TORIAN RESOURCES LTD

TORIAN RESOURCES LIMITED
ABN 72 002 261 565
AND CONTROLLED ENTITIES

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

TORIAN RESOURCES LIMITED
ABN 72 002 261 565
AND CONTROLLED ENTITIES

CORPORATE DIRECTORY

DIRECTORS

Mr. Louie Simens – Non-Executive Chairman
Mr Stephen Jones – Managing Director
Mr. Paul Summers –Executive Director
Mr. Angus Middleton – Non-Executive Director
Mr. Peretz Schapiro – Non-Executive Director

COMPANY SECRETARY

Mr. Matthew Foy

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

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West Perth WA 6005

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SHARE REGISTRY

Advanced Share Registry Services
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Nedlands WA 6009
Telephone: (08) 9389 8033
Facsimile: (08) 9262 3723
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AUDITORS

RSM Australia Partners
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Sydney NSW 2000
Telephone: (02) 8226 4500
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STOCK EXCHANGE LISTING

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

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DIRECTORS' REPORT

The Directors of Torian Resources Limited submit the financial report of the Company for the year ended 31 December 2019 (**Period**), which comprises the results of Torian Resources Limited and the entities it controlled during the Period.

Review of Operations

During the Period the Company was focussed on unlocking the value of its vast tenement holding of highly prospective gold projects in the Kalgoorlie and Leonora goldfield regions of Western Australia. Emphasis was placed on the Mt Stirling, Malcolm, Credo Well and Zuleika prospects. While emphasis was placed on these prospects, Torian continued to review all of the exploration of projects it has acquired to date.

Updated Resource Estimates at the Mt Stirling and Malcolm Projects

During the period Torian commissioned consultants BM Geological Services Pty Ltd ("BMGS"), to provide independent estimates of gold exploration targets at Torian's gold prospects. The TNR technical team reviewed and verified the BMGS reports for Mt Stirling and Mt Stirling Well Prospects within the Mt Stirling Project, and Dumbarton and Dover Castle Prospects within the Malcolm Project. Following successful exploration programs completed during the period 2016 - 2018, the Company provided updated Resource Estimates for the Mt Stirling and Malcolm projects. Table 1 outlines the results of the estimation.

This work was commissioned to provide an independent examination of TNR projects and included looking at results of various drill programmes both historical and carried out by TNR, also geological mapping, data capture and interpretation and other exploration methods. The results are being used to assist the Company in prioritising its future exploration strategy.

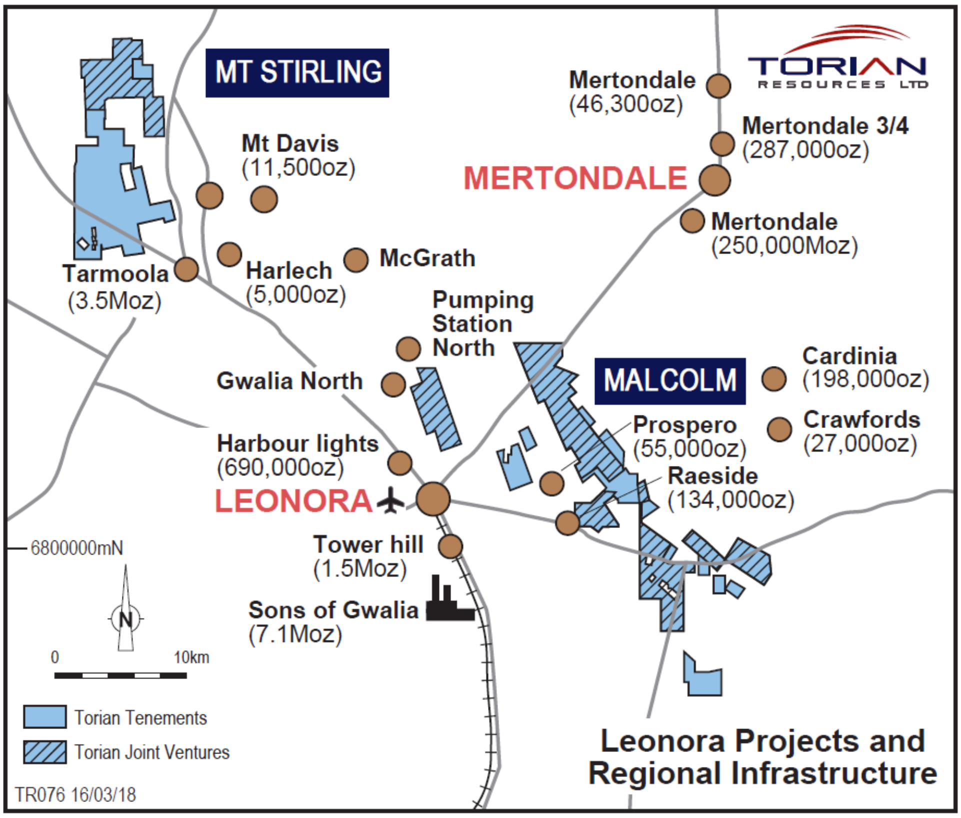

Figure 1: Location of the Malcolm and Mt Stirling Projects

All available data from previous exploration drilling was compiled for the purpose of updating Resources Estimates and defining Exploration Targets in the Leonora Region.

The Leonora district is contained within the 2.7Ga late Archaean Eastern Goldfield Superterrane, the eastern division of the Archean Yilgarn Craton. The district, located around 250km north of Kalgoorlie, covers an area 100km long and 80km wide and contains an abundance of orogenic gold deposits.

DIRECTORS' REPORT (CONT.)

Table 1: Results of 2019 Resource Estimation (discrepancies may occur due to rounding)

Leonora Region JORC (2012) Inferred Resources – Gold >0.5g/t				
Project	**Deposit**	**Tonnes**	**Gold g/t**	**Ounces**
Malcolm	Dumbartons	84,200	1.09	2,950
	Dover Castle South	210,100	1.71	11,550
Mt Stirling	Mt Stirling	727,000	1.45	33,900
	Mt Stirling Well	253,500	2.01	16,400
Totals (Dry metric tonnes)		***1,274,800***	***1.57***	***64,800***

Mineralisation at both Dover Castle South and Dumbarton is contained within quartz veined steeply dipping shears zones. Mt Stirling mineralisation is accommodated within a northeast dipping sheared mafic, whilst Mt Stirling Well is hosted by a quartz vein dipping shallowly to the east, fully contained within a granite.

With these additions to the Leonora Mineral Resource Estimates, a solid foundation for future growth can be established. In doing so, strike and depth extensions of mineralisation require testing, and infill drilling will need to be undertaken to increase confidence in the current resource.

Exploration Targets Defined at Credo Well, Mt Pleasant, Gibraltar and Mt Monger Prospects

On 27 March 2019 Torian announced the results of an independent review of the prospects undertaken by BMGS. Following successful reconnaissance exploration programs completed during 2016-2018, which confirmed multiple prospects and demonstrated potential for a large gold deposits, the Company prepared an Exploration Target encompassing four of its Kalgoorlie Region Projects (Credo Well, Mt Pleasant, Gibraltar and Mt Monger) and incorporating both historical drilling results and drilling undertaken by Torian.

The current Exploration Target for these prospects is estimated to be between **530,000 and 720,000 tonnes at a grade of 1.14 to 1.54 g/t gold** and **120,000 and 160,000 tonnes at a grade of 1.05 and 1.41% copper** (Table 2). The Exploration Target for the Credo Well, Mt Pleasant, Gibraltar and Mt Monger Projects, describing the potential quantity and grade, is conceptual in nature. There has been insufficient exploration completed to estimate a Mineral Resource and it is unclear if further exploration will result in the estimation of a Mineral Resource.

Table 2: Exploration Targets for the Credo Well, Mt Pleasant, Gibraltar and Mt Monger Prospects

Kalgoorlie Regional Exploration Targets - Gold						
Project	**Deposit**	**Rank**	**Low (T)**	**High (T)**	**Low (Gold)**	**High (Gold)**
Credo Well	Credo Well	High	48,000	65,000	2.66 g/t	3.62 g/t
Mt Pleasant	Golden Buckle	High	83,600	111,800	1.75 g/t	2.37 g/t
Gibraltar	Gibraltar East	Low	285,500	386,000	0.71 g/t	0.97 g/t
Mt Monger	Wombola	Med	116,000	157,500	1.13 g/t	1.55 g/t
Totals			**533,100**	**720,300**	**1.14 g/t**	**1.54 g/t**

Kalgoorlie Regional Exploration Targets - Copper						
Project	**Deposit**	**Rank**	**Low (T)**	**High (T)**	**Low (Copper)**	**High (Copper)**
Mt Pleasant	Coppermine	Med	118,900	160,900	1.05 %	1.41%
Totals			**118,900**	**160,900**	**1.05 %**	**1.41%**

At the Credo Well prospect, located in the north-west of the project, mineralisation is hosted within steeply dipping quartz-pyrite veins within a sheared mafic package including basalt, dolerite and gabbro. The Exploration Target

DIRECTORS' REPORT (CONT.)

is centred on a group of north-east trending historical workings at Credo Well which are reported to have produced 835 tonnes @ 39.7g/t Au between 1897 and 1919.

The Exploration Target has been defined using 76 RC drill-holes completed across the project to date. Sectional interpretations of geology, oxidation and mineralisation of the 80 x 40m to 40 x 20m RC drilling was digitised in Surpac and used to create wireframes.

Additional drilling was undertaken by Torian in October 2019 comprising a total of eight RC holes for 694 metres The holes were designed to in-fill previous RC drilling, with the deepest hole completed by Torian being 130m. Most holes were drilled towards 310 degrees magnetic, however due to access issues around historic dumps, thick trees and underground workings, one hole was drilled in the opposite direction. This hole returned the best result.

Intersections greater than 0.3g/t Au, returned from the final batches submitted to the laboratory, are shown in Table 3 below:

Table 3: Drill results of greater than 1g/t Au from Credo Well

Hole ID	E	N	Depth (m)	Dip	Azi	From (m)	To (m)	Width (m)	Grade (g/t)
CRC177	333925	6628736	75	-60	310	No Significant Intercepts			
CRC178	333907	6628723	70	-55	310	**47**	**51**	**4**	**3.1**
					includes	**47**	**50**	**2**	**5.9**
CRC179	333844	6628751	100	-55	130	**48**	**51**	**3**	**15.8**
					includes	**48**	**49**	**1**	**46.0**
CRC180	333902	6628675	130	-60	310	118	123	5	0.65
CRC181	333842	6628700	20	-60	310	2	3	1	0.35
CRC182	333863	6628682	70	-60	310	48	49	1	1
CRC183	333815	6628617	80	-60	310	49	50	1	1.46
CRC184	333889	6628658	149	-60	310	107	108	1	0.55

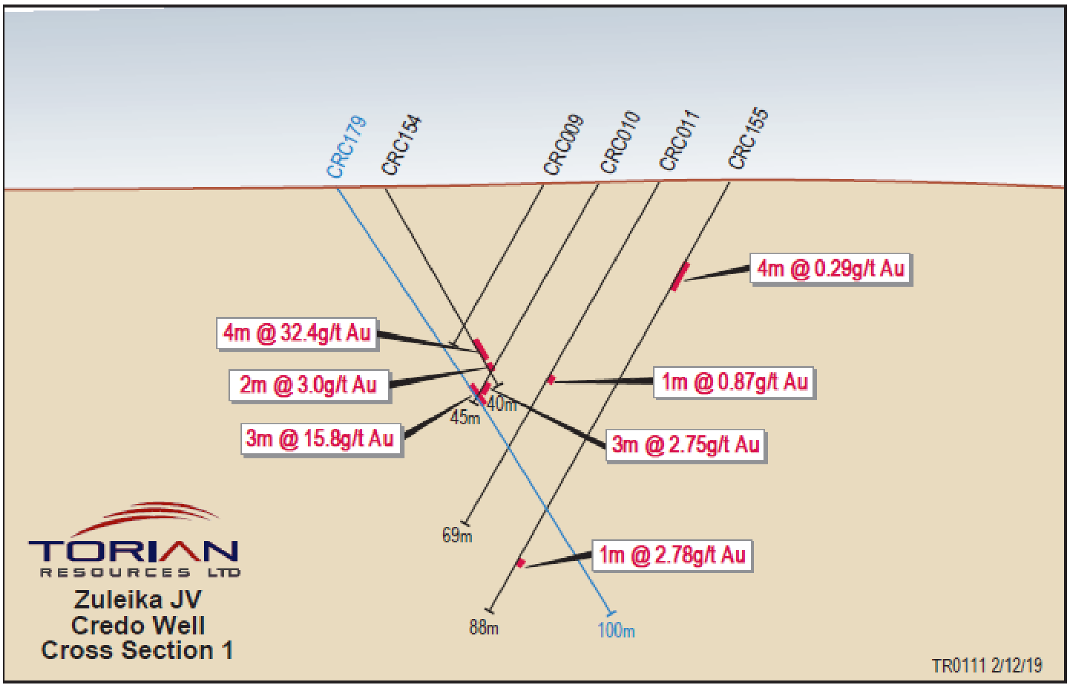

Figure 2: Cross-Section showing CRC179 drilled to 130 degrees (left to right) intersecting high grades around 15m below CRC154

DIRECTORS' REPORT (CONT.)

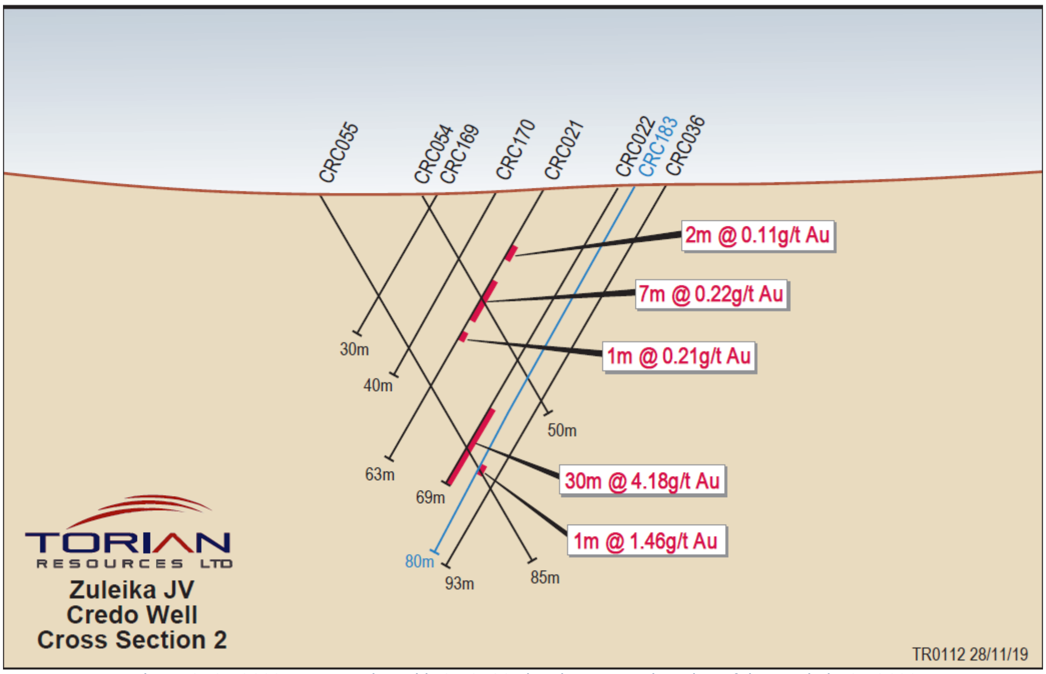

Figure 3: CRC022 cross section with CRC183 showing no continuation of the grade in CRC022

The results have confirmed the presence of continuous and good tenor mineralisation in the north-east of the project (Holes CRC 178 and CRC179). Holes CRC180, CRC181 and CRC 184, which were designed to extend the mineralisation both up- and down-dip, intersected lower grade mineralisation but did confirm extensions of the mineralised structure – confirming the potential for repeats of the high-grade mineralisation at depth.

Hole CRC183 was twinned with historical hole CRC022, which returned a reported intercept of 30m at 4g/t. The hole failed to replicate this high-grade result, returning a lower grade intercept of 1m at 1.46g/t. Based on preliminary interpretation of the results, it would appear that either CRC022 has been located in the incorrect location or that it has been drilled down a narrow gold-bearing vein.

Leonora Region Exploration Targets defined at Calypso and Mt Keith Prospects

On 22 February 2019 Torian announced the results of an independent review of the prospects undertaken by BMGS. All available results from previous exploration drilling have been compiled and an Exploration Target defined for the Calypso and Mt Keith Projects.

The current Exploration Targets in these two areas are estimated to be between 3**.0 and 4.1 million tonnes at a grade of between 1.6g/t to 2.2g/t Au** (Table 3); highlighting the region's potential to host a large gold deposit. The Exploration Targets for the Calypso and Mt Keith Projects, describing the potential quantity and grade, are conceptual in nature. There has been insufficient exploration completed to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

Table 4: Exploration Targets for the Calypso and Mt Keith Prospect

Leonora Region Exploration Targets						
Project	**Deposit**	**Rank**	**Low (T)**	**High (T)**	**Low (Gold)**	**High (Gold)**
Calypso	Calypso	High	2,942,500	3,981,000	1.62 g/t	2.20 g/t
Mt Keith	Bartons	Med	84,300	114,000	1.32 g/t	1.78 g/t
	Waldecks	Med	10,900	14,800	2.36 g/t	3.20 g/t
Totals			**3,037,700**	**4,109,800**	**1.61 g/t**	**2.19 g/t**

The Exploration Target tonnage estimate has been determined by available new and historic aircore, RC and diamond drilling. The majority of the historic data has been sourced from printed reports and entered directly into the digital database from drill logs, assay sheets, collar files, cross sections and underground plans. Where more than one gold assay was recorded, repeat and duplicate results were not used. Wireframes were digitised in Surpac, and data from old workings was digitised from mine plans and cross sections, with volumes removed from wireframes. Bulk density has been applied according to the oxidation state of the material, oxide 2.0t/m^3, transitional 2.4t/m^3 and fresh 2.7t/m^3. The exploration target grade estimate is based upon drilling results. Historic QAQC data was not available.

Gold mineralisation at Calypso is associated with strong iron-carbonate-pyrite-quartz alteration within the magnetite siltstone unit and at the contact between this unit and the mass flow breccia, conglomerate or chloritic siltstone units. Higher gold grades are associated with zones of higher pyrite abundance within the strong to intensely carbonate-pyrite-quartz alteration zones, which is enveloped by a halo of moderate chlorite alteration.

The Exploration target exists over fold hinge zones within the magnetite siltstone and in areas where this unit has been terminated or offset by faults, as well as in the supergene zone, and has been defined using 61 diamond and RC drillholes completed across the project to date.

On 20 December 2019 the Company advised that the option agreement to acquire a 90% interest in M24/947 at Mt Pleasant had expired unexercised. In addition, the Company's option to acquire the Mt Keith Project comprising tenements M53/490 and M53/491 also expired unexercised.

Landmark $6.5M Farm-in JV with Dampier Gold Ltd

During the Period the Company executed two landmark joint venture farm-in agreements and strategic collaboration with ASX-listed gold developer Dampier Gold Limited (ASX: DAU) (**Dampier**) covering its Zuleika and Credo Well Projects located near Kalgoorlie in Western Australia (**Agreements**).

The introduction of a well-resourced strategic partner to the Zuleika and Credo Well Projects brings a significant staged exploration commitment of up to $6 million across both projects to unlock their significant exploration potential while further rationalising Torian's large WA gold portfolio, reducing its annual tenement holding costs and allowing it to focus on its core gold exploration assets, including ongoing involvement in the exploration of Credo Well and its gold projects based in the Leonora region.

Key Terms of the Agreements

- Dampier can acquire up to a **75% interest in the Zuleika Project** by expenditure of **$4 million over a 4-year period** in the following stages:
  - An initial 30% interest in the Zuleika Project by incurring expenditure of $1 million no later than 15 months from commencement;
  - A further additional 15% interest in the Zuleika Project by incurring additional expenditure of $1 million no later than 12 months following the initial stage farm-in;
  - A further additional 15% interest in the Zuleika Project by incurring additional expenditure of $1 million no later than 12 months following the second stage farm-in;
  - A final additional 15% interest in the Zuleika Project by incurring additional expenditure of $1 million no later than 12 months following the third stage farm-in; and
  - Torian granted a claw-back right to buyback 25% of the equity from Dampier on the Zuleika Project on a multiple of seven times project expenditure during the farm-in.
- Dampier can acquire up to a **50% interest in the Credo Well Project** by expenditure of **$2 million over a 4-year period** in the following stages:
  - An initial 25% interest in the Credo Well Project by incurring expenditure of $0.5 million no later than 15 months from commencement;
  - A further additional 10% interest in the Credo Well Project by incurring additional expenditure of $0.5 million no later than 12 months following the initial stage farm-in;
  - A further additional 10% interest in the Credo Well Project by incurring additional expenditure of $0.5 million no later than 12 months following the second stage farm-in; and
  - A final additional 5% interest in the Credo Well Project by incurring additional expenditure of $0.5 million no later than 12 months following the third stage farm-in.
- Dampier to issue Torian **10,000,000 options exercisable at $0.15** on or before the date that is two years from the date of issue, subject to shareholder approval.

DIRECTORS' REPORT (CONT.)

- Dampier to provide Torian with a convertible loan of **$500,000** that, subject to shareholder approval, will convert into equity at an issue price of $0.01 per share together with a 2-for-3 attaching option exercisable at $0.02 on or before the date that is two years from the date of issue.

Zuleika Project Joint Venture

Torian and Dampier will form the Zuleika Joint Venture covering one Exploration Licence, 108 Prospecting Licences and two Mining Leases totalling ~222km^2 near Kalgoorlie in Western Australia (Figure 4) (**Zuleika JV**). The Zuleika Project is located in the central part of the Archaean Norseman-Wiluna greenstone belt in Western Australia. The greenstone belt is approximately 600km in length and is characterised by thick sequences of ultramafic, mafic, and felsic volcanics, as well as various intrusives and sedimentary rocks. Dampier have until 5 April 2020 to advise Torian of it's decision to proceed with the Zuleika JV, following which the obligation to issue the $500,000 convertible loan note arises.

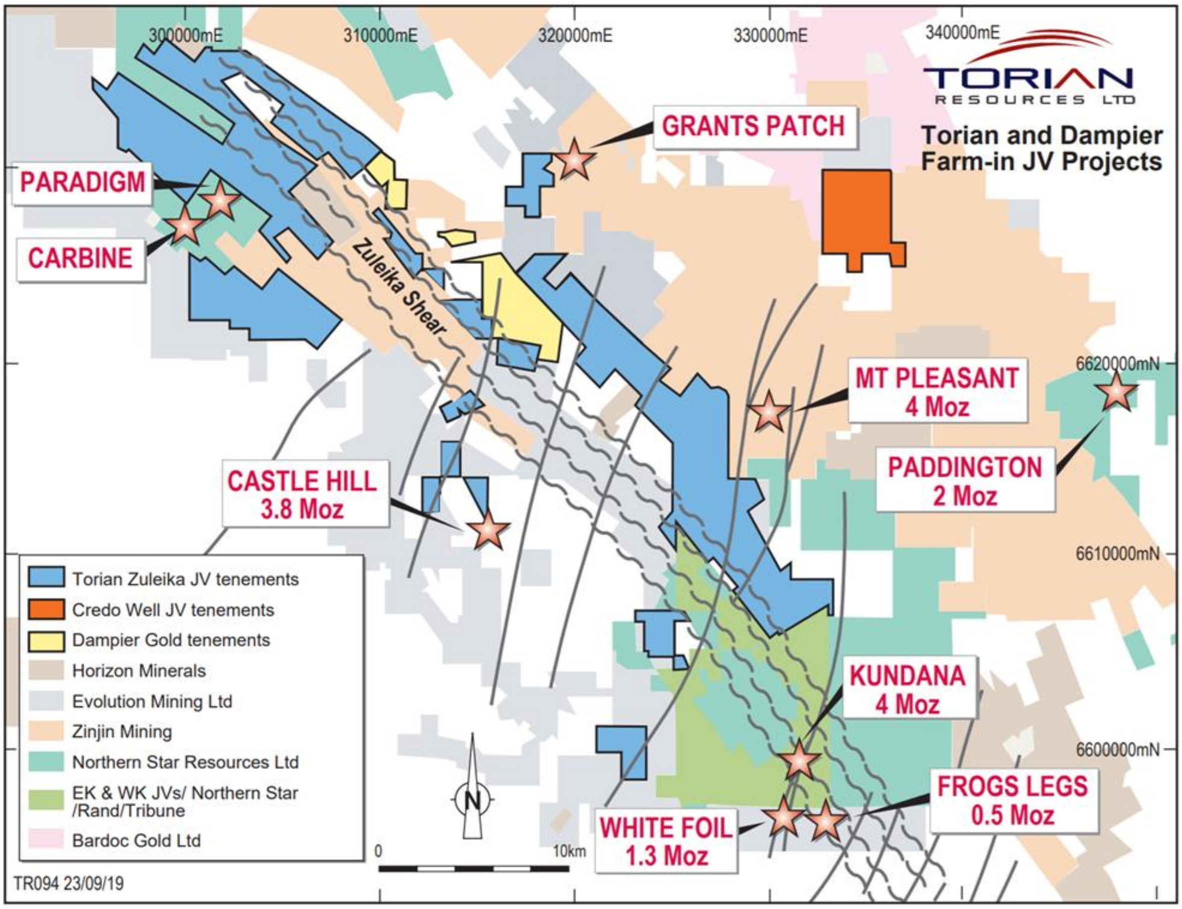

Figure 4: Location of the Zuleika and Credo Well JV tenements (Zuleika JV)

Credo Well Project Joint Venture

Torian and Dampier have formed the Credo Well Joint Venture (**Credo JV**) covering 15 Prospecting Licences, 14 of which are currently being consolidated into one Mining Lease. The total area of the projects is ~17km^2 near Kalgoorlie (Figure 4).

The Credo Well Project is located ~35km north-west of Kalgoorlie, within the Kalgoorlie Terrane of the Norseman-Wiluna greenstone belt, forming the southern portion of the Ora Banda domain. The Credo Well Project has undergone limited historical exploration, spanning several generations, which has resulted in the definition of a number of prospective gold targets including Credo Well, Fortis and Fidelitas, demonstrating the potential for both supergene and primary gold mineralisation across the project.

Subsequent to the Period on 7 January 2020, Dampier confirmed it had satisfactorily completed its due diligence on the Credo Well Project and notified the Company that it will proceed to earn a farm-in interest in accordance with the Agreement.

Corporate

Bardoc Project Divestment

During the Period the Company reached agreement with Bardoc Gold Limited (ASX: BDC, Bardoc) for the divestment of the Bardoc Project, located north of Kalgoorlie for cash consideration of $150,000.

Financing

During the Period the Company advised of the successful completion of the following share placements:

- On 15 August 2019 Torian completed a capital raising of $125,000 through the placement of 12,500,000 new shares at an issue price of 1.0¢ per share together with a 2-for-3 attaching option exercisable at 2¢ on or before the date that is two years from issue; and
- On 6 September 2019 Torian completed a capital raising of $440,000 through the placement of 44,000,000 new shares at an issue price of 1.0¢ per share together with a 2-for-3 attaching option exercisable at 2¢ on or before the date that is two years from issue.

$1.0M Convertible Loan Facility

During the Period on 13 November 2019 the Company advised it had entered into a loan facility mandate with Carraway Corporate Pty Ltd for a convertible loan of up to $1.0 million (**Loan Facility**).

The key terms of the Loan Facility are set out below:

- Provision of secured loan facility of up to $1,000,000 in the following tranches:
  - $250,000 drawn down within 5 days of mandate execution;
  - $250,000 drawn down within 5 days of Torian dispatching a notice of meeting seeking approvals in connection with the Loan Facility; and
  - $500,000 drawn down on a best endeavours basis following shareholder approval.
- 12% per annum to be capitalised in full upon conversion of the Notes;
- Note term of 90 days;
- The convertibility of the debt is subject to shareholder approval; and
- The outstanding principal and accrued interest will convert into ordinary shares at a conversion price of $0.01 per ordinary share following shareholder approval. Each ordinary share issued upon conversion of the convertible loan facility will have an attaching 2-for-3 option exercisable at $0.02 on or before the date that is two years from the issue date.
- Notes are secured over the Company's assets. In the event of default on the Loan Facility or in the event the shareholder approval is not granted, the Company will incur a 20% penalty on the Notes.

The Company entered into the mandate with Carraway Corporate Pty Ltd (**Carraway**) in respect of the Loan Facility. In consideration for arranging the Loan Facility the Company will pay Carraway a fee equal to 7% of the total amount raised under the Loan Facility. In addition, Torian issued Carraway 30 million options exercisable at $0.02 expiring on the date that is two years from the date of issue, subject to shareholder approval. A shareholder meeting to approve the convertibility of the Loan Facility was held on 8 January 2020.

Subsequent to the Period on 7 February 2020 the Company converted the Loan Facility that totalled $500,000 and accrued interest into 50,649,100 ordinary fully paid shares and 33,766,088 options exercisable at $0.02 expiring 7 February 2022.

Board & Management Changes

During the Period the following Board and management changes occurred:

- Mr Stephen Jones was appointed Non-Executive Director on 19 September 2019 and Managing Director on 19 November 2019.
- Mr Angus Middleton was appointed Non-Executive Director on 19 September 2019.
- Mr Mark Borman retired as a Director and CEO on 19 September 2019.
- Mr Matthew Sullivan stepped down as Managing Director on 4 January 2019.
- Mr Paul Summers transitioned to Executive Director subsequent to the Period on 11 March 2020.
- Mr Peretz Schapiro was appointed Non-Executive Director subsequent to the Period on 11 March 2020.
- Mr Richard Mehan stepped down as Non-Executive Chairman subsequent to the Period on 11 March 2020.
- Mr Louie Simens was appointed Non-Executive Chairman subsequent to the Period on 26 March 2020.

Small Shareholder Share Sale Facility

During the Period the Company undertook a Share Sale Facility for holders of small parcels of shares in the Company on 4 October 2018 (**Facility**). The Company provided the Facility to holders of small parcels of shares to enable them to sell their shares without incurring any brokerage or handling costs that could otherwise make a sale of their shares uneconomic or difficult.

On completion, a total of 1,844,932 shares at a volume weighted average price of 1.96¢ per Share were sold on behalf of the Facility participants representing approximately 38.4% of the total number of shareholders (**Facility Shares**). The Facility Shares were bought by entities associated with then Torian Chairman, Mr Richard Mehan, and then Managing Director, Mr Mark Borman.

Principal Activities

The principal activities of the Group during the course of the financial year were the exploration and evaluation of mineral interests. There were no significant changes in the nature of those activities during the financial year.

Results of Operations

The consolidated loss for the Group for the financial year ended 31 December 2019 is $2,035,864 (2018: $1,535,736).

Dividends

No dividends were paid or declared by the Group since the end of the previous financial year and the Directors do not recommend dividends be paid for the year ended 31 December 2019.

Significant Changes in the State of Affairs

During the Period the following Board and management changes occurred:

- Mr Stephen Jones was appointed Managing Director on 19 September 2019.
- Mr Angus Middleton was appointed Non-Executive Director on 19 September 2019.
- Mr Mark Borman retired as a Director and CEO on 19 September 2019.
- Mr Matthew Sullivan stepped down as Managing Director on 4 January 2019.

There were no other significant changes to the Group's state of affairs.

Likely Developments and Expected Results of Operations

The Group is currently active in continuing its exploration activities and assessing the results of its recent exploration. Likely developments and expected results will be announced to the market as they emerge.

Matters Subsequent to Year End

<u>Board Changes</u>

Subsequent to the Period the following Board changes occurred:

- Mr Paul Summers transitioned to Executive Director subsequent to the Period on 11 March 2020.
- Mr Peretz Schapiro was appointed Non-Executive Director subsequent to the Period on 11 March 2020.
- Mr Richard Mehan stepped down as Non-Executive Chairman subsequent to the Period on 11 March 2020.
- Mr Louie Simens was appointed Non-Executive Chairman subsequent to the Period on 26 March 2020.

<u>Nova Minerals Strategic Investment in Torian</u>

Subsequent to the Period on 26 March 2020 the Company advised it had entered into a secured convertible loan note with Nova Minerals Limited (ASX:NVA) (Nova) to raise $413,325 (**Convertible Note**). The Note is convertible at Nova's election during the 12 month term, otherwise is repayable.

Nova Minerals Limited (ASX:NVA OTC:NVAAF FSE:QM3) is a minerals explorer and developer focused on gold and lithium projects in North America. Nova has a diversified portfolio of projects across the US, Canada, and Australia. Two of the key projects include Nova's 2.5Moz Estelle Gold Project in Alaska, which holds some of North

America's largest gold deposits, and the company's majority-owned Snow Lakes Resources, a lithium project in Canada. For further information visit: https://novaminerals.com.au/
The key terms of the Convertible Note are set out below:

- Provision of secured loan facility $413,325
- 12% per annum;
- Term of 365 days;
- Convertibility of the Convertible Note is at the election of Nova and (if required) subject to shareholder approval and the Company issuing a prospectus enabling the shares to be issued following a conversion election;
- Notes are secured over the Company's assets.
- The issue of 45,925,000 options exercisable at $0.02 expiring 7 February 2022 (**Note Options**). The Note Options will be issued pursuant to the Company's Listing Rule 7.1 placement capacity.

Conversion of Carraway Convertible Notes
Subsequent to the Period on 7 February 2020 the Company converted the Carraway Loan Facility that totalled $500,000 and accrued interest into 50,649,100 ordinary fully paid shares and 33,766,088 options exercisable at $0.02 expiring 7 February 2022.

COVID-19
On 31 January 2020, the World Health Organisation ('WHO') announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic.

The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operation during 2020.

Management is actively monitoring the global situation and its impact on the Company's financial condition, liquidity, operations, supplier, industry, and workforce. Given the daily evolution of the COVID-19 outbreak and the global responses to curb the spread, the Company is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity in the 2020 financial year.

Although the Company cannot estimate the length or gravity of the impact of the COVID-19 outbreak at this time, if the pandemic continues, it may have a material adverse effect on the Company's results of future operations, financial position, and liquidity in fiscal year 2020.

No other significant subsequent event has arisen that significantly affects the operations of the Group.

Directors

The following persons held office as Directors of Torian Resources Limited at any time during or since the end of the financial year:

Mr Paul Summers (appointed Executive Director 11 March 2020)
Mr Angus Middleton (appointed 19 September 2019)
Mr Peretz Schapiro (appointed 11 March 2020)
Mr Louie Simens (appointed 26 March 2020)
Mr Stephen Jones (appointed 19 September 2019)
Mr Richard Mehan (resigned 11 March 2020)
Mr Mark Borman (resigned 19 September 2019)
Mr Matthew Sullivan (resigned 4 January 2019)

COMPANY SECRETARY

Mr. Matthew Foy

Mr Foy is a contract Company Secretary and active member of the WA State Governance Council of the Governance Institute Australia (GIA). He spent four years at the ASX facilitating the listing and compliance of companies and possesses core competencies in publicly listed company secretarial, operational and governance disciplines. His working knowledge of ASIC and ASX reporting and document drafting skills ensure a valued contribution to Torian.

DIRECTORS' REPORT (CONT.)

Information on Directors

Mr. Louie Simens

Non-Executive Chairman

Appointed: 26 March 2020

Louie Simens has over a decade of experience in micro-cap equities and start-up investing, including experience in corporate restructuring, due diligence, and mergers and acquisitions. Prior to entering the junior resources sector, he owned and operated a successful civil and building construction business, which remains in operation, where he gained extensive knowledge of corporate governance and project management. He holds senior executive positions in public listed and unlisted companies, including as current Executive Director of Nova Minerals Ltd (ASX:NVA) which he project generated and staked Nova's now flagship 220km2 Estelle Gold Project in Alaska and instrumental in managing exploration the discovery of Nova's initial 2.5Moz Gold resource in under 2 years.

Mr Stephen Jones

Managing Director

Appointed Non-Executive Director 19 September 2019, appointed Managing Director 19 November 2019

Mr Jones is a Mining Engineer with more than 30 years' experience including at least 15 years at senior management level. He has been involved in all facets of mining operations in both underground and open cut mines, including planning and development, exploration, consultancy, joint ventures, and contract mining and owner mining across a wide range of commodities.

During his career, he has held a range of senior management, operational and corporate positions including as General Manager for Territory Resources Limited and General Manager Mineral Ventures for GBF Underground Mining Company. Mr Jones is a Fellow of the AUSIMM.

Mr. Paul Summers B.Jurs. LLB.

Executive Director

Appointed: 20 April 2018 (appointed Executive Director 11 March 2020)

Paul has been a legal practitioner since 1985, and founded his own firm, Summers Legal in 1989. Paul has been the Company's legal counsel for more than 10 years and has provided extensive advice and service during the takeover of Cascade Resources Pty Ltd. Paul is currently Lead Counsel Commercial, Corporate and Property of Summers Legal and is familiar with the Company's affairs, projects and strategy.

For more than 30 years Paul has provided his clients advice on complex property developments and transactions, syndication, joint ventures and financing, structuring of new business projects, complex commercial and corporate contracts and structures and a wide range of estates and asset structuring matters including the resources sector. Paul will be active on the board with particular responsibility for the corporate governance of the day to day affairs of the company.

Mr. Angus Middleton

Non-Executive Director

Appointed: 19 September 2019

Angus is a fund manager and former stockbroker with extensive experience in the capital markets sector, particularly in the resource sector.

He is currently a director of SA Capital Pty Ltd, a corporate advisory firm specialising in equity raisings and underwriting, and Managing Director of SA Capital Funds Management Limited, an Adelaide-based investment fund that has been involved in advising and raising equity for corporations in the form of venture capital, seed capital, private equity, pre-initial public offerings and initial public offerings.

DIRECTORS' REPORT (CONT.)

<u>Mr. Peretz Schapiro</u>

Non-Executive Director

Appointed: 11 March 2020

Mr Peretz Schapiro has a proven track record of developing and growing successful B2B SaaS platforms and consulting services, built on strong partnerships with some of Australia's most reputable institutions. He is the Managing Director of Charidy.com, Australia's premier crowdfunding platform and fundraising and marketing consultancy, raising over $100 million in the last two years alone. Peretz has been a global investor for almost a decade and understands the fundamental parameters, strategic drivers, market requirements and what it takes for a high growth business. Peretz has a professional background in management consulting, marketing, and fundraising. Peretz holds a Masters degree in Applied Finance.

Meetings of Directors

The number of meetings of the Company's Board of Directors and of each board committee held during the financial year ended 31 December 2019 and the number of meetings attended by each Director were:

	Directors Meetings	
Director	**Meetings Held Whilst in Office**	**Attended**
Paul Summers	26	26
Angus Middleton (appointed 19 Sept. 2019)	7	7
Peretz Schapiro (appointed 11 March 2020)	N/A	N/A
Louie Simens (appointed 26 March 2020)	N/A	N/A
Stephen Jones	7	7
Richard Mehan (resigned 11 March 2020)	26	26
Mark Borman (resigned 19 Sept. 2019)	19	19
Matthew Sullivan (resigned 4 January 2019)	-	-

Directors' Interests

Information on the Directors' and their associates' interests in shares and options of the Company at 31 December 2019 can be found in the Remuneration Report on page 15.

Shares Under Option

At the date of this report, the following option classes were on issue:

- 11,000,000 unquoted options exercisable at $0.10 on or before 9 April 2023; and
- 148,932,760 (may change if NVA options are issued) unquoted options exercisable at $0.02 on or before 7 February 2022.

Shares Issued on the Exercise of Options

No shares were issued during the financial year ended 31 December 2019 on the exercise of options:

Environmental Regulations

The Group's operations are subject to normal Government Environmental Regulations. There were no breaches of these regulations during the financial year and up to the date of this report.

Insurance of Directors and Officers

The Company entered into an agreement to insure the Directors and officers of the Company. The liabilities insured and legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the entity, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company.

Indemnification

The Company has agreed to indemnify and keep indemnified the Directors against any liability:

a) incurred in connection with or as a consequence of the director or officer acting in the capacity including, without limiting the foregoing, representing the Company on anybody corporate; and
b) for legal costs incurred in defending an action in connection with or as a consequence of the Director or officer acting in the capacity.

The indemnity only applies to the extent of the amount that the Directors are not indemnified under any other indemnity, including an indemnity contained in any insurance policy taken out by the Company, under the general law or otherwise.
The indemnity does not extend to any liability:

- to the Company or a related body corporate of the Company;
- arising out of conduct of the Directors or officers involving a lack of good faith; or
- which is in respect of any negligence, default, breach of duty or breach of trust of which the directors or officers may be guilty in relation to the Company or related body corporate.

No liability has arisen under these indemnities as at the date of this report.

Proceedings on Behalf of the Company

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

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

Corporate Governance Statement

A copy of the Corporate Governance Statement has not been disclosed within the Annual Report but is available on the website www.torianresources.com.au/corporate-governance in accordance with the ASX Listing Rule 4.10.3.

Declaration by Director

Before it approved the Company's 2019 financial statements, the Board was satisfied that the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Non-audit Services

The Directors received the Lead Auditor's Independence Declaration under s.307 of the Corporations Act 2001, which is set out on page 20. The external auditor did not provide any non-audit services to the Company during the year ended 31 December 2019.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A Copy of the auditor's independence declaration as required under section 307C of the Corporations Act is set out immediately after the remunerations report.

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

On behalf of the directors

Louie Simens
Non-Executive Chairman
7 April 2020

REMUNERATION REPORT

This report outlines the remuneration arrangements in place for Directors and executives of Torian Resources Limited. The information in this report has been audited as required by 308(3C) of the Corporations Act 2001.

Directors and Key Management Personnel

The full Board of Directors set remuneration policies and practices generally and makes specific recommendations on remuneration packages and other terms of employment for Executive Directors, other Senior Executives and Non-Executive Directors (if any).

Executive remuneration and other terms of employment are reviewed annually having regard to performance against goals set at the start of the year, relevant comparative information and independent expert advice as well as basic salary, remuneration packages include superannuation.

Remuneration packages are set at levels that are intended to attract and retain executives capable of managing the Group's operations.

Remuneration of Non-Executive Directors is determined by the Board within the maximum amount approved by shareholders from time to time. Fees for Non-Executive Directors are not linked to the Company's performance. It is the Board's intention to undertake an annual review of its performance and the performance of the Board Committees against goals set at the start of the year.

In considering the Company's performance and its effect on shareholder wealth, the Board has regard to a broad range of factors, some of which are financial and others of which relate to the progress on the Company's projects, results and progress of exploration and development activities, joint venture agreements, etc.

The Board also gives consideration to the Company's result and cash consumption for the year. It does not utilise earnings per share as a performance measure or contemplate payment of any dividends in the short to medium term given that all efforts are currently being expended to develop the Company.

Details of the nature and amount of each element of the emoluments of each Director of Torian Resources Limited are set out below.

Directors

Names and positions held of key management personnel in office at any time during the financial year are:

Mr Paul Summers	Executive Director (appointed Executive Director 11 March 2020)
Mr Angus Middleton	Non-Executive Director (appointed 19 September 2019)
Mr Peretz Schapiro	Non-Executive Director (appointed 11 March 2020)
Mr Louie Simens	Non-Executive Chairman (appointed 26 March 2020)
Mr Stephen Jones	Managing Director (appointed 19 September 2019)
Mr Richard Mehan	Non-Executive Chairman (resigned 11 March 2020)
Mr Mark Borman	Managing Director (resigned 19 September 2019)
Mr Matthew Sullivan	Managing Director (resigned 4 January 2019)

Key Management Personnel Compensation

	Salary and directors fees	Bonus	Non-monetary benefits	Other employee entitlements	Total
	$	$	$	$	$
2019					
Paul Summers	31,846	-	-	3,025	34,871
Mark Borman	201,776	-	-	19,169	220,945
Richard Mehan	54,013	-	-	5,131	59,144
Stephen Jones	69,669	-	-	-	69,669
Matthew Sullivan	30,000	-	-	-	30,000
Angus Middleton	10,100	-	-	-	10,100
Total Compensation	**397,404**	**-**	**-**	**27,325**	**424,729**

REMUNERATION REPORT (CONT.)

	Salary and directors fees	Bonus	Non-monetary benefits	Other employee entitlements	Total
	$	$	$	$	$
2018					
Paul Summers	20,000	-	-	1,900	21,900
Mark Borman	178,339	-	-	9,817	188,156
Richard Mehan	27,500	-	-	2,613	30,113
Andrew Sparke	36,667	-	-	-	36,667
Matthew Sullivan	120,000	-	-	-	120,000
Elissa Hansen	18,667	-	-	-	18,667
Total Compensation	**401,173**	**-**	**-**	**14,330**	**415,503**

Shares Held by Key Management Personnel and Their Associates

	Balance 1 Jan 2019	Shares held at date of appointment	Purchases	Disposals/Held at resignation	Balance 31 Dec 2019
Paul Summers	2,814,410	-	-	-	2,814,410
Angus Middleton[1]	-	3,333,334	-	-	3,333,334
Peretz Schapiro[2]	-	-	-	-	-
Louie Simens[3]	-	-	-	-	-
Stephen Jones	-	90,000	-	-	90,000
Mark Borman[4]	-	-	867,697	(867,697)	-
Richard Mehan[5]	-	-	977,234	(977,234)	-
Matthew Sullivan[6]	9,105,094	-	-	(9,105,094)	-
Total	**11,919,504**	**3,423,334**	**1,844,931**	**(10,950,025)**	**6,237,744**

Notes:

1. Appointed 19 September 2019
2. Appointed subsequent to the period on 11 March 2020
3. Appointed subsequent to the end of the period on 26 March 2020
4. Appointed 20 April 2018, appointed Managing Director 4 January 2019, resigned 19 September 2019
5. Resigned 11 March 2020
6. Resigned 4 January 2019

Related Party Transactions

During the financial year, the Company sublet office space from Summers Legal for its corporate head office. Summers Legal is a related party of Torian director Paul Summers. Total payments in the year were $45,242 and the Company considers this arrangement to be at arm's length.

Consultancy Agreements

Louie Simens – Non-Executive Chairman

- Agreement commenced on 26 March 2020.
- Director fees of $36,000 per annum exclusive of superannuation.
- Agreement is terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

Angus Middleton – Non-Executive Director

- Agreement commenced on 19 September 2019.
- Director fees of $36,000 per annum inclusive of superannuation.
- Agreement is terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

Stephen Jones – Managing Director

- Appointed 19 November 2019 for a fixed term to 30 June 2020.
- Managing Director fees of $20,000 per month exclusive of GST.
- Agreement is terminated upon one month's written notice by either party.
- No performance based remuneration incentive has been included.

Paul Summers – Executive Director

- Agreement commenced on 11 March 2020.
- Consultancy fee of $10,000 per month.
- Agreement is terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

Peretz Schapiro – Non-Executive Director

- Agreement commenced on 11 March 2020.
- Director fees of $36,000 per annum exclusive of GST.
- Agreement is terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

Richard Mehan – Non-Executive Chairman (resigned 11 March 2020)

- Agreement commenced on 20 April 2018.
- Director fees of $50,000 per annum exclusive of superannuation.
- Agreement was terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

Mark Borman – Managing Director (resigned 19 September 2019)

- Agreement commenced on 20 April 2018.
- Director fees of $188,156 per annum inclusive of superannuation.
- Agreement was terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

REMUNERATION REPORT (CONT.)

Matthew Sullivan – Managing Director (resigned 4 January 2019)

- Agreement commenced on 6 June 2014.
- Consultancy fee of $10,000 per month.
- Agreement was terminated upon cessation of directorship/employment with the Company.
- No performance based remuneration incentive has been included.

Loans to Directors and Key Management Personnel

There were no new loans made to directors or key management personnel of the Company and the Group during the period commencing at the beginning of the financial year and up to the date of this report.

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Torian Resources Limited for the year ended 31 December 2019, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

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

RSM AUSTRALIA PARTNERS

C J Hume
Partner

Sydney, NSW
Dated: 7 April 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR YEAR ENDED 31 DECEMBER 2019

	Note	2019	2018
		$	$
Other revenue	2	172	4,879
Depreciation and amortisation expense	3	(50,037)	(6,278)
Impairment expense	3	(631,175)	(300,901)
Employee benefits expense	5	(609,410)	(339,771)
Due diligence and professional services		(294,027)	(235,971)
Finance costs		(3,343)	(3,194)
Loss on disposal of tenements		(181,859)	-
Exploration expenditure		(38,443)	(52,200)
Administration expenditure		(227,742)	(602,300)
Loss before income tax expense		(2,035,864)	(1,535,736)
Income tax expense	4	-	-
Loss attributable to members of the parent entity		(2,035,864)	(1,535,736)
Other comprehensive income		-	-
Total comprehensive income for the period		(2,035,864)	(1,535,736)
Basic and diluted loss per share (cents)	7	(0.74)	(0.74)

These financial statements should be read in conjunction with the accompanying notes.

TORIAN RESOURCES LIMITED
ABN 72 002 261 565
AND CONTROLLED ENTITIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	Note	2019	2018
		$	**$**
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	49,775	95,485
Trade and other receivables	9	76,262	146,960
TOTAL CURRENT ASSETS		126,037	242,445
NON-CURRENT ASSETS			
Financial assets	10	1,429	1,429
Property, plant and equipment	13	3,264	10,284
Exploration and evaluation expenditure	14	19,075,545	19,238,242
Right of use asset		21,509	-
TOTAL NON-CURRENT ASSETS		19,101,747	19,249,955
TOTAL ASSETS		19,227,784	19,492,400
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	15	559,241	197,563
Borrowings	16	110,246	110,246
Lease liability		22,303	-
TOTAL CURRENT LIABILITIES		691,790	307,809
TOTAL LIABILITIES		691,790	307,809
NET ASSETS		18,535,994	19,184,591
EQUITY			
Issued capital	17	82,790,948	81,693,681
Reserves	18	290,000	-
Accumulated losses		(64,544,954)	(62,509,090)
TOTAL EQUITY		18,535,994	19,184,591

These financial statements should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31 DECEMBER 2019

	Note	Shares on Issue	Accumulated Losses	Reserves	Total
		$	**$**	**$**	**$**
Balance at 1 January 2018		79,792,247	(60,973,354)	-	18,818,893
Loss for the period		-	(1,535,736)	-	(1,535,736)
Other comprehensive income for the period		-	-		-
Total comprehensive income for the period		-	(1,535,736)	-	(1,535,736)
Shares issued during the period net of costs	17	1,901,434	-	-	1,901,434
Balance at 31 December 2018		81,693,681	(62,509,090)	-	19,184,591
Balance at 1 January 2019		81,693,681	(62,509,090)	-	19,184,591
Loss for the period		-	(2,035,864)	-	(2,035,864)
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		-	(2,035,864)	-	(2,035,864)
Convertible note raising		-	-	290,000	290,000
Shares issued during the period net of costs	17	1,097,267	-	-	1,097,267
Balance at 31 December 2019		82,790,948	(64,544,954)	290,000	18,535,994

These financial statements should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR YEAR ENDED 31 DECEMBER 2019

	Note	2019	2018
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(904,293)	(889,850)
Finance charges		(464)	(3,194)
Interest received		151	4,879
Exploration expenses paid		(18,387)	-
Net cash used in operating activities	19	(922,993)	(888,165)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments to acquire property, plant and equipment		-	(5,753)
Payments to acquire mining tenements		-	(44,901)
Payments for exploration		(587,983)	(1,559,987)
Proceeds from disposal of tenements		150,000	-
Net cash used in investing activities		(437,983)	(1,610,641)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares, net of raising costs	17	1,025,266	1,512,238
Repayment of related party loan		-	(18,900)
Proceeds from convertible note		290,000	-
Net cash provided by financing activities		1,315,266	1,493,338
Net (decrease)/increase in cash held		(45,710)	(1,005,468)
Cash and cash equivalents at beginning of financial year		95,485	1,100,953
Cash and cash equivalents at end of financial year	8	49,775	95,485

These financial statements should be read in conjunction with the accompanying notes.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial report includes the consolidated financial statements and notes of Torian Resources Limited and controlled entities ('Consolidated Group' or 'Group'). The separate financial statements and notes of Torian Resources Limited as an individual parent entity ('Company') have not been presented within the financial report as permitted by the Corporations Act 2001.

The financial statements were authorised for issue on 7 April 2020 by the directors of the company.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are reported below. They have been consistently applied unless stated otherwise. All applicable new accounting standards have been adopted for the year ended 31 December 2019 unless otherwise stated and their adoption did not have a significant impact on the financial performance or position of the consolidated entity

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Accounting Policies

a. **Principles of Consolidation**

A controlled entity is any entity Torian Resources Limited has the power to control the financial and operating policies of so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 11 to the financial statements. All controlled entities have a 31 December 2019 financial year-end for this current year.

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year ended. Where controlled entities have entered (left) the Group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

All inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Company.

Where controlled entities have entered or left the Group during the year, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

Minority interests, being that portion of the profit or loss and net assets of subsidiaries attributable to equity interests held by persons outside the Group, are shown separately within the Equity section of the Consolidated Statement of Financial Position and in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

b. **Going Concern**

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

For the financial year ended 31 December 2019, the Group incurred a net loss after tax of $2,036,659 and utilised cash from operating and investing activities of $922,993 and $437,983 respectively. As at that date the Group has net current liabilities of $565,755. The ability to continue as a going concern and realise its exploration asset is dependent on a number of factors, the most significant of which is obtaining additional funding to complete the exploration activities.

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

Subsequent to reporting date, on 31 January 2020, the World Health Organisation (WHO) announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic. These events are having a significant negative impact on world stock markets, currencies and general business activities. The timing and extent of the impact and recovery from COVID-19 is unknown but it may have an impact on Group's activities and potentially impact on being able to raise capital in an uncertain market.

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

- In March 2020, the Group secured a convertible loan facility of $413,325 with ASX-listed Nova Minerals Limited;
- The Group has cash resources of $49,775 as at 31 December 2019;
- The Group has net assets of $18,535,992;
- The Group is exploring the possibility of entering into a number of joint venture arrangements for the development of some of its mining projects,
- The Group has the ability to dispose some of its assets as and when required; and
- The Group has the ability to scale back its exploration activities should funding not be available continue exploration at its current levels.

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

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

c. **Taxes**

The charge for current income tax expense is based on the results for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

c. **Taxes (Cont.)**

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.
Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Torian Resources Limited formed an income tax consolidated group under the tax consolidation regime with its domestic subsidiaries listed under Note 11.

d. **Plant and Equipment**

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

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the Group commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	**Depreciation Rate**
Office equipment and furniture	25%
Plant and equipment	25%
Buildings	*Over lease term*

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

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Profit or Loss and Other Comprehensive Income.

e. **Exploration, Development and Evaluation Expenditure**

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

Currently the practice is to capitalise all expenses that have been incurred and are in direct relation to the exploration of resources.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

e. **Exploration, Development and Evaluation Expenditure (Cont.)**

Indirect costs such as administrative and general operational costs will be expensed on the basis that they are necessarily incurred.

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

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

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

Carrying value

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

f. **Impairment of Assets**

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

g. **Investments in Joint Ventures**

Investments in joint venture companies are recognised in the financial statements by applying the equity method of accounting. The equity method of accounting recognised the Group's share of post-acquisition reserves of joint ventures.

h. **Financial Instruments**

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

h. **Financial Instruments (Cont.)**

Classification and subsequent measurement of financial assets
Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- amortised cost
- fair value through profit or loss (FVPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI)

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Classifications are determined by both:

- The entities business model for managing the financial asset
- The contractual cash flow characteristics of the financial assets

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables, which is presented within other expenses.

Subsequent measurement financial assets

Equity instruments at fair value through other comprehensive income (Equity FVOCI)
Investments in equity instruments that are not held for trading are eligible for an irrevocable election at inception to be measured at FVOCI. Under Equity FVOCI, subsequent movements in fair value are recognised in other comprehensive income and are never reclassified to profit or loss. Dividend from these investments continue to be recorded as other income within the profit or loss unless the dividend clearly represents return of capital. This category includes unlisted equity securities - XY ltd that were previously classified as 'available-for-sale' under AASB 139.

Impairment of Financial assets
AASB 9's impairment requirements use more forward looking information to recognize expected credit losses – the 'expected credit losses (ECL) model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

The Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument. In applying this forward-looking approach, a distinction is made between:

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Financial Instruments (Cont.)

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

i. **Employee Benefits**

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

j. **Equity-settled Compensation**

There has been no equity based compensation with the exception of that described at Note 20. The capital subscribed to as per this note was acquired at fair value at the time of purchase.

Options issues have their fair value determined with reference to an approved valuation methodology, such as the Black-Scholes valuation method. On issue, the fair value of an option is taken to the Income Statements equity settled compensation, with a corresponding credit to the options reserve. This is then disclosed as other comprehensive income in the Statement of Comprehensive Income to show other net profit position of the Group from a third party perspective.

Shares have their value determined using the direct method of share price at date of issue multiplied by the number of shares issued.

k. **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

l. **Trade and Other Payables**

Liabilities for creditors and other amounts are carried at amortised cost, which is the present value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company. The carrying period is dictated by market conditions but is generally less than 30 days.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

m. **Revenue and Other Income**

The Group does not currently have revenue from sale of goods to customers.

Any future revenue from contracts with customers will be recognised as per the requirements of AASB 15, the core principle of which is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price.

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

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

n. **Finance Costs**

Finance costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other finance costs are recognised in the period in which they are incurred.

o. **Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows. There is provision made in the Statement of Cash Flows to disclose the applicable GST refunds/payments that have been remitted to the ATO to accurately show the cash position of Torian Resources Limited.

p. **Earnings Per Share**

Basic earnings per share is calculated by dividing the profit or loss attributable to the owners of the Group excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

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

q. **Comparative Figures**

Comparative figures have been derived from the audited financial statements for Torian Resources Limited for the year ended 31 December 2018, and changes in presentation are made where necessary to comply with accounting standards.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

r. **Critical Accounting Estimates and Judgements**

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key Judgements - Exploration and Evaluation Expenditure

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage that permits a reasonable assessment of the existence of reserves. There is significant judgement required on the part of the management and the Board in determining whether exploration assets are impaired. Management have taken into consideration the independent external technical valuation obtained for the Torian and Cascade Portfolio of Projects obtained in February 2017 for the purposes of the Cascade acquisition. They have taken into account the subsequent geological reports from exploration activities and the increase in the gold price. In addition, they have considered the current market conditions, the political climate in the jurisdiction in which the assets exist, as well as numerous other factors in their determination that the assets are not impaired.

There is significant estimation uncertainty and judgement required in terms of the allocation of expenditure to individual tenements. Management has exercised their judgement in concluding that the abandonment of individual tenements within a project does not necessarily impact on the commercial viability of the project as a whole. Consequently, the historical costs of exploring the individual tenements within a greater project are considered part of the cost of the exploration of that project and the individual tenements are not impaired if abandoned.

Key Estimates - Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, which the similar terms, security and economic environment.

s. **New and Revised Accounting Standards**

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

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

The consolidated entity has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. The adoption of these new and revised Accounting Standards and Interpretations has not resulted in a significant or material change to the consolidated entity's accounting policies.

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

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

s. **New and Revised Accounting Standards (Cont.)**

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB 16 Leases

The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured as the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

The impact of the new standard that was recognised at 1 January reflected a reported increase in assets by $64,526 and liabilities increase by $65,307. The Company recognised $2,238 in interest expense and $43,017 in additional deprecation as a result of the new standard for the reporting period.

NOTE 2: REVENUE

	2019 $	2018 $
Other revenue		
— Interest received	172	4,879
Total other income	172	4,879

NOTE 3: RESULTS FOR THE YEAR

Expenses:		
Impairment	631,175	300,901
Depreciation of plant and equipment	7,020	6,278

NOTE 4: INCOME TAX EXPENSE

	2019 $	2018 $
The components of tax expense comprise:		
Current tax	-	-
Deferred tax	-	-
Total	-	-
Prima facie tax benefit on loss from ordinary activities before income tax at 27.5% (2018: 27.5%):	(559,863)	(422,326)
Add tax effect of:		
— Other non-allowable items	313,326	146,886
Subtotal	(246,537)	(275,440)
Less tax effect of:		
— Items not assessable for taxation	-	-
— Items deductible for taxation but not accounting	(606,525)	(515,823)
Deferred tax assets not brought to account:	853,062	791,263
Income tax expense	-	-

NOTE 4: INCOME TAX EXPENSE (CONT.)

The group has carried forward tax losses, calculated according to Australian income tax legislation of $52,888,885 (2018: $49,549,757), which will be deductible from future assessable income provided that income is derived, and:

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

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

NOTE 5: EMPLOYEE BENEFITS EXPENSE

Employee benefits incurred during the year:		
— Salaries and wages	447,409	319,116
— Superannuation	48,839	20,655
Total:	496,248	339,771

NOTE 6: AUDITOR REMUNERATION

	2019	**2018**
	$	**$**
Remuneration of the auditor of the Group for:		
— auditing or reviewing the financial report	48,281	42,135
Total:	48,281	42,135

NOTE 7: EARNINGS PER SHARE

a.	Reconciliation of earnings:		
	Loss	(2,035,864)	(1,535,736)
		No.	**No.**
b.	Weighted average number of ordinary shares outstanding during the year used in calculating EPS	273,325,783	207,941,739
		Cents	**Cents**
c.	Basic EPS	(0.74)	(0.74)
d.	Diluted EPS	(0.74)	(0.74)

NOTE 8: CASH AND CASH EQUIVALENTS

Cash at bank and on hand	49,775	95,485
Total	49,775	95,485

NOTE 9: TRADE AND OTHER RECEIVABLES

CURRENT

Trade and other receivables from third parties:		
— Trade receivables	1,029	2,311
— Other receivables	75,233	144,649
Total current assets	76,262	146,960

There is no expectation of the directors that any of the above amounts are required to be impaired as all amounts are anticipated to be fully recoverable. There are no material debtors and consequently the credit worthiness of the Group's debtors is not considered a risk.

Allowance for expected credit losses

Trade receivables and other receivables are non-interest bearing and are generally on 30-60 day terms. A provision for expected credit loss is recognised when there is objective evidence that an individual receivable is impaired. No credit loss has been recognised by the Group and Company in the current year. No receivable is past due.

Fair value and credit risk

Due to the short term nature of these receivables, their carrying value is assumed to approximate their fair value. The maximum exposure to credit risk is the fair value of receivables. Collateral is not held as security, nor is it the Group's policy to transfer on-sell receivables to special purpose entities.

Interest rate risk

Detail regarding interest rate risk exposure is disclosed in Note 23.

NOTE 10: FINANCIAL ASSETS

	2019	**2018**
	$	**$**
Financial assets	1,429	1,429
Total	1,429	1,429

Fair Value Measurement

Valuation Techniques

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

NOTE 10: FINANCIAL ASSETS(CONT.)

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

	Fair Value Measurements at 31 December 2019 using:		
	Quoted Prices in Active Markets for Identical Assets $ (Level 1)	Significant Observable Inputs $ (Level 2)	Significant Unobservable Inputs $ (Level 3)
Investment in shares of unlisted corporation			
Elsmore Resources Limited	-	-	1,429

NOTE 11: CONTROLLED ENTITIES

Controlled Entities Consolidated

	Country of Incorporation	Percentage Owned (%)*	
		2019	2018
PARENT ENTITY:			
Torian Resources Limited	Australia		
SUBSIDIARIES OF TORIAN RESOURCES LIMITED			
Cascade Resources Pty Ltd	Australia	100	100
Cliff Minerals (Aust) Pty Limited	Australia	100	100
NSW Gold Pty Ltd	Australia	100	100
Who Are They Pty Ltd	Australia	100	100
Zuleika JV Management Pty Ltd (100% owned by Cascade Resources Limited)	Australia	100	100

** Percentage of voting power is in proportion to ownership*

NOTE 13: PLANT AND EQUIPMENT

	2019	**2017**
	$	**$**
OFFICE EQUIPMENT		
At cost	26,618	26,618
Accumulated depreciation	(23,354)	(16,334)
Total office equipment	3,264	10,284
Total	3,264	10,284

Movements in Carrying Amounts

	Office Equipment
	$
Balance at 31 December 2017	10,809
Acquisitions in the year	5,753
Depreciation expense	(6,287)
Balance at 31 December 2018	10,284
Acquisitions in the year	-
Depreciation expense	(7,020)
Balance at 31 December 2019	3,264

NOTE 14: EXPLORATION AND EVALUATION EXPENDITURE

	2019	**2018**
	$	**$**
Exploration expenditure capitalised	19,075,545	19,238,242
Provision for impairment	-	-
Total	19,075,545	19,238,242
Balance at beginning of financial year	19,238,242	18,029,340
Additions	810,444	1,509,803
Amounts written off during the financial year	(621,565)	(300,901)
Amounts sold during the financial year	(351,576)	-
Balance at end of financial year	19,075,545	19,238,242

NOTE 15: TRADE AND OTHER PAYABLES

	2019	2018
	$	$
CURRENT		
Accounts payable	468,141	96,313
Accrued expenses	91,100	101,250
Total	559,241	197,563

NOTE 16: BORROWINGS

	2019	2018
CURRENT		
Loans from related parties (i) (Note 20)	110,246	110,246
Total	110,246	110,246

(i) This loan is at call, unsecured and is non-interest bearing.

NOTE 17: ISSUED CAPITAL

	2019		2018	
	No of Shares	**$**	**No of Shares**	**$**
Ordinary shares				
Fully Paid				
At the beginning of reporting period	222,027,674	81,693,681	190,689,690	79,792,247
Shares issued during the year	88,906,250	1,083,500	25,412,466	1,532,375
Shares issued to acquire capital assets	-	-	718,390	25,000
Shares issued in payment for services	4,845,763	71,102	5,207,128	365,103
Cost of raising capital	-	(57,335)	-	(21,044)
At reporting date	315,779,687	82,790,948	222,027,674	81,693,681

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At the shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

NOTE 17: ISSUED CAPITAL (CONT.)

Capital Management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the group can fund its operations and continue as a going concern.

The Group's capital includes ordinary share capital, shares and financial liabilities, supported by financial assets. There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distribution to shareholders and share issues.

NOTE 18: RESERVES

	2019	2018
	$	$
Convertible Note	290,000	-
Total	290,000	-

Convertible Note

Balance at beginning of financial year	-	-
Convertible note funds received (i)	290,000	-
Balance at end of financial year	290,000	-

(i) Secured 90-day 12% Convertible Notes with a conversion price of $0.01 per share together with a 2-for-3 attaching $0.02 option expiring 7/02/2022.

NOTE 19: CASH FLOW INFORMATION

	2019	2018
	$	$
Reconciliation of Cash Flow from Operations with Profit after Income Tax		
Loss after income tax	(2,035,864)	(1,535,736)
Non-cash flows in profit:		
Depreciation	50,037	6,278
Impairment expense	631,175	300,901
Share based payments	71,101	114,429
Expenses classified to investing cash flows	-	52,200
Changes in current assets and liabilities:		
Decrease/(Increase) in trade and other receivables	49,190	85,751
Increase in accounts payable and accruals	311,368	88,012
Net cash used in operating activities	(922,993)	(888,165)

NOTE 20: RELATED PARTY DISCLOSURES

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Transactions with related parties:

—	Green Jacket Resources Pty Ltd (director fees)	69,669
—	Jemda Pty Ltd (director fees)	15,000
—	Summers Legal Pty Ltd (rent and legal fees)	72,002

Mr Stephen Jones is a director of Green Jacket Resources Pty Ltd, which throughout the year has provided consultancy and director services to the Group. All fees tendered have been on an arm's length basis.

Mr Matthew Sullivan is a director of Jemda Pty Ltd, which throughout the year has provided consultancy and corporate management services to the Group. All fees tendered have been on an arm's length basis.

Mr Paul Summers is a director of Summers Legal Pty Ltd, which throughout the year has sublet office space and provided legal consulting services to the Group. The lease terms and legal consulting fees have been determined on an arm's length basis.

Loans from related parties:

—	Jemda Pty Ltd	110,246	110,246
		110,246	110,246

Key Management Personnel

The following were directors or key management personnel of the Company at any time during the reporting period and unles otherwise indicated were key management personnel for the entire period:

Mr Paul Summers	Executive Director (appointed Executive Director 11 March 2020)
Mr Angus Middleton	Non-Executive Director (appointed 19 September 2019)
Mr Stephen Jones	Managing Director (appointed 19 September 2019)
Mr Richard Mehan	Non-Executive Chairman (resigned 11 March 2020)
Mr Mark Borman	Managing Director (resigned 19 September 2019)
Mr Matthew Sullivan	Managing Director (resigned 4 January 2019)

NOTE 20: RELATED PARTY DISCLOSURES (CONTINUED)

Shares Held by Key Management Personnel and Their Associates

	Balance 1 Jan 2019	Shares held at date of appointment	Purchases	Disposals	Balance 31 Dec 2019
Paul Summers	2,814,410	-		-	2,814,410
Angus Middleton[1]	-	3,333,334		-	3,333,334
Stephen Jones[2]	-	90,000		-	90,000
Richard Mehan	-	-	977,234	-	977,234
Mark Borman[3]	-	-	867,697	(867,697)	-
Matthew Sullivan[4]	9,105,094	-	-	(9,105,094)	-
Total	**22,065,779**	**3,423,334**	**1,844,931**	**(10,950,025)**	**6,237,744**

Notes:

1. Appointed 19 September 2019
2. Appointed 19 September 2019
3. Resigned 19 September 2019
4. Resigned 4 January 2019

Directors' and Executive Officers' Remuneration

The Board sets all remuneration packages. The broad remuneration policy is to ensure that each senior staff member's remuneration package properly reflects the person's duties and responsibilities. Current market conditions are also taken into account in determining the appropriate remuneration package.

	Salary and directors fees	Bonus	Non-monetary benefits	Other employee entitlements	Total
	$	$	$	$	$
2019					
Paul Summers	31,846	-	-	3,025	34,871
Mark Borman	201,776	-	-	19,169	220,945
Richard Mehan	54,013	-	-	5,131	59,144
Stephen Jones	69,669	-	-	-	69,669
Matthew Sullivan	30,000	-	-	-	30,000
Angus Middleton	10,100	-	-	-	10,100
Total Compensation	**397,404**	**-**	**-**	**27,325**	**424,729**

NOTE 20: RELATED PARTY DISCLOSURES (CONTINUED)

	Salary and directors fees	Bonus	Non-monetary benefits	Other employee entitlements	Total
	$	$	$	$	$
2018					
Paul Summers	20,000	-	-	1,900	21,900
Mark Borman	178,339	-	-	9,817	188,156
Richard Mehan	27,500	-	-	2,613	30,113
Andrew Sparke	36,667	-	-	-	36,667
Matthew Sullivan	120,000	-	-	-	120,000
Elissa Hansen	18,667	-	-	-	18,667
Total Compensation	**401,173**	**-**	**-**	**14,330**	**415,503**

NOTE 21: SHARE BASED PAYMENTS

The follow table presents information on the fair values of Ordinary Shares issued in the financial year by the Group.

Date	Description	No of Ordinary Shares	Value per security $	Total $
17/06/2019	Issue of shares in consideration for exploration and drilling services	2,081,680	0.022	**46,101**
22/07/2019	Issue of shares in consideration for drilling services	1,764,083	0.009	**15,000**
06/09/2019	Issue of shares in consideration for marketing services	1,000,000	0.010	**10,000**
	Total	4,845,763		**71,101**

NOTE 22: EVENTS AFTER THE BALANCE SHEET DATE

Board Changes
Subsequent to the Period the following Board changes occurred:
- Mr Paul Summers transitioned to Executive Director subsequent to the Period on 11 March 2020.
- Mr Peretz Schapiro was appointed Non-Executive Director subsequent to the Period on 11 March 2020.
- Mr Richard Mehan stepped down as Non-Executive Chairman subsequent to the Period on 11 March 2020.
- Mr Louie Simens was appointed Non-Executive Chairman subsequent to the Period on 26 March 2020.

Nova Minerals Strategic Investment in Torian
Subsequent to the Period on 26 March 2020 the Company advised it had entered into a secured convertible loan note with Nova Minerals Limited (ASX:NVA) (Nova) to raise $413,325 (**Convertible Note**). The Note is convertible at Nova's election during the 12 month term, otherwise is repayable.

The key terms of the Convertible Note are set out below:
- Provision of secured loan facility $413,325
- 12% per annum;
- Term of 365 days;
- Convertibility of the Convertible Note is at the election of Nova and (if required) subject to shareholder approval and the Company issuing a prospectus enabling the shares to be issued following a conversion election;
- Notes are secured over the Company's assets.
- The issue of 45,925,000 options exercisable at $0.02 expiring 7 February 2022 (**Note Options**). The Note Options will be issued pursuant to the Company's Listing Rule 7.1 placement capacity.

Conversion of Carraway Convertible Notes
Subsequent to the Period on 7 February 2020 the Company converted the Carraway Loan Facility that totalled $500,000 and accrued interest into 50,649,100 ordinary fully paid shares and 33,766,088 options exercisable at $0.02 expiring 7 February 2022.

COVID-19
On 31 January 2020, the World Health Organisation ('WHO') announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic.

The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operation during 2020.

Management is actively monitoring the global situation and its impact on the Company's financial condition, liquidity, operations, supplier, industry, and workforce. Given the daily evolution of the COVID-19 outbreak and the global responses to curb the spread, the Company is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity in the 2020 financial year.

Although the Company cannot estimate the length or gravity of the impact of the COVID-19 outbreak at this time, if the pandemic continues, it may have a material adverse effect on the Company's results of future operations, financial position, and liquidity in fiscal year 2020.

No other significant subsequent event has arisen that significantly affects the operations of the Group.

NOTE 23: FINANCIAL INSTRUMENTS

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

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

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

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

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

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

	2019	2018
	$	$
Trade receivables	1,029	2,311

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

Maturity Analysis of Financial Liabilities

	Carrying Amount	Contractual Cash Flows	< 6 Months
	$	$	$
2019			
CURRENT LIABILITIES			
Accounts payable	485,106	485,106	485,106
Employee benefits payable	74,136	74,136	74,136
Lease liability	22,303	22,303	22,303

NOTE 23: FINANCIAL INSTRUMENTS (CONTINUED)

	Carrying Amount	Contractual Cash Flows	< 6 Months
	$	$	$
2018			
CURRENT LIABILITIES			
Accounts payable	135,126	135,126	135,126
Employee benefits payable	56,128	56,128	56,128
Other payables	6,308	-	-
Borrowings	110,246	110,246	110,246

Interest Rate Risk

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

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

	2019	2017
	$	$
Change in Cash and Cash Equivalents		
Increase in interest rate by 1%	497	955
Decrease in interest rate by 1%	(497)	(955)

NOTE 24: OPERATING SEGMENTS

Identification Of Reportable Operating Segments

The Group operates in the mineral exploration and mining industry in Australia. The consolidated entity has adopted *AASB 8 Operating Segments* whereby segment information is presented using a 'management approach'. Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The consolidated entity operated predominantly in one geographical location. The consolidated entity does not have any operating segments with discrete financial information. The consolidated entity does not have any customers and all the consolidated entity's assets and liabilities are located within Australia. The Board of Directors review internal management reports on a monthly basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cashflows. As a result, no reconciliation is required because the information presented is what is used by the Board of Directors to make strategic decisions including assessing performance and in determining the allocation of resources.

Accounting Policy for Operating Segments

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

NOTE 25: PARENT ENTITY DISCLOSURES

	2019	2018
	$	$
Financial position		
Assets		
Total current assets	169,054	177,784
Total non-current assets	19,933,975	19,255,730
Total assets	20,103,029	19,433,514
Liabilities		
Total current liabilities	668,989	208,563
Total liabilities	668,989	208,563
Equity		
Contributed equity	82,790,948	81,693,681
Reserves	290,000	-
Accumulated losses	(63,646,908)	(62,468,730)
Total equity	19,434,040	19,224,951
Financial performance		
Loss for the year	(1,216,934)	(1,504,349)
Other comprehensive income	-	-
Total comprehensive loss	(1,216,934)	(1,504,349)

NOTE 26: CONTINGENT ASSETS AND LIABILITIES

There are no contingent liabilities or contingent assets at balance date.

NOTE 27: CAPITAL COMMITMENTS

The total capital commitment for exploration in the 12 months from this report amount to $922,120.

NOTE 28: COMPANY DETAILS

The ***registered office*** of the Company is:

Torian Resources Limited

104 Colin Street
West Perth WA 6005

The ***principal place of business*** is:

Torian Resources Limited

104 Colin Street
West Perth WA 6005

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. the financial statements and notes, as set out on pages 21 to 47, are in accordance with the *Corporations Act 2001* and:
   a. comply with Accounting Standards and the Corporations Regulations 2001; and
   b. give a true and fair view of the financial position as at 31 December 2019 and of the performance for the year ended on that date of the Company and Consolidated Group.
2. the Company has included in Note 1 to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards;
3. the Directors have been given the declaration required by Section 295A of the Corporations Act from the Chief Executive Officer for the financial year ended 31 December 2019;
4. in the Director's opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
5. the remuneration disclosures included on pages 16 to 19 of the Directors' Report (as part of the Audited Remuneration Report) for the year ended 31 December 2019, comply with section 300A of the Corporations Act 2001.

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

____
Louie Simens
Non-executive Chairman
Sydney, 7 April 2020

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT

To the Members of Torian Resources Ltd

Opinion

We have audited the financial report of Torian Resources Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2019, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

i) giving a true and fair view of the Group's financial position as at 31 December 2019 and of its financial performance for the year then ended; and
ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

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

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

RSM

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicated that the consolidated entity incurred a loss after tax of $2,035,864 and had net cash outflows from operating and investing activities of $922,993 and $437,983 respectively for the financial year ended 31 December 2019. As at that date the consolidated entity has net current liabilities of $565,753. The ability to continue as a going concern and realise its exploration and evaluation expenditure asset is dependent on a number of factors, the most significant of which is obtaining additional funding to complete its exploration activities. As stated in Note 1, these events or conditions, along with other matters as set forth in Note1, indicate that a material uncertainty exists that may cast significant doubt on the consolidated entity's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Key Audit Matters

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

Key Audit Matter	How our audit addressed this matter
Carrying Value of Capitalised Exploration Expenditure Refer to Note 14 in the financial statements	
The Group has capitalised exploration expenditure with a carrying value of $19,075,545. We determined this to be a key audit matter due to the significant management judgement involved in assessing the carrying value in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources,* including: • Determination of whether expenditure can be associated with finding specific mineral resources, and the basis on which that expenditure is allocated to an area of interest; • Assessing whether any indicators of impairment are present; • Determination of whether exploration activities have progressed to the stage at which the existence of an economically recoverable mineral reserve may be determined.	Our audit procedures in relation to the carrying value of capitalised exploration costs included: • Ensuring that the right to tenure of the areas of interest was current through confirmation with the relevant government departments; • Critically assessing and evaluating management's assessment that no indicators of impairment existed; • Agreeing a sample of the additions to capitalised exploration expenditure during the year to supporting documentation, and ensuring that the amounts were capital in nature; • Through discussions with the Group's management team, and review of the Group's ASX announcements and other relevant documentation, assessing management's determination that exploration activities have not yet progressed to the point where the existence or otherwise of an economically recoverable mineral resource may be determined.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2019 but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/Pronouncements/Australian-Auditing-Standards/Auditors-Responsibilities.aspx. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 10 to 12 of the directors' report for the year ended 31 December 2019.

In our opinion, the Remuneration Report of Torian Resources Ltd, for the year ended 31 December 2019, complies with section 300A of the Corporations Act 2001.

Responsibilities

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

RSM Australia Partners

Cameron Hume
Partner
Sydney, 7 April 2020

SHAREHOLDER INFORMATION

Spread of Shareholders

As at 27 March 2020, Torian Resources Limited had 1,080 shareholders. At a general meeting, every shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and, on a poll, one vote for each fully paid share held. Option holders do not have voting rights.

Spread of Holdings

Range	**Number of Holders Shares**	**No. of Units**	**Percentage of Issued Capital**
1 - 1,000	36,435	209	0.01%
1,001 - 5,000	152,230	60	0.04%
5,001 - 10,000	333,238	43	0.09%
10,001 - 100,000	18,078,712	367	4.89%
> 100,000	351,052,372	401	94.97%
Total	**369,652,987**	**1,080**	**100.00%**

As at 27 March 2020 there were 567 shareholders holding less than a marketable parcel of 8,732,539.

Substantial Shareholders

As at 27 March 2020, there were no shareholders who hold 5% or more of the issued capital of the Company who had lodged a substantial shareholder notice with ASX.

Top 20 Holdings as at 27 March 2020

Rank	Name	Units	% of Units
1	LEET INVESTMENTS PTY LIMITED <SUPERANNUATION FUND A/C>	16,465,864	4.45
2	SIERRA RESOURCES LTD	10,111,500	2.74
3	SL INVESTORS PTY LTD <SL SUPERFUND A/C>	10,000,000	2.71
4	KUSHKUSH INVESTMENTS PTY LTD <ALEXANDRA DISCRETIONARY A/C>	9,495,800	2.57
5	JEMDA PTY LTD <THE JEMDA FAMILY A/C>	8,621,673	2.33
6	TRIBUNE RESOURCES LTD	6,529,421	1.77
7	RAND MINING LTD	6,529,421	1.77
8	PATRON PARTNERS PTY LTD <AP & RL MURTAGH FAMILY A/C>	5,890,933	1.59
9	CARDA PTY LTD <CARDA SUPER FUND A/C>	5,886,249	1.59
10	R&R VENTURE PARTNERS II LLC	5,716,485	1.55
11	MR SALVATORE DI VINCENZO	5,173,315	1.4
12	MR PETER ANDREW PROKSA	5,000,000	1.35
13	MR MICHAEL FRANCIS MCMAHON + MRS SUSAN LESLEY MCMAHON <MCMAHON SUPER FUND A/C>	4,670,595	1.26
14	ORBIT DRILLING PTY LTD	4,525,931	1.22
15	ALCARDO INVESTMENTS LIMITED <STYLED 102501 A/C>	4,440,000	1.2
16	JOHNS CORPORATION PTY LTD <JOHNS FAMILY A/C>	4,221,204	1.14
17	OURO PURA PTY LTD	4,000,000	1.08
18	Y-FENNI KOVENDI PTY LTD <SMART KOVENDI SUPER A/C>	4,000,000	1.08
19	TOLIJUDO PTY LTD	4,000,000	1.08
20	DEREK FOSTER & ASSOCIATES PTY LTD	3,834,501	1.04
Totals: Top 20 holders of TNR ORDINARY FULLY PAID		**129,112,892**	**34.93**
Total Remaining Holders Balance		**240,540,095**	**65.07**
Total Holders Balance		**369,652,987**	**100.00**

Unquoted Securities

As at 27 March 2020 the following classes of unquoted securities were on issue:
- 11,000,000 unquoted options exercisable at $0.10 on or before 9 April 2023; and
- 148,932,760 unquoted options exercisable at $0.02 on or before 7 February 2022;

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

As at 27 March 2020 the following class of unquoted securities had holders with greater than 20% of the class on issue.

Unquoted Options exercisable at $0.10 on or before 9 April 2023

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

Restricted Securities

There are no restricted securities currently on issue.

On-market Buy-Back

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

TENEMENTS HELD AT 31 DECEMBER 2019

TENEMENT:	LOCATION:	JV or PROJECT:	INTEREST:
ML 70094	Sapphire, QLD	Queensland	100%
ML 70095	Sapphire, QLD	Queensland	100%
ML 70096	Sapphire, QLD	Queensland	100%
E 24/190	Zuleika, WA	Zuleika	100%
M 16/229	Zuleika, WA	Zuleika	100%
M 16/491	Zuleika, WA	Zuleika	90%
M 24/975	Zuleika, WA	Zuleika	100%
M 26/572	Zuleika, WA	Zuleika	100%
M 37/475	Leonora, WA	Malcolm JV	51%
M 37/1305	Leonora, WA	Mt Stirling Well	100%
M 37/1306	Leonora, WA	Mt Stirling JV	51%
M 37/1311-1313	Leonora, WA	Mt Cutmore JV	51%
P 15/5305	Coolgardie, WA	Bonnie Vale	100%
P 15/5672	Coolgardie, WA	Gibraltar South	100%
P 15/5914	Coolgardie, WA	Gibraltar South	100%
P 15/5922-5924	Coolgardie, WA	Gibraltar South	100%
P 15/6074-6078	Coolgardie, WA	Gibraltar South	100%
P 15/6114-6115	Coolgardie, WA	Gibraltar South	100%
P 16/2837	Zuleika, WA	Zuleika	100%
P 16/2839	Zuleika, WA	Zuleika	100%
P 16/2843	Zuleika, WA	Zuleika	100%
P 16/2853	Zuleika, WA	Zuleika	100%
P 16/2879-2887	Zuleika, WA	Zuleika	100%
P 16/2896	Zuleika, WA	Zuleika	100%
P 16/2902	Zuleika, WA	Zuleika	100%
P 16/2913-2915	Zuleika, WA	Zuleika	100%
P 16/2943-2953	Zuleika, WA	Zuleika	100%

TENEMENT:	LOCATION:	JV or PROJECT:	INTEREST:
P 16/2959-2960	Zuleika, WA	Zuleika	100%
P 16/2964-2967	Zuleika, WA	Zuleika	100%
P 16/3024-3026	Zuleika, WA	Zuleika	100%
P 24/4418-4429	Zuleika, WA	Zuleika	100%
P 24/4468	Zuleika, WA	Zuleika	100%
P 24/4679	Zuleika, WA	Zuleika	100%
P 24/4749	Zuleika, WA	Zuleika	100%
P 24/4827-4831	Zuleika, WA	Zuleika	100%
P 24/4866-4867	Zuleika, WA	Zuleika	100%
P 24/4873	Zuleika, WA	Zuleika	100%
P 24/4917-4923	Zuleika, WA	Zuleika	100%
P 24/4925-4940	Zuleika, WA	Zuleika	100%
P 24/4941-4942	Zuleika, WA	Broad Arrow	100%
P 24/4996	Zuleika, WA	Zuleika	100%
P 24/5013	Zuleika, WA	Zuleika	100%
P 24//5078-5081	Zuleika, WA	Zuleika	100%
P 24/5247	Zuleika, WA	Zuleika	100%
P 24/5332	Zuleika, WA	Zuleika	100%
P 25/2348-2349	Kalgoorlie, WA	Mt Monger	100%
P 25/2493	Kalgoorlie, WA	Mt Monger	100%
P 26/4011	Kalgoorlie, WA	Kanowna South	100%
P 26/4086	Kalgoorlie, WA	Mt Monger	100%
P 26/4089	Kalgoorlie, WA	Mt Monger	100%
P 26/4101-4104	Kalgoorlie, WA	Mt Monger	100%
P 26/4106-4115	Kalgoorlie, WA	Mt Monger	100%
P 26/4139	Kalgoorlie, WA	Mt Monger	100%
P 26/4141-4143	Kalgoorlie, WA	Mt Monger	100%
P 26/4152-4155	Kalgoorlie, WA	Five Mile Hill	100%
P 26/4216-4219	Kalgoorlie, WA	Boorara	100%
P 26/4275-4276	Kalgoorlie, WA	Mt Monger	100%
P 26/4292	Kalgoorlie, WA	Mt Monger	100%
P 26/4310	Kalgoorlie, WA	Mt Monger	100%
P 26/4397	Kalgoorlie, WA	Boorara	100%
P 26/4409	Kalgoorlie, WA	Mt Monger	100%
P 27/2202	Kalgoorlie, WA	Kanowna South	100%
P 27/2261	Kalgoorlie, WA	Kanowna South	100%
P 37/8073-8075	Leonora, WA	Mt Stewart JV	51%
P 37/8116	Leonora, WA	Malcolm JV	51%
P 37/8225-8227	Leonora, WA	Mt George JV	51%
P 37/8240-8243	Leonora, WA	Mt Cutmore JV	51%
P 37/8368	Leonora, WA	Mt Stirling	100%
P 37/8523-8524	Leonora, WA	Malcolm JV	51%
P 37/8568	Leonora, WA	Mt Stirling	100%
P 37/8623-8632	Leonora, WA	Mt Stewart JV	51%
P 37/8646-8647	Leonora, WA	Mt Cutmore JV	51%
P 37/8648	Leonora, WA	Mt George JV	51%
P 37/8649	Leonora, WA	Braemore JV	51%
P 37/8650	Leonora, WA	Rabbit Warren South	100%
P 37/8651	Leonora, WA	Braemore JV	51%
P 37/8652-8653	Leonora, WA	Rabbit Warren South	100%
P 37/8659-8661	Leonora, WA	Braemore JV	51%

TENEMENT:	LOCATION:	JV or PROJECT:	INTEREST:
P 37/8662	Leonora, WA	Mt George JV	51%
P 37/8663	Leonora, WA	Rabbit Warren South	100%
P 37/8664-8665	Leonora, WA	Braemore JV	51%
P 37/8866	Leonora, WA	Malcolm JV	51%
P 37/8712	Leonora, WA	Mt Stirling	100%
P 37/8730-8733	Leonora, WA	Malcolm JV	51%
P 37/8745-8748	Leonora, WA	Malcolm JV	51%
P 37/8754	Leonora, WA	Malcolm JV	51%
P 37/8791-8793	Leonora, WA	Calypso	100%
P 37/8820-8826	Leonora, WA	Malcolm JV	51%
P 37/8831-8834	Leonora, WA	Mt Cutmore JV	51%
P 37/8838-8840	Leonora, WA	Mt Cutmore JV	51%
P 37/8845-8861	Leonora, WA	Mt Stiriling	100%
P 37/8862-8863	Leonora, WA	Mt George JV	51%
P 37/8864-8866	Leonora, WA	Malcolm JV	51%
P 378868-8869	Leonora, WA	Mt Stirling	100%
P 37/8881-8889	Leonora, WA	Mt Stirling	100%
P 37/8890-8891	Leonora, WA	Malcolm	100%
P 37/8892-8900	Leonora, WA	Malcolm JV	51%
P 37/8928	Leonora, WA	Mt George JV	51%
P 37/9105	Leonora, WA	Calypso	100%

As at 31 December 2019, Torian had the following JORC resources.

JORC (2012) Inferred Resources - Gold >0.5g/t				
Project	Deposit	Tonnes	Gold g/t	Ounces
Malcolm	Dumbarton	84,200	1.09	2,950
	Dover Castle South	210,100	1.71	11,550
Mt Stirling	Mt Stirling	727,000	1.45	33,900
	Mt Stirling Well	253,500	2.01	16,400
Totals (Dry metric tonnes)		***1,274,800***	***1.58***	***64,800***

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

Governance arrangement and internal controls

The Company's resource estimates are prepared by an external contractor and reviewed and relies on the competent person statement from the announcement dated 25 February 2019 by Mr Dennis Fry. Mr Fry is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience of relevance to the styles of mineralisation and the types of deposits under consideration, and to the activities undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Fry consents to the inclusion in this report / ASX release of the matters based on information in the form and context in which it appears. Additionally, Mr Fry confirms that the entity is not aware of any new information or data that materially affects the information contained in the ASX releases referred to in this report.

The resource estimates are prepared in accordance with the 2012 edition of the JORC Code. The resources are subject to internal peer review from time to time, which have not highlighted any errors, omissions or changes.

Competent Person Statement

The information in this report / ASX release that relates to Exploration Results is based on information reviewed by Mr Dennis Fry, who is a Director of Desert Storm Resources Pty Ltd. Mr Fry is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience of relevance to the styles of mineralisation and the types of deposits under consideration, and to the activities undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Fry consents to the inclusion in this report / ASX release of the matters based on information in the form and context in which it appears. Additionally, Mr Fry confirms that the entity is not aware of any new information or data that materially affects the information contained in the ASX releases referred to in this report.