holder of some or all of Your Torrens Shares, then:
 - (i) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to that other person in respect of those Torrens Shares;
 - (ii) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to you in respect of any other Torrens Shares you hold to which the Offer relates; and
 - (iii) this Offer will be deemed to have been withdrawn immediately at that time.
- (h) If at any time during the Offer Period you are registered or entitled to be registered as the holder of one or more parcels of Torrens Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate and distinct offer on the same terms and conditions as this Offer had been made in relation to each of those distinct parcels and any distinct parcel you hold in your own right. To validly accept the Offer for each parcels you must comply with the procedure in section 653B(3) of the Corporations Act. If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or Acceptance Form, please call the Offer Information Line on 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside of Australia) Monday to Friday between 8.30am and 5.00pm (WST) to request those additional copies.
- (i) If Your Torrens Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee you should contact that nominee for assistance in accepting the Offer.
- (j) The Offer is dated 7 March 2022.

12.2 Offer Period

- (a) Unless withdrawn, the Offer will remain open for acceptance during the period commencing on the date of this Offer and ending at 4.00pm (WST) on the later of:
 - (i) 6 April 2022; or
 - (ii) any date to which the Offer Period is extended.
- (b) Coda reserves the right, exercisable in its sole discretion, to extend the Offer Period in accordance with the Corporations Act.
- (c) If, within the last 7 days of the Offer Period, either of the following events occurs:
 - (i) the Offer is varied to improve the consideration offered; or
 - (ii) Coda's voting power in Torrens increases to more than 50%,
 then the Offer Period will be automatically extended so that it ends 14 days after the relevant event in accordance with section 624(2) of the Corporations Act.



12.3 How to accept this Offer

(a) Full acceptance required

You may only accept this Offer during the Offer Period for all Your Torrens Shares.

(b) CHESSE Holdings

If Your Torrens Shares are in a CHESSE Holding and you are not a Participant, you may accept the Offer by doing one of the following:

(i) Electronic CHESSE Acceptance Form:

- A. You may logon to the Share Registry's website at <https://events.miraqle.com/coda-takeover> to complete and generate an electronic copy of your CHESSE Acceptance Form.
- B. You will need your Holder Identification Number and postcode or country of residence (if your registered address for Your Torrens Shares is outside of Australia) associated with Your Torrens Shares to log in.
- C. Completed forms may be submitted by post or email using the address details indicated on the form. All forms must be received before 4.00pm (WST) on the last day of the Offer Period.

(ii) Physical CHESSE Acceptance Form: to accept the Offer using a physical acceptance form, complete the CHESSE Acceptance Form accompanying this Bidder's Statement in accordance with the instructions on it and return it in by post the enclosed return envelope or by email to the address indicated on the CHESSE Acceptance Form to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules. For return of a CHESSE Acceptance Form to be an effective acceptance of the Offer, it must be received in time for the Share Registry to give instructions to your Controlling Participant, and your Controlling Participant to carry out those instructions, before the end of the Offer Period; or

(iii) Contact your Controlling Participant: contact your Controlling Participant (usually your Broker) and instruct them to accept the Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules, in sufficient time, so that it is processed before 4.00pm (WST) on the last day of the Offer Period.

(c) Participant

If Your Torrens Shares are in a CHESSE Holding and you are a Participant, acceptance of this Offer may be initiated in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period (4.00pm WST) on 6 April 2022, unless the Offer Period is extended).

(d) Issuer Sponsored Holdings

If you hold Torrens Shares in an Issuer Sponsored Holding, may accept the Offer by completing and returning an Issuer Acceptance Form as follows:

(i) Electronic Issuer Acceptance Form:

- A. You may logon to the Share Registry's website at <https://events.miraqle.com/coda-takeover> to complete and generate an electronic copy of your Issuer Acceptance Form.
- B. You will need your Securityholder Reference Number and postcode or country of residence (if your registered address for Your Torrens Shares is outside of Australia) associated with Your Torrens Shares to log in.
- C. Completed forms may be submitted by post or email using the address details indicated on the form. All forms must be received before 4.00pm (WST) on the last day of the Offer Period.

(ii) Physical Issuer Acceptance Form: You may complete the hard copy Issuer Acceptance Form which accompanies this Bidder's Statement in accordance with the instructions on it and return it by post in the enclosed return envelope or by email to the address indicated on the Issuer Acceptance Form so that it is received before 4.00 pm (WST) on the last day of the Offer Period.

(e) Coda's discretion regarding incomplete or invalid acceptance

Coda may, in its absolute discretion, determine that any Acceptance Form it receives is a valid acceptance, even if one or more of the requirements set out in the Acceptance Form has not been complied with or you have been sent (and you have therefore completed) the wrong Acceptance Form for the subregister on which Your Torrens Shares are held, but Coda may, in its absolute discretion, decide not to pay you until:

- (i) the irregularity has been resolved; and
- (ii) the share certificate (if any), or an acceptable indemnity, and any other document required to enable Coda to be registered as the holder of Your Torrens Shares, have been given to Coda.

(f) Status of the Acceptance Form

The Acceptance Form that accompanies this Bidder's Statement forms part of this Offer, and the instructions on the Acceptance Form must be followed in using it to accept this Offer.



12.4 The effect of acceptance

By initiating acceptance of this Offer through CHESS in accordance with Sections 12.3(b) or 12.3(c), or signing and returning an Acceptance Form in accordance with Sections 12.3(b) or 12.3(d), you will have:

- (a) accepted this Offer (and each variation of the Offer (if any) permitted under Part 6.6 of the Corporations Act) for all Tour Torrens Shares;
- (b) unless Section 12.5(c) applies to you, irrevocably authorised Coda to issue to you the Coda Shares you are entitled to receive under the Offer and to enter (or cause the entry of) your name and address (as shown in the Torrens Register last notified to Coda by Torrens) in the Coda Register in respect of those Shares, and agree to be bound by the Constitution of Coda;
- (c) subject to the conditions to the Offer in Section 12.8 being fulfilled, agreed to transfer Your Torrens Shares to Coda;
- (d) represented and warranted to Coda that:
 - (i) Your Torrens Shares are at the time of acceptance, and will be on registration of the transfer of Your Torrens Shares to Coda, fully paid up, and Coda will acquire good title to them and full beneficial ownership of them free from all mortgages, charges, liens and other encumbrances and restrictions on transfer of any kind; and
 - (ii) you have full power and capacity to sell and transfer those securities;
- (e) irrevocably and unconditionally authorised Coda (by its servants or agents) to complete or alter the Acceptance Form on your behalf (and irrevocably and unconditionally appoint Coda, its directors, secretaries, officers, servants and agents as your attorney for that purpose) by:
 - (i) inserting correct details of Your Torrens Shares;
 - (ii) filling in any blanks remaining on the Acceptance Form;
 - (iii) rectifying any error in or omission from the Acceptance Form; and
 - (iv) completing and signing on your behalf (or as your attorney) any other instrument or transfer, as may be necessary to make the Acceptance Form an effective acceptance of this Offer or to enable the registration of the transfer of **Your Torrens Shares to Coda**;
- (f) if any of Your Torrens Shares are held in a CHESS Holding and you have signed an Acceptance Form for them, irrevocably authorised Coda (by its servants or agents) to:
 - (i) instruct your Controlling Participant to initiate acceptance of this Offer for those Torrens Shares in accordance with the ASX Settlement Operating Rules; and
 - (ii) give any other instructions in relation to those Torrens Shares to your Controlling Participant on your behalf under the Sponsorship Agreement between you and the Controlling Participant as may be necessary to make the Acceptance Form an effective acceptance of this Offer or to enable the registration of the transfer of Your Torrens Shares to Coda;
- (g) irrevocably appointed Coda and its directors, secretaries and officers jointly and each of them severally as your attorney, with effect from the date this Offer or any contract resulting from the acceptance of this Offer, is declared free from all its conditions or those conditions are fulfilled, with power to exercise the powers and rights which you could lawfully exercise as the registered holder of Your Torrens Shares, including:
 - (i) requesting Torrens to register Your Torrens Shares in the name of Coda;
 - (ii) applying for a replacement certificate in respect of any share certificate that has been lost or destroyed;
 - (iii) attending and voting at a meeting of Torrens;
 - (iv) demanding a poll for a vote taken at or proposing or seconding a resolution to be considered at a meeting of Torrens;
 - (v) requisitioning a meeting of Torrens;
 - (vi) signing any form, notice or instrument relating to Your Torrens Shares; and
 - (vii) doing all things incidental and ancillary to any of Sections 12.4(g)(i) to 12.4(g)(vi),and you acknowledge and agree that the attorney may exercise those powers in the interests of Coda as the intended registered holder of Your Torrens Shares;
- (h) agreed not to attend or vote in person at any meeting of Torrens, except as permitted by Coda, or to exercise or purport to exercise any of the powers conferred on Coda and its directors, secretaries and officers in Section 12.4(g);
- (i) irrevocably authorised and directed Torrens to pay or account to Coda for all Rights if and when the contract resulting from your acceptance of the Offer becomes unconditional. Coda will account to you for any Rights received by it if this Offer is withdrawn or the contract resulting from your acceptance of this Offer is rescinded under Section 12.9 or is rendered void under Section 12.15;



- (j) except where Rights have been paid or accounted for under Section 12.4(i), irrevocably authorised Coda to deduct from the consideration payable for Your Torrens Shares, the amount or value of all Rights under Section 12.7;
- (k) irrevocably authorised Coda and its nominees to do all things necessary to transfer Your Torrens Shares to Coda (including to cause the transmission of a message in accordance with Rule 14.17.1 of the ASX Settlement Operating Rules so as to transfer Your Torrens Shares which are in a CHESS Holding to the Takeover Transferee Holding) even if Coda has not yet paid the consideration due to you;
- (l) agreed to execute all documents, transfers and assurances as may be necessary or desirable to convey Your Torrens Shares and Rights to Coda; and
- (m) agreed to fully indemnify Coda in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or your Securityholder Reference Number or in consequence of the transfer of Your Torrens Shares to Coda being registered by Torrens without production of your Holder Identification Number or your Securityholder Reference Number.

12.5 Payment of consideration

- (a) If the Acceptance Form does not require you to give another document for your acceptance, Coda will issue to you the Coda Shares as consideration for Your Torrens Shares by the end of whichever of the following periods ends earlier:
 - (i) if this Offer is unconditional when you accept this Offer, within one month after the date this Offer is accepted by you;
 - (ii) if this Offer is subject to a defeating Condition when you accept this Offer, within one month after the date the takeover contract resulting from your acceptance of this Offer becomes unconditional; and
 - (iii) 21 days after the end of the Offer Period if the takeover contract resulting from your acceptance of this Offer becomes unconditional.
- (b) If the Acceptance Form requires another document to be given for your acceptance (such as a power of attorney):
 - (i) if the document is given with your acceptance, Coda will issue the Coda Shares to you in accordance with section 12.5(a);
 - (ii) if the document is given after your acceptance and before the end of the Offer Period and the Offer is subject to a defeating Condition at the time Coda is given the document, Coda will issue to you the Coda Shares as consideration for Your Torrens Shares by the end of whichever of the following periods ends earlier:
 - A. one month after the date the takeover contract resulting from your acceptance of this Offer becomes unconditional; or
 - B. 21 days after the end of the Offer Period if the takeover contract resulting from your acceptance of this Offer becomes unconditional;
 - (iii) if the document is given after your acceptance and before the end of the Offer Period and this Offer is unconditional at the time Coda is given the document, Coda will issue to you the Coda Shares as consideration for Your Torrens Shares by the end of whichever of the following periods ends earlier:
 - A. one month after the date that document is given; or
 - B. 21 days after the end of the Offer Period if the takeover contract resulting from your acceptance of this Offer becomes unconditional;
 - (iv) if the document is given after your acceptance and after the end of the Offer Period and at the time Coda is given the document the takeover contract is unconditional, Coda will issue to you the Coda Shares as consideration for Your Torrens Shares within 21 days after the date Coda is given the document; or
 - (v) if the document is given after your acceptance and after the end of the Offer Period and at the time Coda is given the document the takeover contract is subject to a condition that relates only to the happening of a 'Prescribed Occurrence' (as described in Section 12.8(e)), Coda will issue to you the Coda Shares as consideration for Your Torrens Shares within 21 days after the date this Offer becomes unconditional.
- (c) The obligation of Coda to allot and issue Coda Shares to you under this Offer will be satisfied by Coda:
 - (i) entering your name on the Coda Register; and
 - (ii) if your name is entered on the Issuer Sponsored Subregister of Coda, no later than five Business Days after such entry, dispatching or procuring the dispatch to you, by pre-paid post to your address as shown in the latest copy of the Torrens Register provided by Torrens to Coda before dispatch, a holding statement in accordance with the ASX Listing Rules. If Your Torrens Shares are held in joint names and those names are entered on the Issuer Sponsored Subregister of Coda, the holding statement will be issued in the name of, and dispatched to, the holder whose name appears first in the Torrens' Register.



- (d) If you have accepted the Offer and you are a Foreign Torrens Shareholders or a Small Holding Shareholder, you will receive your share of the proceeds from the sale of the Coda Shares in accordance with Section 12.6.
- (e) If, at the time you accept this Offer, any authority or clearance of the Reserve Bank of Australia, the Australian Taxation Office or the Minister for Foreign Affairs is required for you to receive any consideration under this Offer, or you are resident in, or a resident of, a place to which, or you are a person to whom:
 - (i) the Charter of the *United Nations Act 1945 (Cth)*;
 - (ii) the *Autonomous Sanctions Act 2011 (Cth)*; or
 - (iii) any other law of Australia that would make it unlawful for Coda to provide consideration for Your Torrens Shares,
 applies, then acceptance of this Offer will not create or transfer to you any right (contractual or contingent) to receive the consideration specified in this Offer unless **and until all requisite authorities or clearances have been obtained by you in favour of Coda.**
- (f) If Coda determines, acting reasonably and in good faith, that it may pay an amount to the Commissioner of Taxation (**Commissioner**) pursuant to Subdivision 14-D of Schedule 1 of the *Taxation Administration Act 1953 (Cth)* (**TAA**) with respect to the acquisition of the Torrens Shares from a Torrens Shareholder, Coda will, for any such Torrens Shareholder:
 - (i) determinate the amount to be paid to the Commissioner (**Payment Amount**);
 - (ii) remit the Payment Amount to the Commissioner within the time required under the TAA; and
 - (iii) reduce the amount of consideration payable by Coda to that Torrens Shareholders by the Payment Amount for the purposes of this Offer.

For the avoidance of doubt, where the conditions in this Section 12.5(c) are satisfied, Coda will, for the purposes of this Offer, be deemed to have satisfied its obligations to pay the consideration to a Torrens Shareholder if the amount paid to the Torrens Shareholder is the amount of the consideration that would have otherwise been payable to the Torrens Shareholder pursuant to the Offer, less the Payment Amount for that Torrens Shareholder.

12.6 Foreign Torrens Shareholders and Small Holding Shareholders

- (a) If you are a Foreign Torrens Shareholder or a Small Holding Shareholder, you will not be entitled to receive Coda Shares as your Offer Consideration for Your Torrens Shares as a result of accepting the Offer, and Coda will:
 - (i) arrange for the issue of a nominee approved by ASIC (**Nominee**) of the number of Coda Shares to which you and all other Foreign Torrens Shareholders and Small Holding Shareholders would have been entitled but for Section 12.1(c). Coda may arrange for the Coda Shares to be issued to the Nominee in tranches. Coda has the sole and complete discretion as to when and in how many batches to aggregate the Coda Shares to be issued as a result of acceptances;
 - (ii) cause the Coda Shares so issued to be offered for sale by the Nominee (in one or more tranches) on ASX as soon as practicable and otherwise in the manner, at the price and on such other terms and conditions as are determined by the Nominee; and
 - (iii) cause the Nominee to pay to you the amount ascertained in accordance with the formula, being your pro rata share of the proceeds from the Coda Shares sold in the relevant same tranche, less brokerage and sale expenses:

$$\frac{(N \times YS)}{TS}$$

TS

where:

N is the amount which is received by the Nominee upon the sale of the Coda Shares in the relevant tranche under this Section 12.5(c) less brokerage and sale expenses;

YS is the number of Coda Shares which would, but for Section 12.1(c), otherwise have been allotted to you; and

TS is the total number of Coda Shares allotted to the Nominee in the relevant tranche under this Section 12.5(c)

- (b) You will receive your share of the proceeds of the sale of Coda Shares by the Nominee in Australian currency.
- (c) Payment will be made by cheque posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) at the address provided on your Acceptance Form within the period required by the Corporations Act.
- (d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Coda Shares by the Nominee. Regardless of any delay in remitting these proceeds to you.



- (e) The Nominee may sell the Coda Shares in such manner, at such price or prices and on such terms as the Nominee determines. The Nominee will see the Coda Shares on ASX as soon as practicable and has sole and complete discretion with regards to the number of tranches in which to sell the Coda Shares that are issued to them.
- (f) As the market price of Coda Shares will be subject to change from time to time, the sale price of the Coda Shares sold by the Nominee and the proceeds of those sales cannot be guaranteed. Neither Coda nor the Nominee gives any assurance as to the price that will be achieved for the sale of the Coda Shares by the Nominee.
- (g) The Nominee will be appointed by, and will provide the Nominee services to, Coda. In acting as Nominee, the Nominee will not be acting as agent or sub-agent for any Foreign Torrens Shareholder or Small Holding Shareholders, does not have duties or obligations (fiduciary or otherwise) to any Foreign Torrens Shareholder or Small Holding Shareholder and does not underwrite the sale of the Coda Shares.

12.7 Dividends and other entitlements

(a) Cash Rights

If any cash Rights are declared, paid, made, arise or accrue to you as the holder of Your Torrens Shares, Coda may reduce the price specified in Section 12.1(b) by the amount of the Rights, unless the benefit of the Rights is passed to Coda under Section 12.4(i).

(b) Non-cash Rights

If any non-cash Rights are issued, made, arise or accrue to you as the holder of Your Torrens Shares, Coda may reduce the price specified in Section 12.1(b) by the value (as reasonably determined by the chair of ASX or his nominee or, if such a determination is not made within two weeks of a request being made of them by Coda, as reasonably determined by Coda) of the non-cash Rights, unless the benefit of the Rights is passed on to Coda under Section 12.4(i).

12.8 Conditions of this Offer

The Takeover Bid and any contract resulting from the acceptance of the Takeover Bid are subject to the fulfilment of the following conditions:

(a) Minimum acceptance

At the end of the Offer Period, Coda has a Relevant Interest in at least 90% of all Torrens Shares.

(b) Torrens Options

Coda's offer to acquire the Torrens Options is accepted by all Torrens Option Holders and Coda enters binding agreements with each Torrens Option Holder to record such transaction.

(c) Authorisations

Before the end of the Offer Period, all Authorisations that are required by law, or by any other Third Party, as are necessary to permit:

- (i) the Offer to be lawfully made to, and be accepted by, Torrens Shareholders;
- (ii) the transactions contemplated by Bidder's Statement to be completed; and
- (iii) the Torrens Group to be in material compliance with its contracts, permits, licences and other agreements,

are granted, given, made or obtained on an unconditional basis, remain in full force and effect in all respects, and do not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same.

(d) Regulatory actions

Between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) there is not in effect any preliminary or final decision, order, judgment, or decree issued by any Government Agency;
- (ii) an action or investigation has not been announced, commenced or threatened by any Government Agency; and
- (iii) an application is not made to any Government Agency (other than by Coda or any Associate of Coda), as a consequence of or in relation to the Takeover Bid (other than an application to, or a decision or order of, ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act) which:
 - (iv) restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, or materially impact upon, the making of the Takeover Bid and the completion of any transaction contemplated by Bidder's Statement; or
 - (v) requires the divestiture by Coda of any Torrens Shares or any material assets of a Torrens Group Company (including any Torrens Tenement Interest).



(e) Prescribed Occurrence

Between the Announcement Date and the end of the Offer Period (each inclusive), none of Prescribed Occurrences having occurred other than expressly permitted under the Bid Implementation Deed.

(f) Exercise of certain contractual rights

Between the Announcement Date and the end of the Offer Period (each inclusive), no person (other than Coda) exercises any rights under any provision of any agreement, deed, instrument or other binding arrangement to which a Torrens Group Company is a party, or by or to which a Torrens Group Company or any of its assets (including any Torrens Tenement Interest) may be bound or be subject to which:

- (i) requires monies borrowed by, or other financial accommodation provided to, a Torrens Group Company to be paid or repaid immediately or earlier than the repayment or maturity date stated in such agreement or other instrument;
- (ii) terminates or modifies any such agreement, deed, instrument or other binding arrangement, or requires that any action be taken pursuant to the same (including the acceleration of the performance of any obligation);
- (iii) terminates or modifies the interest of a Torrens Group Company in any company, partnership, trust, joint venture or other business structure (or any arrangements relating to such interest);
- (iv) terminates or modifies the interest of a Torrens Group Company in any farm-in, farm-out or similar arrangement (or any arrangements relating to such interest); or
- (v) requires that any assets (including any Torrens Tenement Interest), shares or business of a Torrens Group Company be sold, transferred or offered for sale or transfer, including under any pre-emptive rights or similar provisions, as a result of the acquisition of Torrens Shares by Coda.

(g) No change of control rights

Between the Announcement Date and the end of the Offer Period (each inclusive), no person has or will have any right as a result of Coda making the Takeover Bid or announcing its intention to make the Takeover Bid, or acquiring Torrens Shares under the Takeover Bid, to:

- (i) acquire, or require the disposal of, or require any entity within Torrens Group to offer to dispose of, any Torrens Tenement, asset, shares or business (or any interest in) of any entity within the Torrens Group;
- (ii) terminate, or vary the term of performance of, any agreement with any entity within the Torrens Group; or
- (iii) terminate, or vary the terms of any material approvals, licenses or permits issued by any Government Agency to any entity within Torrens Group.

(h) Material adverse events

Between the Announcement Date and the end of the Offer Period (each inclusive), none of the following occurs:

- (i) an event, change, condition, matter or thing occurs or will or is reasonably likely to occur;
- (ii) information is disclosed or announced by Torrens concerning any event, change, condition, matter or thing that has occurred or is reasonably likely to occur; or
- (iii) information concerning any event, change, condition, matter or thing that has occurred or is reasonably likely to occur becomes known to Coda (whether or not becoming public),

(each a **Material Adverse Event**) which, whether individually or when aggregated with all such events, changes, conditions, matters or things of a like kind that have occurred or are reasonably likely to occur, has had or would be considered reasonably likely to have:

- (iv) a material adverse effect on the business, assets (including the Torrens Tenement Interest), liabilities, financial or trading position, profitability or prospects of a Torrens Group Company taken as a whole; or
- (v) without limiting the generality of paragraph (iv) above, the effect of a diminution in the value of the consolidated net assets of Torrens Group, taken as a whole, by at least \$3,000,000 against what it would reasonably have been expected to have been but for such Material Adverse Event,

other than:

- (vi) an event, matter, change or circumstance caused, or materially contributed to, by Coda;
- (vii) anything required or permitted to be done or not done under the Bid Implementation Deed or otherwise required to be done in relation to the legal obligations to implement the Takeover Bid;



(viii) any event, matter, change or circumstance:

- A. fairly disclosed by Torrens to Coda or any Representative of Coda;
- B. disclosed in public filings by Torrens to ASIC;
- C. disclosed in announcements by Torrens released on the ASX market announcements platform; or
- D. otherwise known by Coda,

at any time prior to the Announcement Date, provided that the event, matter, change or circumstances (as the case may be) continues to be, in all material respects, as disclosed or otherwise known to Coda at that time;

(ix) an event, matter, change or circumstance in or relating to:

- A. economic, business, regulatory or political conditions in general;
- B. credit, financial or currency markets in general, or the state of securities markets in general (including any reduction in market indices);
- C. any change affecting the industry in which Torrens operates generally; or
- D. the portion of any event, matter, change or circumstances which is as a consequence of losses, expenses, damages or other costs covered by insurance which Torrens' insurers have agreed to pay; or

(x) anything done with the prior written consent of Coda.

(i) Market announcement

Between the Announcement Date and the end of the Offer Period (each inclusive), Torrens not having released any announcement to ASX which is untrue, inaccurate, incomplete or misleading in any material respect (including by way of material omission) that, if known by Coda, could reasonably be expected to have resulted in Coda either:

- (i) not proceeding with the Takeover Bid; or
- (ii) proceeding with the Takeover Bid on materially different terms

(j) Torrens Tenement Interests

Between the Announcement Date and the end of the Offer Period (each inclusive), other than in the ordinary course of business, none of Torrens Group Companies does or agrees to do any of the following, nor announces any intention to do so:

- (i) enters into, agrees to enter into or announces any agreement to enter into any contract, deed, commitment or arrangement (including without limitation any ore sale, mineral rights, ore processing, split commodity, joint venture, partnership, farm-in, royalty, marketing or off-take arrangement) in relation to any of the Torrens Tenements or the Torrens Tenement Interests;
- (ii) relinquishes (except as required under applicable law), sells or disposes of any interest or creates any Encumbrance over any of the Torrens Tenements or the Torrens Tenement Interests;
- (iii) takes or omits to take any action that results in or may reasonably be expected to result in a disposal of, or a breach of the terms of any of the Authorisations in relation to any Torrens Tenement or Torrens Tenement Interest; or
- (iv) takes any action or omits to take any action that results in or may reasonably be expected to result in the surrender of any of the Torrens Tenements, Torrens Tenement Interests, or any Authorisation relating to the same.

(k) Material transactions

Except for any proposed transaction or item fairly disclosed by Torrens in an announcement released to ASX within 6 months prior to the Announcement Date, and to the extent included in a work program and budget for Torrens approved by Torrens Directors and fairly disclosed to Coda before the Bid Implementation Deed, none of the following events occur between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) a Torrens Group Company disposes of, offers to dispose of, or agrees to dispose of, one or more Torrens Group Companies, Torrens Tenement Interests or assets (or any interest in the same) either:
 - A. for an amount or consideration in excess of \$50,000 (either alone or in aggregate); or
 - B. relating in any way to the Elizabeth Creek Copper Project;
- (ii) a Torrens Group Company enters into or agrees to enter into any purchase, sale, farm-in, farm-out, joint venture or partnership or other agreement (or series of agreements) that requires or is reasonably likely to involve payments, expenditure or the foregoing of revenue, by a Torrens Group Company in excess of \$50,000 in aggregate with other such matters; or



- (iii) a Torrens Tenement in which any Torrens Group Company has a Torrens Tenement Interest is revoked, surrendered, relinquished or terminated, or a Torrens Group Company agrees to the same, without there being a reasonable likelihood of such Torrens Tenement being allowed to continue, renewed or extended on terms which are no less favourable to Torrens Group Company.

(l) Litigation

Between the Announcement Date and the end of the Offer Period (each inclusive), litigation is not threatened or commenced against a Torrens Group Company which could reasonably result in a judgment or order:

- (i) of more than \$100,000 against a Torrens Group Company; or
- (ii) which could reasonably be expected to have a material adverse effect on a Torrens Group Company's Tenement Interest,

nor is any such litigation announced or made known to Coda (whether or not becoming public) or Torrens, regardless of whether the subject of prior resolution or otherwise.

(m) No breach

At the end of the Offer Period, Torrens not being in breach of any material term of the Bid Implementation Deed.

12.9 Breach of Conditions

Each of the Conditions in Section 12.8 is a Condition subsequent and does not prevent a contract to sell Your Torrens Shares resulting from an acceptance of this Offer. However, if a Condition in Section 12.8 is breached or not fulfilled, Coda may by notice in writing to you rescind that contract as if that contract had not been formed.

12.10 Nature and benefit of Conditions

Subject to the Corporations Act:

- (a) Coda alone has the benefit of the Conditions in Section 12.8;
- (b) a breach or non-fulfilment of any of those Conditions may be relied on only by Coda; and
- (c) Coda may, at its sole discretion, waive the breach or non-fulfilment of all or any of those Conditions.

12.11 Potential for waiver of Conditions

The Offer is subject to the Conditions as set out in Section 12.8. Under the terms of the Offer and the Corporations Act, any or all of those Conditions may be waived by Coda.

If an event occurs which results (or would result) in the non-fulfilment of a Condition, Coda might not make a decision as to whether it will either rely on that non-fulfilment, or instead waive the Condition in respect of the occurrence, until the date for giving the Notice of Status of the Conditions under section 630(3) of the Corporations Act (referred to in Section 12.14). If Coda decides that it will waive a Condition, it will announce that decision to ASX in accordance with section 650F of the Corporations Act.

If any of the Conditions are not fulfilled, and Coda decides to rely on the non-fulfilment, then any contract resulting from acceptance of the Offer will become void at (or, in some cases, shortly after) the end of the Offer Period, and the relevant Torrens Shares will be returned to the holder.

12.12 Freeing the Offer of Conditions

Coda may, subject to the Corporations Act, declare this Offer and all other Offers and all contracts resulting from the acceptance of Offers free from the Conditions (or any one or more or any part of them) in Section 12.8.

Subject to compliance with sections 630 and 650F of the Corporations Act, a declaration made under this Section 12.11 must be made by Coda by notice in writing to Torrens:

- (a) in the case of a Condition relating to the happening of a Prescribed Occurrence, not later than three Business Days after the end of the Offer Period; and
- (b) in any other case, not later than 7 days before the end of the Offer Period.

12.13 Official quotation of Coda Shares

Coda has been admitted to the official list of ASX and Coda Shares of the same class as those to be issued as consideration under the Offer have been granted Official Quotation by ASX.

An application will be made within 7 days after the start of the Offer Period to ASX for the granting of Official Quotation of the Coda Shares to be issued in accordance with the Offer. However, Official Quotation is not granted automatically on application.

In accordance with the Corporations Act, this Offer and any contract that results from your acceptance of it are subject to a condition that permission for the admission to Official Quotation by ASX of the Coda Shares to be issued under the Offer being granted no later than 7 days after the end of the Offer Period. If this condition is not fulfilled, all contracts resulting from the acceptance of the Offer will be automatically void.



12.14 Notice on status of Conditions

The date for giving the notice referred to in section 630(1) of the Corporations Act relating to the status of the Conditions in Section 12.8 is 29 March 2022 (**Notice of Status of Conditions**). This date may be extended in accordance with section 630(2) of the Corporations Act if the Offer Period is extended.

12.15 Void contracts

If at the end of the Offer Period the Conditions in Section 12.8 have not been fulfilled and Coda has not declared this Offer and all contracts resulting from the acceptance of Offers free from those Conditions, all contracts resulting from the acceptance of Offers and all Offers that have been accepted from whose acceptance binding contracts have not yet resulted will be automatically void.

In that event Coda will, if you have accepted this Offer, return at your risk your Acceptance Form together with all documents forwarded by you with the Acceptance Form to your address shown in the Acceptance Form.

12.16 Withdrawal of this Offer

Coda may withdraw this Offer with the written consent of ASIC. That consent may be given subject to any conditions specified in the consent.

12.17 Variation of this Offer

(a) Coda's entitlement

Coda may at any time before the end of the Offer Period vary this Offer in accordance with the Corporations Act:

- (i) by extending the Offer Period;
- (ii) by increasing the consideration payable under the Offer; and
- (iii) with the written consent of ASIC, and subject to any conditions specified by ASIC in that consent, in the manner that ASIC permits.

(b) Extension of Offer

If Coda extends the Offer Period, you will receive notice of the extension, unless, at the date of the extension, you have already accepted this Offer and the Offer has become free from the Conditions in section 14.7 or those Conditions have been fulfilled.

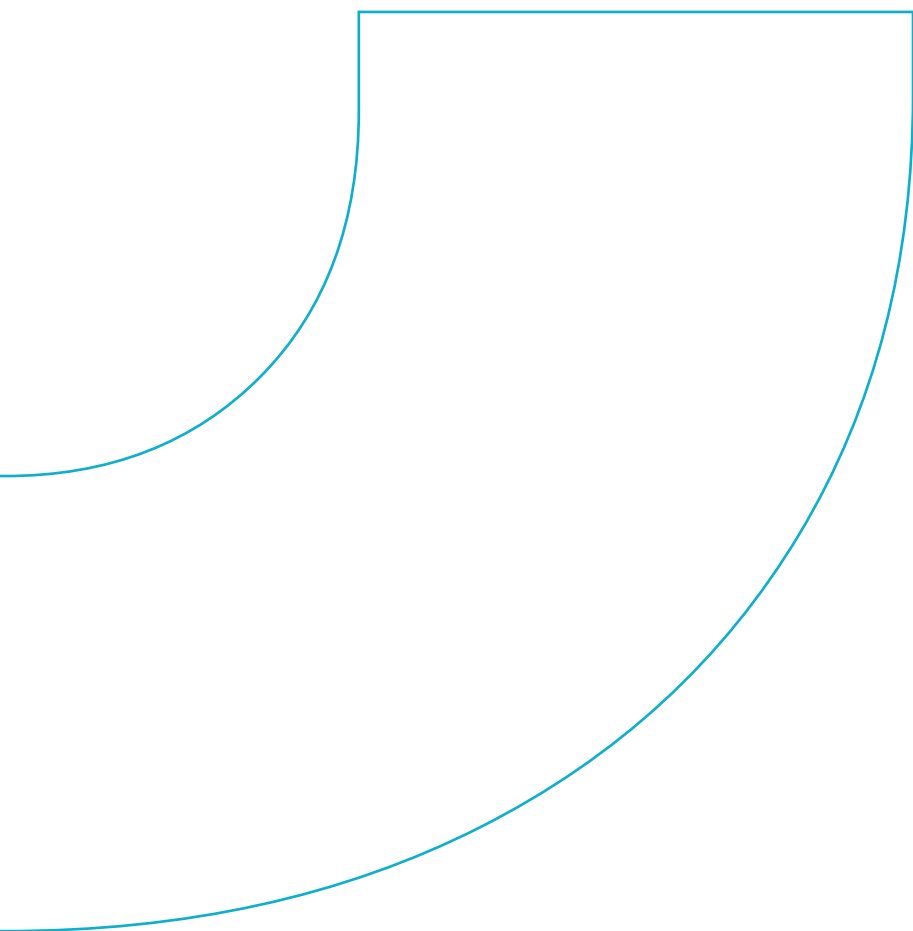
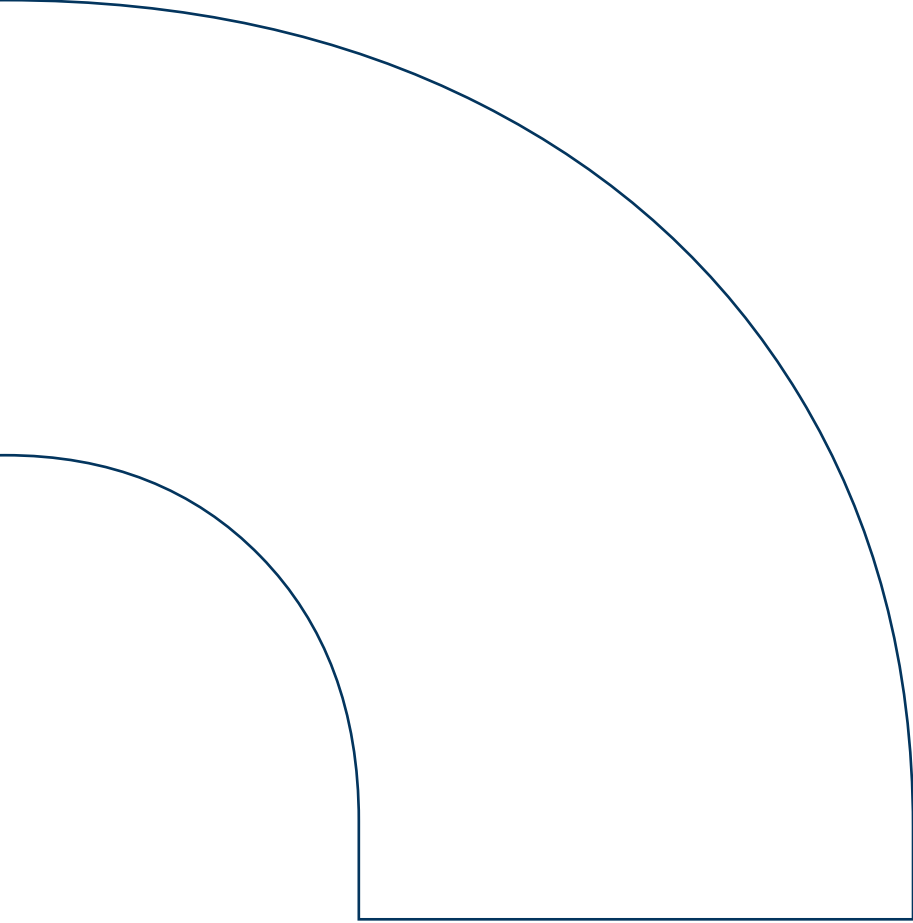
12.18 No stamp duty

Coda will pay any stamp duty on the transfer of Your Accepted Shares to it.

12.19 Governing laws

The Offer and any contract that results from your acceptance of it are to be governed by the laws in force in Western Australia.





13

Australian tax implications

13. Australian tax implications

13.1 Introduction

The following is a summary of the potential Australian income tax (including capital gains tax (CGT)), Goods and Services tax (GST) and stamp duty consequences generally applicable to Torrens Shareholders who dispose of Torrens Shares under the Offer. This summary is based on the law and practice in effect on the date of this Bidder's Statement.

The following summary is not intended to be an authoritative or complete statement of the tax law applicable to the specific circumstances of every Torrens Shareholder. In particular, this summary focuses on Torrens Shareholders that are Australian residents for income tax purposes and hold their Torrens Shares on capital account for investment purposes and only considers the Australian tax position.

For completeness, general high-level tax comments on the Australian tax implications for non-Australian residents are also included below.

This summary does not apply to Torrens Shareholders:

- (a) who hold their Torrens Shares as trading stock or as revenue assets;
- (b) who acquired their Torrens Shares as part of an employee share scheme operated by Torrens;
- (c) that may be subject to special tax rules, such as financial institutions, insurance companies, partnerships (except where expressly stated), tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary residents; or
- (d) who are subject to the taxation of financial arrangements rules in relation to gains and losses on their Torrens Shares.

All Torrens Shareholders are advised to seek independent professional advice about their particular circumstances and non-Australian resident Torrens Shareholders should seek their own advice on the Australian and foreign taxation consequences of any sale of their Torrens Shares.

13.2 CGT consequences on the disposal of Torrens Shares for Australian resident shareholders

A Torrens Shareholder that accepts the Offer and whose Torrens Shares are subsequently transferred to Coda, is taken to have disposed of their Torrens Shares for CGT purposes.

On disposal of their Torrens Shares, Torrens Shareholders make a capital gain to the extent that the market value of the Offer consideration exceeds the tax cost base of their Torrens Shares (subject to the availability of the CGT discount (see below) and any tax losses available to be offset against the capital gain).

The capital proceeds received for the disposal of the Torrens Shares should be calculated by reference to the market value of the Coda Shares that each Torrens Shareholder will receive.

The sum of all capital gains incurred by a Torrens Shareholder in the year in which the transaction occurs, reduced by any capital loss incurred during that year, or carried forward from prior years (known as the net capital gain), should be included in the assessable income of the Torrens Shareholder.

Alternatively, Torrens Shareholders make a capital loss on the transfer of their shares to Coda to the extent that the reduced cost base of their Torrens Shares exceeds the capital proceeds (i.e. the value of shares in Coda) they receive under the Offer. A capital loss may be used to offset a capital gain made in the same income year or be carried forward to offset a capital gain made in a future income year (subject to the satisfaction of certain loss recoupment tests which apply if the Torrens Shareholder is a company).

(a) Cost base of Torrens Shares generally

Generally, the cost base of Torrens Shares should be equal to the amount paid to acquire the Torrens Shares. Other incidental costs incurred by a Torrens Shareholder in respect of their acquisition or ownership of Torrens Shares (such as brokerage and un-deducted borrowing costs) may also be included in the cost base of the Torrens Shares they own. Torrens Shareholders should be aware that the CGT cost base may be different if they have previously applied a CGT rollover in respect of their Torrens Shares.

(b) CGT roll-over

Torrens Shareholders who make a capital gain from the disposal of their Torrens Shares may be eligible to choose scrip for scrip CGT rollover relief (provided certain conditions are met). Broadly, scrip for scrip CGT rollover relief enables Torrens Shareholders to disregard the capital gain they make from the disposal of their Torrens Shares.



For scrip for scrip CGT rollover relief to be available, Coda must become the owner of 80% or more of the shares in Torrens and the Torrens Shareholder must make a capital gain on the disposal of their Torrens Shares. If a capital loss arises, no scrip for scrip CGT rollover relief is available.

The benefit of choosing scrip for scrip CGT rollover relief will depend on the individual circumstances of each Torrens Shareholder and therefore Torrens Shareholders should discuss this with their tax advisers.

Where scrip for scrip CGT rollover relief is chosen, the tax cost base of the Coda Shares received by the Torrens Shareholders should equal the tax cost base of the Torrens Shares subject to disposal. This tax cost base will be allocated on a proportionate basis across the Coda Shares received and will be relevant in determining any future CGT liability in respect of the subsequent disposal of the Coda Shares.

For the purposes of determining whether the CGT discount applies on any subsequent disposal of the Coda Shares, the date on which the Torrens Shareholders will be deemed to have acquired the Coda Shares will be the day they acquired their original Torrens Shares.

Generally, the preparation of Torrens Shareholders' income tax return on the basis that the scrip for scrip CGT rollover has been applied will be sufficient evidence of making the choice to obtain CGT rollover relief.

In certain circumstances, it may be necessary for Coda to make a joint election with Torrens Shareholders in order for CGT rollover relief to apply. To the extent a joint election is necessary for CGT rollover relief to apply then, at the request of the Torrens Shareholder and provided the Torrens Shareholder has informed Coda in writing of the cost base of their Torrens Shares, Coda may make the joint election.

Coda confirms that it will not make any choice or election under the CGT rollover provisions that would prevent Torrens Shareholders from obtaining CGT rollover relief where available.

(c) CGT discount

Any Torrens Shareholder who is an individual, the trustee of a trust or a complying superannuation entity that does not choose CGT rollover relief may be entitled to a "CGT discount" in calculating the net capital gain to be included in their assessable income.

Some Torrens Shareholders will be eligible for the CGT discount provided that:

- (i) the Torrens Shares were held, or were taken to have been held, for at least 12 months (not including the date of acquisition or the date of disposal) before disposal to Coda;
- (ii) the Torrens Shareholder did not choose to index the cost base of their Torrens Shares; and
- (iii) the CGT discount is applied to the capital gain after any available capital losses are first applied to reduce the capital gain.

The CGT discount allows a Torrens Shareholder who is an individual to discount the capital gain by 50%, thereby including only the remaining 50% of the capital gain in the taxable income of that individual.

A Torrens Shareholder that is a complying superannuation entity may discount the capital gain by 1/3, thereby only including 2/3 of the capital gain in the taxable income of that complying superannuation entity.

The CGT discount is not available to a Torrens Shareholder that is a company. In addition, to the extent that the integrity rules relating to disposal of shares in an entity apply, then relevant shareholders may be denied access to the general CGT discount.

The CGT discount rules relating to trusts are complex. Accordingly, Coda recommends trustees seek their own independent advice on how the CGT discount applies to them and the trust's beneficiaries.

13.3 CGT consequences on the disposal of Torrens Shares for Non-resident shareholders

For a Torrens Shareholder who:

- (a) is a non-Australian resident for Australian tax purposes;
 - (b) holds their Torrens Shares on capital account; and
 - (c) does not hold their Torrens Shares in carrying on a business through a permanent establishment in Australia,
- the disposal of Torrens Shares will generally only result in Australian CGT implications if the Torrens Shares are considered to be indirect Australian real property interests.

This will occur where:

- (d) the shareholder together with its associates held 10% or more of Torrens's Shares at the time of disposal or for any continuous 12-month period within two years preceding the disposal; and
- (e) more than 50% of Torrens's asset market values are due to direct or indirect interests in Australian real property, including Australian mining and exploration leases and licences,

The integrity rules relating to disposal of shares in an entity may apply if Torrens acquired more than 50% of its underlying assets in the 12 months before the disposal of Torrens Shares.

Pursuant to the foreign resident CGT withholding tax rules, unless an exemption applies, Coda is required to withhold 12.5% of the capital proceeds paid for the acquisition of Torrens Shares from foreign shareholders.



In order to avoid any withholding, foreign residents that consider their Torrens Shares to not be indirect Australian real property interests (and therefore not subject to CGT) should complete a Foreign resident capital gains withholding – vendor declaration form and provide this to Coda prior to the applicable payment date.

Non-Australian resident Torrens Shareholders should seek their own advice in relation to the vendor declaration and the application of an exemption from CGT withholding in respect of this transaction.

A non-Australian resident Torrens Shareholder who has previously been a resident of Australia and chose to disregard a capital gain or loss on ceasing to be a resident will be subject to the Australian CGT consequences on disposal of their Torrens Shares as set out in the above sections.

However, scrip for scrip CGT roll-over relief may not be available and such shareholders should seek independent advice in relation to their individual circumstances.

13.4 Stamp duty

The transfer of shares in Torrens or the issue of Coda Shares is not expected to give rise to any stamp duty liabilities for existing Torrens Shareholders.

13.5 Goods and services tax (GST)

The sale of Torrens Shares by existing shareholders as contemplated will not attract GST. Similarly, no GST will be payable on the acquisition of Coda Shares.

Where shareholders are registered or required to be registered for GST, any GST incurred on expenses that relate to the sale of existing shares or the acquisition of new shares may not be recoverable if the individual shareholder exceeds the financial acquisitions threshold as set out in the relevant GST legislation.

However, a reduced input tax credit equal to 75% of the GST incurred may still be available if the acquisition constitutes a reduced credit acquisition.

Where Torrens Shareholders are not registered, or required to be registered for GST, no GST implications should arise in relation to the Offer.

13.6 Obtain your own taxation advice

Do not rely on the comments or the statements contained in this Bidder's Statement as advice about your own affairs. The taxation laws are complex and there could be implications in addition to those generally described in this Bidder's Statement.

Accordingly, consult your own tax advisers for advice applicable to your individual needs and circumstances. To the extent permitted by law, Coda does not accept any responsibility for the tax implications applicable to individual Torrens Shareholders.

Coda is not a registered tax agent under the Tax Agent Services Act 2009 (Cth) and cannot provide tax advice to specific Torrens Shareholders.

Torrens Shareholders should obtain tax advice from a registered tax agent in relation to the tax consequences of accepting the Offer.



14

Glossary

14. Glossary

14.1 Definitions

In this Bidder's Statement the following expressions have the meanings set out below, unless inconsistent with the context:

Acceptance Form	means the Issuer Acceptance Form or the CHESSE Acceptance Form, as the context requires, which form is attached to this Bidder's Statement.
Announcement Date	means 9 February 2022 being the date of notification by Coda to ASX of Coda's intention to make the Offer.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given in sections 12 and 16 of the Corporations Act.
ASX	means ASX Limited ACN 008 624 691 and the financial market that it operates as the context requires.
ASX Listing Rules	means the listing rules of ASX.
ASX Operating Rules	means the operating rules of ASX in force from time to time.
ASX Operating Rules Procedure	means the procedures of the ASX Operating Rules.
ASX Settlement	means ASX Settlement Pty Ltd ABN 49 008 504 532.
ASX Settlement Operating Rules	means the operating rules of the Settlement Facility (as defined in those rules) for the purposes of the Corporations Act.
ATO	means the Australian Taxation Office.
Australian Accounting Standards	means the approved accounting standards issued by the Australian Accounting Standards Board.
Authorisation	means any consent, authorisation, registration, filing, lodgement, document, notarisation, certificate, permit, licence, approval, authority or exemption prescribed by law or regulation or required by any Government Agency.
Bidder's Statement	means this bidder's statement and each annexure to it.
Bid Implementation Deed	means the bid implementation agreement between Coda and Torrens dated 8 February 2022.
Business Day	means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
Cameron River Copper Gold Project or Cameron River	means the Cameron River copper gold project in Queensland the subject of the Cameron River Joint Venture.
Cameron River Joint Venture	means the Cameron River farm-in and joint venture agreement dated 19 March 2021 between Wilgus and Coda.
CGT	means capital gains tax.
CHESSE	means the clearing house electronic sub-register system of share transfers operated by ASX Settlement.
CHESSE Holding	means a holding on the CHESSE Sub register of Torrens.
CHESSE Sub register	has the meaning set out in the ASX Settlement Operating Rules.



CGT	means capital gains tax.
Coda	means Coda Minerals Ltd ACN 625 763 957.
Coda Bridging Facility	means the \$2,000,000 unsecured loan facility provided by Coda to Torrens pursuant to a Loan Facility Agreement between Coda, Torrens and Terrace Mining (as guarantor) dated 8 February 2022.
Coda Board	means the board of directors of Coda.
Coda Director	means a director of Coda.
Coda Option	means an unquoted option to acquire, upon exercise at the exercise price, a new Coda Share.
Coda Performance Right	means an unquoted performance right convertible into a new Coda Share upon satisfaction of certain vesting conditions.
Coda Register	means the register of members of Coda from time to time.
Coda Security	means a Coda Share, a Coda Option or a Coda Performance Right.
Coda Share	means a fully paid ordinary share in Coda.
Coda Shareholders	means each person who is registered as a holder of Coda Shares.
Coda's FY21 Financial Report	means Coda's Financial Report for the financial year ended 30 June 2021, including Annexure 4E, Director's Report and Financial Statements, lodged with the ASX on 30 September 2021.
Coda's HY22 Interim Financial Report	means Coda's Interim Financial Report for the half financial year ended 31 December 2021, including Director's Report and Financial Statements, lodged with the ASX on 28 February 2022.
Combined Group	means Coda and the Torrens Group which will exist following the Offer, should the Offer be successful and Torrens becomes a wholly-owned subsidiary of Coda.
Competing Proposal	<p>means any proposal, offer, agreement, arrangement or transaction, which if entered into or completed, would result in a Third Party (alone or with an Associate):</p> <ul style="list-style-type: none"> (a) directly or indirectly acquiring a Relevant Interest, voting power, economic interest or derivative transaction in 20% or more of the voting shares (calculating having regard to securities convertible into voting shares) of any of the Torrens Group Company; (b) directly or indirectly acquiring or obtaining an interest (including an economic interest) in all or a substantial part or material part of the Business or assets or property of, Torrens or any Torrens Group Company (where a material part means assets or property representing 20% or more of the value of Torrens Group's total assets); (c) acquiring control (within the meaning of section 50AA of the Corporations Act) of Torrens or any Torrens Group Company; or (d) acquiring, or merging with, Torrens or any Torrens Group Company (including by way of takeover bid, scheme of arrangement, capital reduction, buy-back, sale of assets, sale of securities, strategic alliance, dual listed company structure, joint venture or partnership), <p>or any proposal by Torrens to implement any reorganisation of capital or any proposal, offer or transaction that is similar in structure to, or that would be reasonably regarded as being an alternative proposal to, the Takeover Bid, or any proposal that would otherwise result in the Takeover Bid not being able to be implemented.</p>



Condition	means the conditions to the Offer, which are set out in Section 12.8.
Controlled Entity	means an entity that is subject to the control of another entity in terms of section 50AA of the Corporations Act.
Controlling Participant	in relation to Torrens Shares, has the same meaning as in the ASX Settlement Operating Rules.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Elizabeth Creek Copper Project or Elizabeth Creek	means the Elizabeth Creek copper-cobalt project in South Australia (formerly the Mt Gunson Copper-Cobalt Project) the subject of the Elizabeth Creek Joint Venture.
Elizabeth Creek Joint Venture	means the Mount Gunson farm-in and joint venture agreement dated 17 March 2017 between Gindalbie Metals and Terrace Mining, as novated to Coda by a deed of novation dated 21 May 2018 between Gindalbie Metals, Terrace Mining and Coda.
Foreign Torrens Shareholder	means a Torrens Shareholder whose address shown in the register of members of Torrens is a place outside of Australia and its external territories or New Zealand.
Government Agency	means any government or governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity in any part of the world.
GST	means goods and services tax.
Holder Identification Number	means the number identifying registration on the CHESS sub register.
Issuer Sponsored Holding	means a holding of Torrens Shares on Torrens' issuer sponsored sub-register.
JORC or JORC Code	means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
Km	means kilometre.
Km²	means square kilometres.
Marketable Parcel	has the meaning given in the ASX Operating Rules Procedures which, among other things, includes a parcel of shares, the value of which is not less than \$500.
Mineral Resource	has the meaning given to it in the JORC Code.
Nominee	has the meaning given in Section 12.6.
Notice of Status of Conditions	has the meaning given to it in Section 12.14.
Offer	means the off-market takeover bid by Coda for Torrens Shares under the terms and conditions contained in Section 12, as may be varied in accordance with the Corporations Act.
Offer Consideration	means the consideration offered to Torrens Shareholders under the Offer, being 0.23 Coda Shares for every 1 Torrens Share held.
Offer Information Line	means 1300 290 691 (within Australia) or +61 2 9066 4055 (from outside Australia).
Offer Period	has the meaning given to it in Section 12.2.



Participant	means an entity admitted to participate in the Clearing House Electronic Sub-register System under Rule 4.3.1 and 4.4.1 of the ASX Settlement Operating Rules.
Prescribed Occurrence	<p>means the occurrence of any of the following on or after the Announcement Date:</p> <ul style="list-style-type: none"> (a) Torrens converts all or any of its shares into a larger or smaller number of shares; (b) any Torrens Group Company resolves to reduce its share capital in any way; (c) any Torrens Group Company: <ul style="list-style-type: none"> (i) enters into a buy-back agreement; or (ii) resolves to approve the terms of a buy-back agreement under section 257C(1) or section 257D(1) of the Corporations Act; (d) any Torrens Group Company issues, or agrees to issue, convertible notes or any other security or instrument that is convertible into shares; (e) any Torrens Group Company issues shares, or grants a performance right or an option over its shares, or agrees to make such an issue or grant such a right or an option other than pursuant to the exercise of an option or performance right before the End Date where that option or performance right was on issue immediately before the date of the Bid Implementation Deed; (f) any Torrens Group Company disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property; (g) any Torrens Group Company creates or agrees to create, any Encumbrance over the whole, or a substantial part, of its business, assets or property other than a lien which arises by operation of law or legislation securing an obligation that is not yet due; (h) any Torrens Group Company resolves to be wound up; (i) a court makes an order for the winding up of any Torrens Group Company; (j) a liquidator or provisional liquidator of any Torrens Group Company is appointed; (k) an administrator of any Torrens Group Company is appointed under section 436A, section 436B or section 436C of the Corporations Act; (l) any Torrens Group Company executes a deed of company arrangement; (m) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of any Torrens Group Company; or (n) Torrens declares or pays a dividend, provided that a Prescribed Occurrence will not include any matter required to be done or procured by Torrens pursuant to the Bid Implementation Deed or which is otherwise contemplated by the Bid Implementation Deed or the Takeover Bid, other than: <ul style="list-style-type: none"> (o) to the extent it is fairly disclosed in filings of Torrens with the ASX or ASIC before the date of the Bid Implementation Deed; (p) to the extent it is fairly disclosed in the due diligence materials; or (q) the undertaking of which Coda has consented to in writing.
Register Date	means the date set by Coda under section 633(2) of the Corporations Act, being 4.00pm (WST) on 2 March 2022.
Relevant Interest	has the same meanings as given by sections 608 and 609 of the Corporations Act.



Rights	means all accretions and rights that accrue to or arise from Torrens Shares after the date of this Bidder's Statement is lodged with ASIC, including all rights to receive dividends, to receive or subscribe for shares, notes, options or other securities and all other distributions or entitlements declared, paid, made or issued by Torrens after that date.
Section	means a section of this Bidder's Statement.
Securityholder Reference Number	has the same meaning as in the ASX Settlement Operating Rules.
Share Registry	means Link Market Services Limited ACN 083 214 537.
Small Holding	means a parcel of Coda Shares that does not constitute a Marketable Parcel.
Small Holding Shareholder	means a Torrens Shareholder to whom, if they accept the Offer, Coda Shares would be issued which would not constitute a Marketable Parcel.
Substantial Holding	has the same meaning as in section 9 of the Corporations Act.
Superior Proposal	<p>means a bona fide Competing Proposal that the Torrens Directors, acting in good faith, and in order to satisfy what the Torrens Directors reasonably consider to be their fiduciary or statutory duties, determine:</p> <ul style="list-style-type: none"> (a) is reasonably capable of being valued and completed substantially in accordance with its terms, taking into account all aspects of the transaction or proposed transaction, including the nature of the Competing Proposal, the conditions associated with the Competing Proposal and the likelihood of those conditions being satisfied within a reasonable period of time and the person or persons making it; and (b) would, if completed substantially in accordance with its terms, be likely to result in a transaction more favourable to Torrens Shareholders than the Takeover Bid (as modified by any Coda Counterproposal), having regard to all relevant matters including consideration, conditionality, funding, certainty and timing, <p>provided that a financial adviser, independent of the Torrens Board, has provided a written opinion to the Torrens Board which supports the determination of the matters in paragraphs (a) and (b) above.</p>
Takeover Bid	means the off-market takeover bid constituted by the dispatch of the Offers in accordance with the Corporations Act.
Takeover Transferee Holding	has the same meaning as in the ASX Settlement Operating Rules.
Takeovers Panel	means the takeovers panel having powers under Part 6.10 of the Corporations Act.
Target's Statement	means Torrens' target's statement in respect of the Offer.
Tenement	means a Torrens Tenement or a mineral tenement (however described) issued pursuant to an applicable law, held by Coda, as the context requires.
Terrace Mining	means Terrace Mining Pty Ltd (ACN 161 377 340).
Third Party	means a person other than Coda and its Associates.
Torrens	means Torrens Mining Limited ACN 168 295 092.
Torrens Board	means the board of directors of Torrens.
Torrens Director	means a director of Torrens.



Torrens' FY21 Financial Report	means Torrens' Financial Report for the financial year ended 30 June 2021, including Annexure 4E, Director's Report and Financial Statements, lodged with the ASX on 30 September 2021.
Torrens' HY22 Interim Financial Report	means Torrens' Interim Financial Report for the half year ended 31 December 2021, including Director's Report and Financial Statements, lodged with the ASX on 24 February 2022.
Torrens Group	means Torrens and each of its Controlled Entities (and Torrens Group Company means any such company).
Torrens Option Holder	means each person who is registered as a holder of Torrens Options.
Torrens Option	means an unquoted option to acquire, upon exercise at the exercise price, a new Torrens Share.
Torrens Option Consideration	means: <ul style="list-style-type: none"> (a) for each Torrens Option which has an exercise price of \$0.30 and an expiry date of 22 December 2023, 0.164 unquoted Coda Options each with an exercise price of \$1.50 and an expiry date of 22 December 2023; and (b) for each Torrens Option which has an exercise price of \$0.30 and an expiry date of 12 April 2024, 0.051 Coda Shares.
Torrens Option Offers	has the meaning given to that term in Section 6.2.
Torrens PNG	means Torrens Mining (PNG) Limited (Papua New Guinea company number 1-116287).
Torrens Register	means the register of members of Torrens from time to time.
Torrens Share	means a fully paid ordinary share in Torrens.
Torrens Shareholders	means each person who is registered as a holder of Torrens Shares.
Torrens Tenement	means a mineral tenement (however described) issued pursuant to an applicable law, held by a Torrens Group Company, as the context requires.
Torrens Tenement Interest	means Torrens' rights or interests in a Torrens Tenement.
Voting Power	has the meaning given to it in the Corporations Act.
VWAP	means volume weighted average price.
Wilgus	means Wilgus Investments Pty Ltd ACN 123 756 936.
WST	means Australian Western Standard Time.
Your Torrens Shares	means the Torrens Shares (a) in respect of which you are registered, or entitled to be registered, as holder in the register of shareholders of Torrens at 4.00pm (WST) on the Register Date, or (b) to which you are able to give good title at the time you accept the Offer during the Offer Period.



14.2 Interpretation

In this Bidder's Statement and in the Acceptance Form, unless the context otherwise requires:

- (a) words and phrases have the same meaning (if any) given to them in the Corporations Act, unless otherwise defined in Section 14.1 (Definitions);
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) other parts of speech and grammatical forms of a word or phrase defined in this Bidder's Statement have a corresponding meaning;
- (e) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (f) a reference to any thing (including, but not limited to, any right) includes a part of that thing but nothing in this section implies that performance of part of an obligation constitutes performance of the obligation;
- (g) a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this Bidder's Statement as relevant;
- (h) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- (i) an expression defined in, or given a meaning for the purpose of, the Corporations Act in a context similar to that in which the expression is used in this Bidder's Statement has the same meaning or definition;
- (j) specifying anything in this Bidder's Statement after the words "including" or "for example" or similar expressions does not limit what else is included unless there is express wording to the contrary;
- (k) a reference to time is a reference to WST; and
- (l) a reference to dollars, \$, A\$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

Headings and bold type are for convenience only and do not affect the interpretation of this Bidder's Statement.



15

Approval of
Bidder's Statement

15. Approval of Bidder's Statement

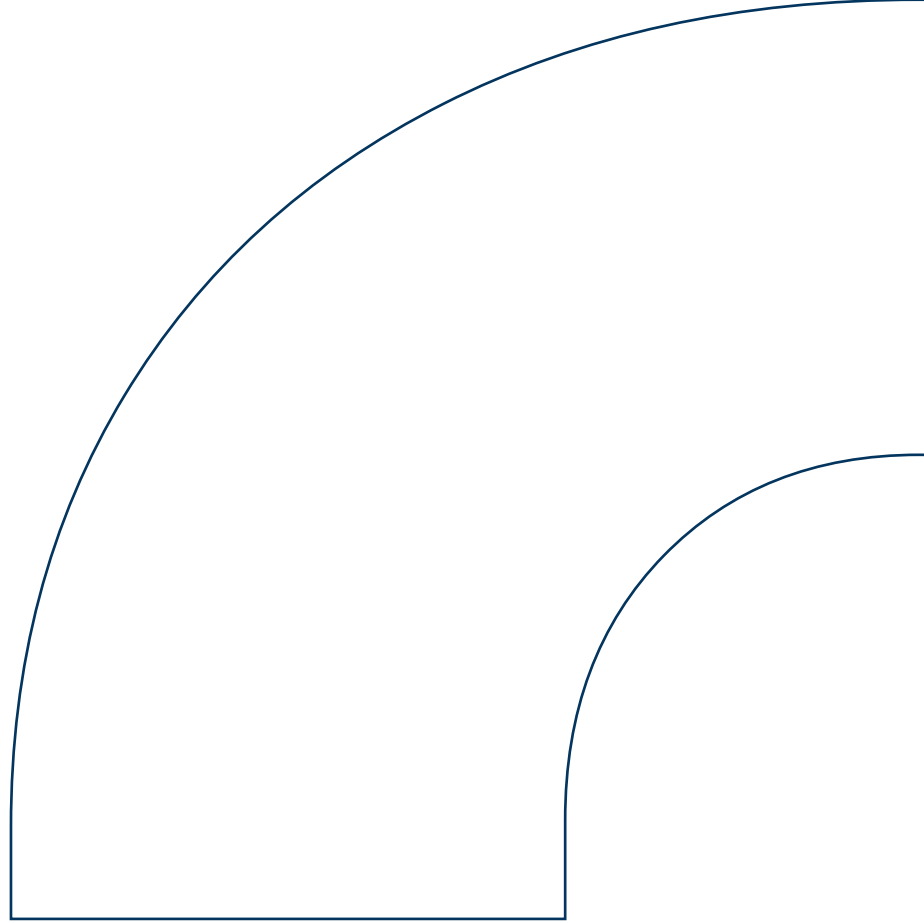
This Bidder's Statement has been approved by a unanimous resolution passed by the directors of Coda.
Signed for and on behalf of Coda Minerals Ltd

A handwritten signature in black ink, appearing to be 'KJ' with a long, sweeping flourish extending from the bottom right.

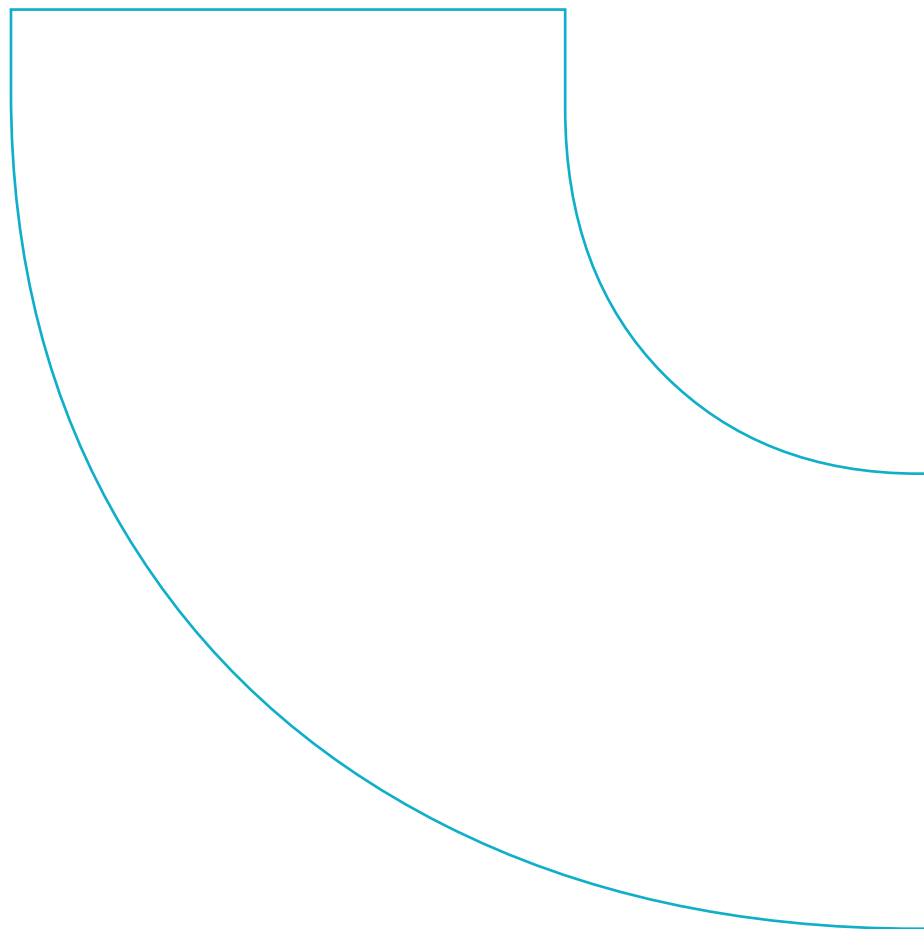
Keith Jones
Chairman
Coda Minerals Ltd



A



Annexure A



9 February 2022

CODA MINERALS AND TORRENS MINING TO MERGE VIA RECOMMENDED TAKEOVER OFFER

Consolidating 100% ownership of the Elizabeth Creek Copper Project

Highlights

- Coda and Torrens to merge to create a leading base and precious metals exploration company focussed on the Elizabeth Creek Copper Project in South Australia
- Coda to make off-market takeover offer to acquire Torrens with 0.23 new Coda shares offered for every 1 Torrens share held ("Offer")
- Torrens' Board of Directors unanimously recommend that Torrens' shareholders accept the Offer, in the absence of a superior proposal
- The Offer values Torrens' shares at \$0.202 per share each,¹ representing a:
 - 30% premium to Torrens closing price on 8 February 2022
 - 30% premium to 10-day VWAP of Torrens shares²
 - 35% premium to 20-day VWAP of Torrens shares²
- Shareholders collectively representing 42.2% of Torrens' shares have indicated support:
 - Torrens' Directors have advised they will accept the offer for all Torrens shares they own or control (representing 26.8% of Torrens shares), in the absence of a superior proposal
 - Separately, Torrens' shareholders representing 15.4% of Torrens shares on issue have provided intention statements, confirming they intend to accept the offer for all Torrens shares they own or control, in the absence of a superior proposal
- Transaction is accretive for Coda and is expected to unlock significant strategic and financial benefits for all participating shareholders by:
 - Consolidating 100% ownership of the Elizabeth Creek Copper Project into a single entity to provide Coda with full exploration optionality
 - Delivering cost synergies by simplifying ownership and streamlining management of the Elizabeth Creek Copper Project
 - Creating a company with increased scale, market relevance, funding capability and trading liquidity
- Torrens' shareholders will be expected to hold 21.2% interest in the enlarged Coda thereby:
 - Retaining significant exposure to the Elizabeth Creek Copper Project
 - Benefiting from the combined group's strong exploration and operating expertise, financial strength and ability to optimise exploration activity across an enlarged portfolio
- Coda to make available to Torrens an interim funding facility for up to \$2M, to assist with Torrens' funding requirements through the Offer period

¹ Based on 5-day volume weighted average price (VWAP) of Coda shares on ASX of \$0.879 prior to and including 8 February 2022

² VWAP of Torrens shares is calculated for the period up to and including the 8 February 2022, the last trading day prior to Coda announcing its intention to make the Offer.



Overview of Transaction

Coda Minerals Limited ("**Coda**") (ASX: COD) and Torrens Mining Limited ("**Torrens**") (ASX: TRN) are pleased to announce that they have entered into a Bid Implementation Deed ("**BID**"), for a recommended conditional off-market takeover offer ("**Offer**"), pursuant to which Coda will offer to acquire all the issued ordinary shares of Torrens.

The Board of Directors of Torrens unanimously recommend that Torrens' shareholders accept the Offer, in the absence of a superior proposal.

Offer Consideration

Under the Offer, Torrens' shareholders will receive 0.23 Coda shares for every 1 Torrens share held.

The Offer values the Torrens shares at \$0.202 each³ or approximately \$23.2 million⁴ equity value and delivers Torrens shareholders a:

- 30% premium to Torrens closing price of \$0.155 on 8 February 2022;
- 30% premium to 10-day VWAP of \$0.156²; and
- 35% premium to 20-day VWAP of \$0.150².

The Offer delivers a substantial premium to Torrens' shareholders, who will retain ~21.2% ownership and participation in the future performance of Coda, subject to the Offer being successful. Moreover, Torrens shareholders are expected to benefit from the higher liquidity of Coda shares.

Transaction Strategic Rationale

The Offer, if successful, is expected to result in Coda consolidating 100% ownership of the Elizabeth Creek Copper Project ("**Elizabeth Creek**") via the acquisition of Torrens' current 30% joint venture interest and provides an attractive investment proposition for existing and new shareholders.

Key benefits of the transaction include:

- 100% ownership consolidation of Elizabeth Creek into a single entity to provide full exploration optionality and deliver management and cost synergies;
- Creating a company with increased scale, market relevance, funding capability and trading liquidity; and
- Strong board, management and technical team with a proven exploration track record.

In addition, post the Offer being fully implemented, Coda is expected to have an implied market capitalisation of approximately \$109 million⁵ (prior to any re-rate) and the nature of the all-scrip consideration of the Offer preserves Coda's strong balance sheet which has current cash of \$14 million (as at 31 December 2021).

³ Based on the 5-day VWAP of Coda's shares up to and including 8 February 2022, being the last trading day prior to the announcement of the Offer.

⁴ Based on the 5-day VWAP of Coda's shares up to and including 8 February 2022 and 114.7 million Torrens shares on issue. The implied value of the Offer will change with fluctuations in the Coda share price.

⁵ Based on Coda's closing share price of \$0.875 on 8 February 2022 and 124.1m shares on issue



Torrens' Board Recommendation and Shareholder Support

Torrens' Board of Directors unanimously recommend that Torrens' shareholders accept the Offer, in the absence of a superior proposal.

Torrens' Directors, who collectively own or control approximately 26.8% of Torrens shares have confirmed they will each accept the Offer in respect of all Torrens shares they own, in the absence of a superior proposal and subject to any restrictions in relation to any restricted shares.⁶

In addition, certain Torrens' shareholders (representing 15.4% of Torrens' shares on issue) have provided intention statements confirming their intention to accept the Offer, in the absence of a superior proposal and subject to any restrictions in relation to any restricted shares.⁷

As at the date of this joint announcement, 45 million Torrens shares are restricted securities as defined in the ASX Listing Rules following the initial public offering in January 2021 ("**Restricted Securities**"). The Restricted Securities represent approximately 39% of the total number of Torrens shares on issue. ASX Listing Rule 9.5 enables the holder of Restricted Securities to accept the Offer, if amongst other conditions, the holders of at least half of the shares in Torrens that are not Restricted Securities have accepted the Offer.

Management Commentary

Chief Executive Officer of Coda, Chris Stevens, commented:

"The combination with Torrens provides a compelling opportunity to create value for both sets of shareholders by unlocking important synergies in the exploration and development of our core asset, the Elizabeth Creek Copper Project in South Australia. The Offer provides an immediate premium of over 30%, while the consolidation of 100% ownership of Elizabeth Creek in a single company represents a logical and very positive next step in the project's evolution."

"We look forward to welcoming Torrens shareholders to Coda's register and for them to continue to benefit from further progress at Elizabeth Creek as we continue to progress the project through the next exciting phase of exploration and development in 2022."

Managing Director of Torrens, Steve Shedden, commented:

"Torrens acquired the Elizabeth Creek Project in 2015, brought Coda into the Project in 2017 via a farm-in-joint venture. Now in 2022, we are pleased that in addition to realising an attractive premium, the transaction provides Torrens' shareholders with the opportunity to become shareholders of a company with significantly increased scale and a clear focus on the Elizabeth Creek Copper Project."

"By accepting the Offer, Torrens' shareholders will continue to have a material interest in the upside associated with Elizabeth Creek, while at the same time mitigating funding risks and gaining exposure to a more diversified exploration portfolio. Torrens' shareholders will retain exposure to the company's existing gold assets in Victoria and NSW and its tenement applications in Papua New Guinea, while benefiting from Coda's strong balance sheet and also gaining exposure to its recently acquired Cameron River copper-gold project in the Mt Isa district of North Queensland."

"Torrens' Board believes that this transaction is in the best interests of Torrens and unanimously recommends it to our shareholders, in the absence of a superior proposal."

⁶ Of the 26.8% collectively owned or controlled by Torrens' directors, 24.8% are Restricted Securities.

⁷ Of the 15.4% of shareholders who have provided intention statements, 10.2% are Restricted Securities.



Bid Implementation Deed and Conditions to the Offer

The BID between Coda and Torrens (which is attached to this joint announcement) contains certain terms that are customary for a transaction of this nature.

These terms include deal protection mechanisms including “no shop, no talk” restrictions as well as notification and matching rights in the event of a competing proposal. A break fee may also be payable in certain circumstances. Separately private treaty arrangements will be entered into, in respect of the Torrens’ options on issue.

The Offer remains subject to certain conditions, the full list of which is set out in the BID, and includes:

- 90% minimum acceptance condition;
- no material adverse events or prescribed occurrences in relation to Torrens;
- no adverse regulatory event affecting Torrens;
- no material litigation; and
- other customary conditions for a transaction of this type.

Coda’s Intentions

If the Offer is successful, Torrens will become a wholly-owned subsidiary of Coda.

Upon completion of the Offer, Coda intends to continue to pursue the exploration activities at its core asset, Elizabeth Creek, and intends to conduct an evaluation of its other prospects, including strategic relevance and funding requirements as soon as possible.

Further details of Coda’s intentions will be included in its Bidder’s Statement.

Interim Funding

Coda and Torrens have entered into a Loan Facility Agreement pursuant to which Coda has agreed to provide Torrens with up to \$2 million to assist with Torrens’ short term funding requirements during the Offer period.

Further detail on the interim funding arrangement, including triggers for maturity and methods of repayment, will be provided in the Bidder’s and Target’s Statements.

Timetable

Coda’s Bidder’s Statement and Torrens’ Target’s Statement, which will set out important information in relation to the Offer, are expected to be dispatched to Torrens shareholders by late February 2022.

Advisors

Taylor Collison is acting as financial advisor and Blackwall Legal as legal advisor to Coda.

Longreach Capital is acting as financial advisor and Allens as legal advisor to Torrens.

For further information, please contact:

CODA MINERALS

Christopher Stevens

Chief Executive Officer

T: +61 8 6260 6331

E: info@codaminerals.com

TORRENS MINING

Steve Shedden

Managing Director

T: +61 8 8132 3400

E: steve@torrensmining.com

This ASX Announcement has been approved for release by the respective boards of Coda Minerals Limited and Torrens Mining Limited.



Disclaimer

SUMMARY INFORMATION

This joint announcement has been prepared by Coda Minerals Limited ("Coda") and Torrens Mining Limited ("Torrens") and includes information regarding the conditional takeover offer by Coda to acquire all of the shares on issue in Torrens (the **Transaction**). The information in this joint announcement concerning Torrens has been prepared by Torrens and information concerning Coda has been prepared by Coda. Neither party make any representation or warranty, express or implied, as to the accuracy or completeness of the information prepared by the other. This joint announcement should also be read in conjunction with Coda and Torrens' other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au and also available on Coda's website at www.codaminerals.com and on Torrens's website at www.torrensmining.com.

NO OFFER OR RECOMMENDATION

This joint announcement it is not a bidder's statement or disclosure document under Australian law or under any other law. It is for information purposes only and is not an invitation nor an offer of Coda securities. It does not provide or constitute legal, financial or investment advice, nor is it a recommendation to acquire Coda or Torrens shares. This joint announcement does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in Coda by accepting the Offer nor does it contain all the information which would be required in a bidder's statement prepared in accordance with the requirements of the Corporations Act.

This joint announcement is for information purposes only and does not constitute a prospectus or prospectus equivalent document. It is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase or otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, nor shall there be any offer, sale, issuance or transfer of securities in any jurisdiction in contravention of any applicable law.

NO INVESTMENT ADVICE

This joint announcement has been prepared without taking into account the investment objectives, financial situation, taxation considerations or particular needs of any person. Before making an investment decision, prospective investors should consider the appropriateness of the information contained in, or referred to in, this joint announcement having regard to their own investment objectives, financial situation and needs and seek legal and taxation advice appropriate to their jurisdiction.

FORWARD LOOKING STATEMENTS AND DISCLAIMERS

This joint announcement contains forward looking statements. Forward looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "forecast", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions.

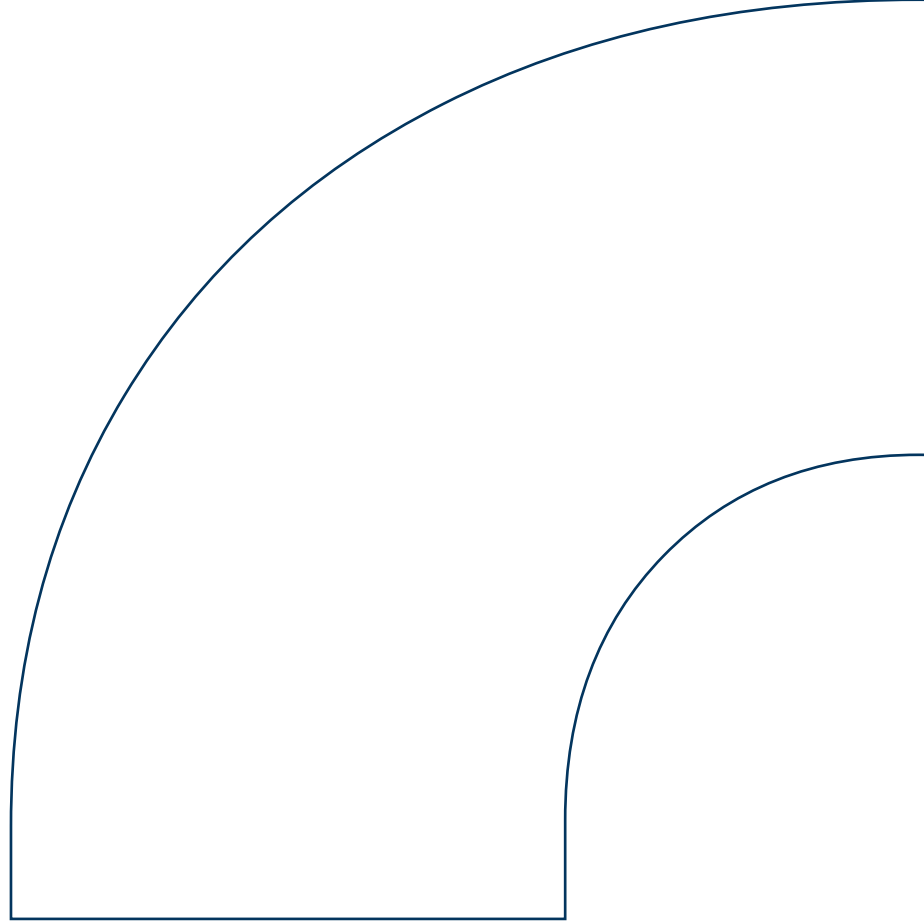
The forward-looking statements in this joint announcement are based on current expectations, estimates, forecasts and projections about Coda and Torrens and the industry in which they operate. They do, however, relate to future matters and are subject to various inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied by any forward-looking statements. The past performance of Coda and Torrens is no guarantee of future performance.

None of Coda, Torrens, or any of their directors, officers, employees, agents or contractors makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law.

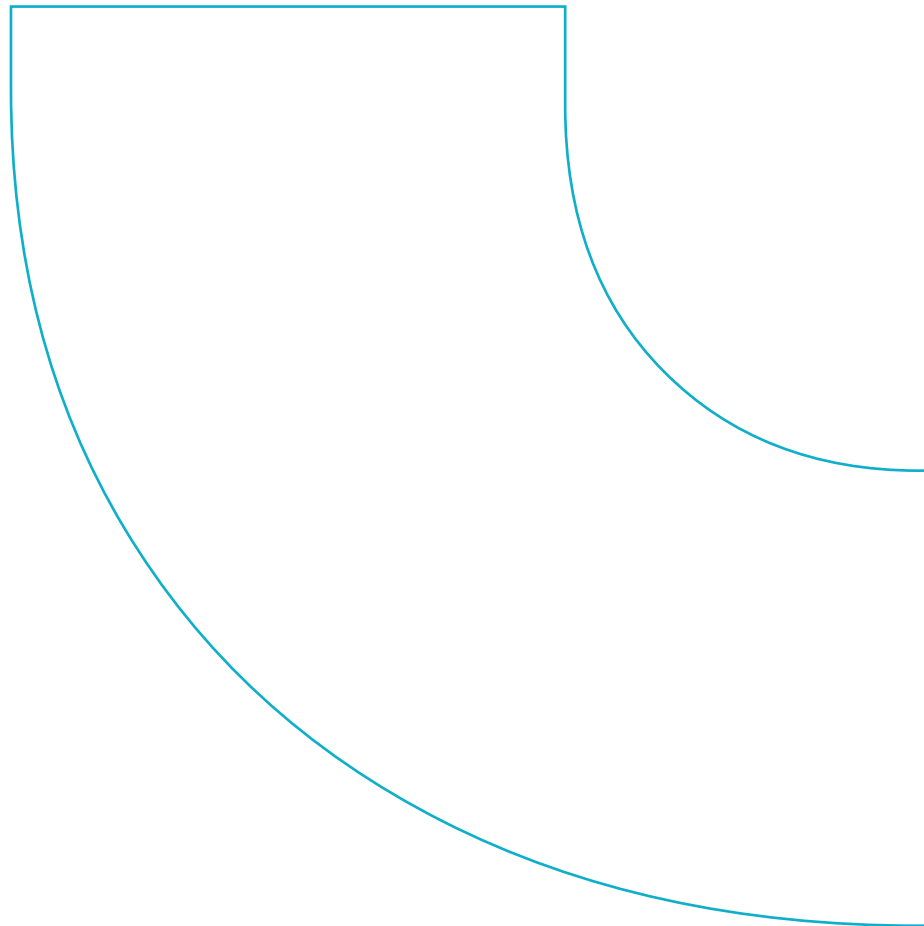
You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this joint announcement reflect views held only as at the date of this joint announcement.



B



Annexure B



ASX Announcements by Coda

Date	Announcement
29 October 2021	September 2021 Quarterly Activities and Cashflow Reports
4 November 2021	Change in substantial holding
15 November 2021	Coda Minerals – AGM Live Webinar
19 November 2021	Annual General Meeting – Chair's Address
19 November 2021	Annual General Meeting CEO Presentation
19 November 2021	Results of Annual General Meeting
6 December 2021	Emmie Bluff Deeps IOGG Mineralisation Materially Extended
9 December 2021	Thickest Yet Copper Intercept at Emmie Bluff Deeps
17 December 2021	Trading Halt
20 December 2021	Standout 43Mt Maiden Cu-Co Resource at Emmie Bluff
22 December 2021	IOCG Assays Extend Bornite Zone at Emmie Bluff Deeps
23 December 2021	Notification regarding unquoted securities – COD
23 December 2021	Change of Director's Interest Notice – C. Stevens
31 January 2022	December 2021 Quarterly Activities and Cashflow Report
31 January 2022	Completion of Small Holding Sale Facility
9 February 2022	Coda Minerals and Torrens Mining to Merge
17 February 2022	Coda Minerals – RIU Explorers Conference Fremantle
17 February 2022	Presentation to RIU Explorers Conference
28 February 2022	60% Increase to Strike Length at Emmie Deeps IOGG
28 February 2022	Half Year Financial Report 31 December 2021



Corporate Directory

Directors

Keith Jones – Non-Executive Chairman

Christopher Stevens – Director and Chief Executive Officer

Colin Moorhead – Non-Executive Director

Andrew (Robin) Marshall – Non-Executive Director

Paul Hallam – Non-Executive Director

Company Secretary

Susan Park

Registered Office and Contact Details

6 Altona Street

West Perth WA 6005

AUSTRALIA

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E: info@codaminerals.com

W: www.codaminerals.com

Proposed ASX Code

COD

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Taylor Collison

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Adelaide SA 5000

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Legal Adviser

Blackwall Legal LLP

Level 26

140 St Georges Terrace

Perth WA 6000

AUSTRALIA

Share Registry*

Link Market Services Limited

Level 12 QV1 Building

250 St Georges Terrace

Perth WA 6000

AUSTRALIA

T: 1300 554 474

W: www.linkmarketservices.com.au

Independent Auditor*

Deloitte Touche Tohmatsu

Brookfield Place, Tower 2

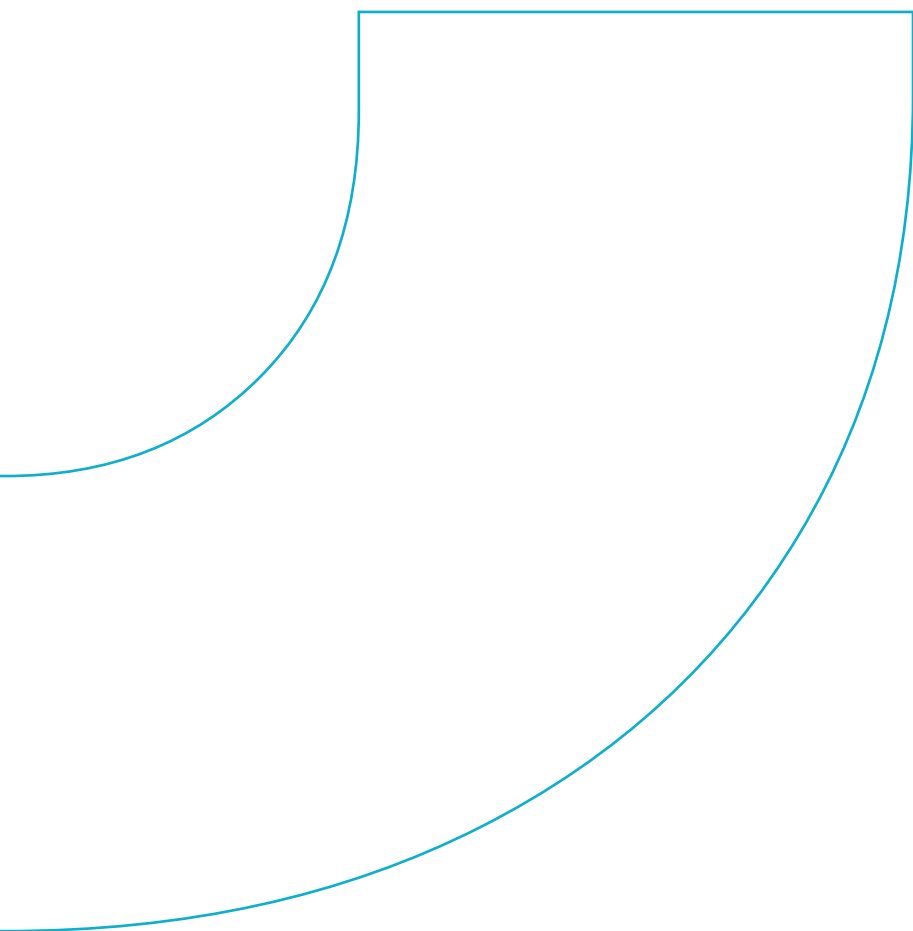
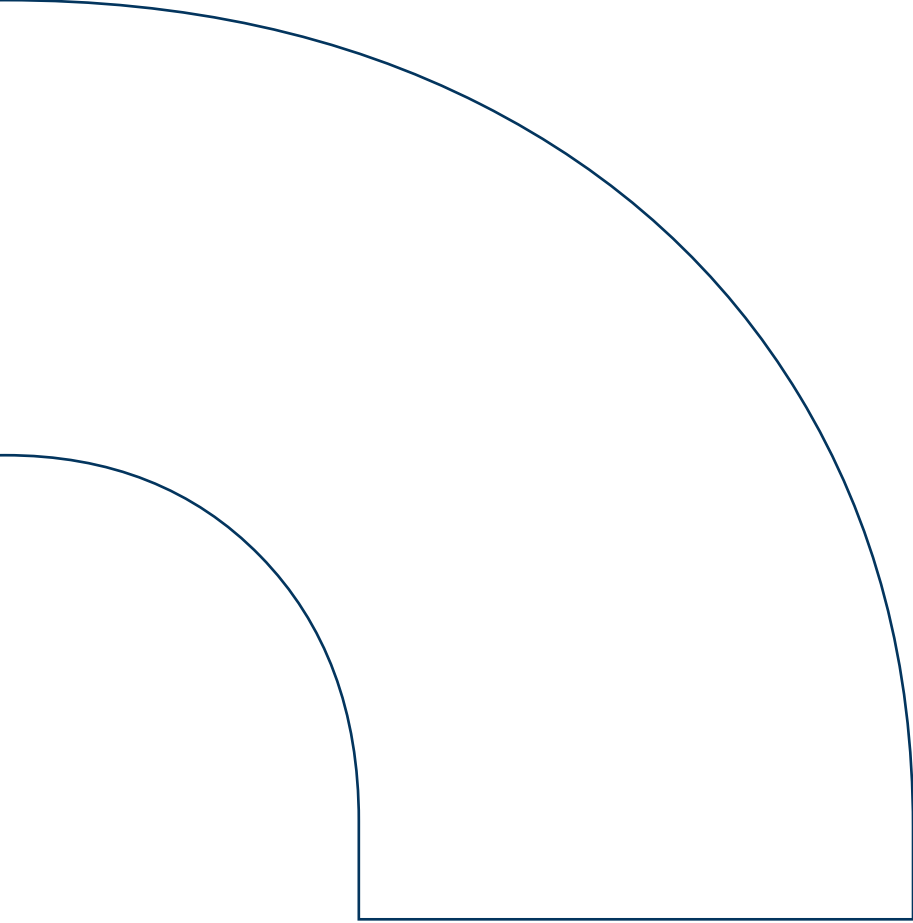
123 St Georges Terrace

Perth WA 6000

AUSTRALIA

**Included for information purposes only. This party has not been involved in the preparation of this Bidder's Statement.*







CODA
MINERALS

codaminerals.com