TORIAN RESOURCES LTD

ABN 72 002 261 565

Financial Report
For the year ended 31 December 2021

Torian Resources Limited
Corporate directory
31 December 2021

Directors	Mr. Paul Summers – Executive Chairman Mr. Peretz Schapiro – Executive Director Mr. Dale Schultz – Non-Executive Director
Company secretary	Mr Leonard Math
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Share register	Advanced Share Registry Services 110 Stirling Highway Nedlands WA 6009 Telephone: (08) 9389 8033 Facsimile: (08) 9262 3723 www.advancedshare.com.au
Auditor	BDO Audit Pty Ltd Level 18, 727 Collins Street Melbourne VIC 3008 Telephone: (03) 9603 1700 https://www.bdo.com.au/
Stock exchange listing	Torian Resources Limited shares are listed on the Australian Securities Exchange (ASX code: TNR)

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Torian Resources Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2021.

Directors
The following persons were directors of Torian Resources Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Paul Summers
Mr Peretz Schapiro
Mr Dale Schultz

Principal activities
The activities of the Group and its subsidiaries during the year ended 31 December 2021 was to explore mineral tenements in Western Australia.

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $3,275,380 (31 December 2020: $2,070,357). Cash reserves at year end were $1,848,370 (31 December 2020: $2,373,018) and net assets amounted to $29,516,934 (31 December 2020: $22,285,730).

During the financial year ended 31 December 2021, the following activities occurred:

- On 6 January 2021, the Company announced the results from a further two sections (4 drill holes) from Phase 1 of the Mt Stirling drill program which drilled 31 RC holes for 5,767 metres. This phase confirmed and extended the Mt Stirling gold system over 480m strike, on 40m centre drill spacings.

- On 22 January 2021, the Company announced that BDO Audit Pty Ltd (BDO) had been appointed as the Company's auditors with effect from 22 January 2021. This appointment followed the resignation of RSM Australia Partners. The Board's decision to change auditors was made following a tendering process and consideration of the Auditor's location relative to the Company's management.

- On 27 January 2021, the Company announced significant high-grade results from a further 3 sections (7 drill holes) from Phase 1 of the Mt Stirling drill program which drilled 31 RC holes for 5,767 metres. This phase confirmed and extended the Mt Stirling gold system over 480m strike, on 40m centre drill spacings.

- On 3 February 2021, the Company announced a significant high-grade gold intercept discovered ~80m NW of the current defined resource estimate area. These results confirmed extension of Mt Stirling's strike of mineralisation by at least 80m to the NW. Significantly, three additional NW extension Phase 2 drill sections, occur in direct NW strike of MSRC061 gold mineralisation intercepted, for a further 120m extension of interpreted mineralised strike.

- On 15 February 2021, the Company announced that another gold mineralised zone has been discovered at Mt Stirling ~60m east of Mt Stirling Main Zone on section 1600N.

- On 19 February 2021, the Company announced that assay results received from the Mt Stirling Gold Project continue to confirm strike extension of the Mt Stirling Gold System to the north-west, with the system now confirmed over ~680m strike.

- On 15 March 2021, the Company announced that it has entered into an agreement to make a strategic investment into BullionFX, a leading blockchain company focused on developing blockchain based currencies backed by precious metals (bullionfx.com).

  BullionFX is developing a decentralised digital gold registry linked to global wholesale spot market liquidity, surrounded by institutional grade protections including insurance, audit and storage, allowing users to use physical gold as a mechanism for payment, trade and storage of wealth. BullionFX is developing a gold-backed cryptocurrency token that it intends to list on as yet decided secondary market exchanges and forex platforms in the future and launch a suite of payment and debt solutions. BullionFX are currently at the stage of developing 'smart contracts' (this a technical term for the code that goes into blockchain).

- On 17 March 2021, the Company announced that assay results received from the Mt Stirling Gold Project continue to confirm strike extension of the Mt Stirling Gold System to the north west, with the system confirmed over ~760m strike.

- On 24 March 2021, the Company announced that it has received binding commitments for a placement to raise $4.0 million to local and international sophisticated investors and long-term shareholders through the issue of approximately 72.7 million fully paid ordinary shares together with a 1-for-3 attaching option at an issue price of $0.055 per share (Placement). Funds raised ensured that drilling would continue unabated at the Mt Stirling Gold Project throughout 2021. The Placement included an attaching listed option exercisable at $0.02 expiring on 7 February 2022 on the basis of one option for every three Placement shares issued (Placement Options).

- On 7 April 2021, the Company announced that recent drilling results had confirmed that the Mt Stirling Gold System extended over ~1.1km of Strike and remained open in multiple directions. Additionally, a new Western Zone has been discovered at the south eastern end of the Mt Stirling Gold System.

- On 12 April 2021, the Company announced that recent drilling results continued to extend the Mt Stirling Gold System over ~1.1km of Strike, ~300m at depth, and that the system remained open in multiple directions.

- On 27 April 2021, the Company announced that Monger Gold Limited (ASX: MMG) had lodged a Prospectus with ASIC on 16 April 2021 to raise between $5-$6million. On 28 May 2021 it was announced that the IPO closed after completing the issue of 25million ordinary shares to raise $5m. Monger listed on the ASX on 2 July 2021. At the time of listing, Torian held ~10.71% of Monger.

- On 27 April 2021, the Company announced that final assay results included in the mineral resource estimate update. Many of these latest results contain grades far exceeding the previous 2019 global grade. Results received also incorporated anomalous 4m comps previously reported and which had been upgraded as individual zones.

- On 3 May 2021, the Company announced that that via its wholly owned subsidiary Tarmoola Holdings Pty Ltd (THP) it has exercised its option to purchase the 172,662 Ha (424,748 acre) Tarmoola Station and associated mining services business "Carhill Contracting" for a purchase price of $4,000,000. The purchase of the station and associated business also includes hard assets (Machinery, vehicles etc) that have been independently valued at $1,165,600 (inc GST).

- On 12 May 2021, the Company announced receipt of further assay results to be included the mineral resource estimate update. Results received also incorporated anomalous 4m composites previously reported and which had been upgraded as individual zones.

- On 27 May 2021, the Company announced details of Mt Stirling Interim Mineral Resource Estimate Update. The Mt Stirling Interim Mineral Resource Estimate (MRE) increased by 200% to 2.05M tonnes @ 1.54 g/t Au for 102,000 ounces including 20,000 Indicated ounces from surface (using a 0.5 g/t gold cut-off). Torian Resources engaged BM Geological Services (BMGS) to complete a Mineral Resource Estimate (MRE) for the Mt Stirling deposit situated 40km northwest of Leonora WA, during May 2021.

Category	Tonnes	Au	Ounces
Indicated	355,000	1.7	20,000
Inferred	1,695,000	1.5	82,000
Total	**2,050,000**	**1.5**	**102,000**

Table 1. May 2021 Mineral Resource Estimate at a cut-off of 0.5 g/t– (Rounded to 2 significant figures)

- On 31 May 2021, the Company announced Multiple shallow mineralised gold intercepts not included in the recent Interim Mineral Resource Estimate (MRE) updated warrant follow-up drilling at Mt Stirling.

- On 31 May 2021, the Company announced that all resolutions at the annual general meeting were passed on a poll.

- On 1 June 2021, the Company announced that Mt Malcolm Mines NL (Mt Malcolm), through its wholly-owned subsidiary Mt Malcolm Gold Holdings Pty Ltd has exercised its option to acquire Torian's non-core tenements located in the Leonora district of Western Australia comprising the Malcolm, Mt George, Mt Stewart, Rabbit Warren South, Braemore and Calypso Prospects (Malcolm Project). Pursuant to the agreement previously announced on 14 April 2020, Torian granted Mt Malcolm an exclusive eighteen-month option to acquire the Mt Malcolm Project for consideration of $350,000 cash.

- On 7 July 2021 (and updated on 28 July 2021), the Company announced that surface pXRF and field work conducted over recent weeks has uncovered two new high priority targets at the Mt Stirling Gold Project. The discovery of the Tyrannus prospect on the NNW Ursus Fault position. The Tyrannus discovery was structurally significant as situated on inflection and splay junction of Wonambi Shear termination onto Ursus Fault, ~400m east of Mt Stirling gold mineralisation.

- On 3 August 2021, the Company announced that it has secured funding to settle on Tarmoola Station. Financing was arranged by RiverFort Global Capital Ltd, a London based UK Institutional Investment Manager (authorised and regulated by the UK Financial Conduct Authority), focusing on high growth companies. Though its wholly owned subsidiary, RiverFort Global Opportunities PCC Ltd, ("RiverFort") has advanced the Company $3.27 million (before costs) which the Company anticipates will be repaid in ordinary course of business. Interim funding of $3.049 (before costs) was immediately provided. Torian's Executive Directors and CFO to provided ~$1.7m of personal shares as collateral to secure the agreement.

- On 9 August 2021, the Company announced that all initial results from Diorite regional reconnaissance drilling hadnow been received and reviewed. A total of 21 drill holes for 2,683m were drilled. Encouraging results from gold intercepts associated with historical workings at the "Unexpected Mine" prospect, and mineralised target horizon zone at Diorite East, warrant follow-up RC drill testing.

- On 3 September 2021, the Company announced results from its drilling campaigns at Stirling Well. Results had increased the footprint of gold mineralisation at Stirling Well, with pierce point intercepts beyond the maiden resource boundary. The tenor of high-grade intercepts were also significantly above the global resource grade.

- On 17 September 2021, the Company announced that the conditions relating to the equity swap agreement it entered into with BullionFX in March of 2021 had been satisfied, following BullionFX listing its token $BULL on a secondary exchange and trading for >US50¢. As part of the equity-swap arrangement to take a low- risk equity position in BullionFX Ltd ("BullionFX") subscribing for US$1M of BullionFX equity representing 5,000,000 shares in BullionFX (a 2.5% stake at the time of agreement). In return BullionFX will acquire 27,711,968 ordinary shares in Torian. The agreement was completed on 17 October 2021 with the issue of 27,711,968 ordinary shares to BullionFX and the issue of 4,000,000 advisor options exercisable at 2.6¢ expiring 5 February 2024 to advisors Carraway Corporate Pty Ltd and Kikceto Pty Ltd in consideration for the introduction and assistance in negotiating the Equity Swap Agreement.

- On 20 September 2021, the Company announced that Hydra gold mineralisation had been confirmed with Auger Vacuum (AV) selective arsenic-rich samples returning anomalous gold along multiple interpreted strike target zone locations.

- On 27 September 2021, the Company announced that all resolutions at the general meeting were passed on a poll.

- On 28 September 2021, the Company announced A non-renounceable pro rata entitlement offer of up to approximately 347,754,860 Options to Eligible Shareholders on the basis of 2 New Options for every 5 Existing Shares held as at the Record Date at an issue price of $0.001 per New Option, each exercisable at $0.035 on or before 30 November 2023, to raise up to approximately $347,755 before issue costs.

- On 28 September 2021, the Company announced that the Mt Stirling Gold System Extended 280m Further SE. The interpreted mineralised strike of the Mt Stirling Gold System exceeded 1040 metres.

- On 5 October 2021, the Company announced that Tyrannus gold mineralisation had been confirmed over 600m with Auger Vacuum (AV) selective arsenic-rich samples returning significant anomalous gold from multiple interpreted target zones.

- On 12 October 2021, the Company announced that Mr Ian Pamensky had been appointed as Company Secretary following the resignation of Mr Matthew Foy who had resigned as Company Secretary due to personal reasons.

- On 13 October 2021, the Company announced results from various drilling campaigns at Mt Stirling. Results continued to expand the extents of gold mineralisation at various prospects and multiple gold domains, with pierce point intercepts beyond the current resource boundaries.

- On 26 October 2021, the Company announced that the Tyrannus gold footprint had been extended to 1000m with Auger Vacuum (AV) selective arsenic-rich samples returning further gold intercepts from target zones ~400m further NW Tyrannus oxide mineralisation is expanding in both strike and width at multiple areas amenable to open pittable Resource(s)

- On 27 October 2021, the Company announced that Significant high-grade gold mineralisation had been intercepted at Diorite North from the Unexpected Mine Workings.

- Between 15 October and 1 November 2021, the Company announced that ~122.2million TNRO options were exercised and the Company raised ~$2.44m.

- On 17 November 2021, the Company announced that further high-grade gold assays from anomalous composite intervals were received from the Unexpected Prospect at Diorite North, confirming the Estera Lode discovery.

- On 19 November 2021, the Company announced that the non-renounceable pro rata Option Entitlement Issue announced on 28 September 2021 has closed heavily subscribed ("Entitlement Issue"). Following completion of the Entitlement Issue, the total amount raised was $349,419 (before costs). The Company will issue a total of 349,419,175 Entitlement Options exercisable at $0.035 with an expiry date of 30 November 2023 ("Entitlement Options"). The Entitlement Options are quoted under ASX Code TNROB.

- On 24 November 2021, the Company announced that a 17,500M Drilling Campaign Commenced at the Mt Stirling Gold Project. Planned drilling included multiple targeted phases for a combined 12,500m RC and 5000m AV drilling.

- On 30 November 2021, the Company announced that a 17,500m drilling campaign had kicked off with early and continuing success with high grade gold assays from the Estera Lode @ Diorite North.

- On 15 December 2021, the Company announced that Assays from RC drilling at Hydra had been received from the initial first 5 drill holes; with encouraging mineralisation.

- On 24 December 2021, the Company announced gold results from the first planned drillhole on Mt Stirling-Viserion 1800N extension as well as maiden results from Tyrannus.

- On 31 December 2021, the Company announced further Mt Stirling-Viserion 1600N extension intercepts.

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
The following events have occurred subsequent to the period end:

●On 14 January 2022, the Company announced that reconnaissance exploration targeting high priority orogenic Mt Stirling Central structures, has discovered robust and significant Yttrium (pXRF) anomalies. On 31 January 2002 it was further announced that the Mt Stirling Central Yittrium and Heavy Rare Earth Elements (HREE) Discovery was further confirmed to occur throughout oxide horizons across multiple regional scale survey lines @ Yttria, close to the Arktos Fault.

●On 7 February 2022 the listed TNRO options expired. Total funds received from the exercise of 249.9million options totalled just under $5.0million.

●On the 15 March 2022 Mr Ian Pamensky resigned as company secretary and Mr Leonard Math was appointed.

●As announced to the market on 31 March 2022, the group has successfully renegotiated the terms of its funding agreement with Riverfort Global Opportunities PCC Ltd (Riverfort). As of March 1, the balance owed to Riverfort was $1,989,166. The Company has agreed to repay the balance on the lasting trading day of each month over the coming 12 months by making monthly instalment payments of $180,133.27 plus a 1% per month interest rate. Provisions around the Conversion Price and Trigger price have been removed. As such Riverfort will no longer be able to convert any outstanding balance into equity provided that Torian meets its monthly repayments. Torian can repay the loan in part or in full at any time it so chooses without any penalty.

●The impact of the Coronavirus (COVID-19) pandemic is ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

No other matter or circumstance has arisen since 31 December 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments and expected results of operations

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Mr Paul Summers
Title:	Executive director
Qualifications:	LLB
Experience and expertise:	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.
Other current directorships:	-
Former directorships (last 3 years):	-
Interests in shares:	26,816,927
Interests in options:	19,289,211
Interests in rights:	4,000,000

Name:	Mr. Peretz Schapiro
Title:	Executive director
Qualifications:	Masters degree in applied finance.
Experience and expertise:	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.
Other current directorships:	Monger Gold (ASX: MMG)
Former directorships (last 3 years):	Okapi Resources Non executive director / interim chair (ASX:OKR) April 2021 - February 2022
Interests in shares:	15,712,575
Interests in options:	20,474,628
Interests in rights:	5,000,000

Name:	Mr. Dale Schultz
Title:	Non - executive director
Experience and expertise:	Dale Schultz has over 30 years of experience in the mining and exploration industry in North and South America. He has a M.Sc. from the University of Saskatchewan and is a registered Professional Geoscientist in the provinces of Manitoba and Saskatchewan. Over the years, Mr. Schultz has been the Qualified Person (QP) for a number of projects including Solex Resources' Pilunani and Macusani projects in Peru, Channel Resources' El Mozo project in Central Ecuador, Aurelians' Bonza-Penus resource campaign on the Condor Project in Central Ecuador, Majescors' Douvray porphyry copper-gold project in Haiti, Nova Minerals' Estelle project in Alaska and spent time at Battle Mountains' Kori Kollo mine in Bolivia. Mr. Schultz has also extensive experience in a number of other gold mining operations in Canada and brings with him invaluable experience ranging from initial exploration stages through to underground and open pit mine production of large gold systems
Other current directorships:	-
Former directorships (last 3 years):	-
Interests in shares:	-

Company secretary
On 15 March 2022 Mr Ian Pamensky resigned from his role as company secretary and Mr Leonard Math was appointed.

Mr Ian Pamensky is a Chartered Accountant and member of FinSIA. Ian has over 22 years of experience working across a wide range of industries, from audit and funds management to mining.

Mr Leonard Math is a Chartered Accountant and has a Bachelor of Commerce from Edith Cowan University. He has been working with ASX listed companies as a Company Secretary and a Company Director for over 15 years.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') held during the year ended 31 December 2021, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Paul Summers	6	6	-	-	-	-
Peretz Schapiro	6	6	-	-	-	-
Dale Shultz	6	6	-	-	-	-

Held: represents the number of meetings held during the time the director held office.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

In consultation with external remuneration consultants (refer to the section 'Use of remuneration consultants' below), the Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

Executive remuneration

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The Board is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of Torian Resources Limited:
- Paul Summers
- Peretz Schapiro
- Dale Shultz

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2021	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Options $	Shares $	Total $
Paul Summers	120,000	-	-	-	-	40,000	-	160,000
Peretz Schapiro	97,299	-	-	6,239	-	200,000	-	303,538
Dale Shultz	22,500	-	-	-	-	-	-	22,500
	239,799	-	-	6,239	-	240,000	-	486,038

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2020	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Options $	Shares $	Total $
Paul Summers	92,000	-	-	-	-	65,000	16,779	173,779
Peretz Schapiro	73,666	-	-	-	-	21,000	-	94,666
Louie Simens	21,000	-	-	-	-	105,000	-	126,000
Dale Shultz	30,000	-	-	-	-	-	-	30,000
Richard Mehan	18,542	-	-	2,177	-	30,000	-	50,719
Stephen Jones	50,342	-	-	-	-	-	-	50,342
Angus Middleton	-	-	-	-	-	30,000	21,200	51,200
	285,550	-	-	2,177	-	251,000	37,979	576,706

During the prior reporting period the following directors resigned from Torian Resources:

Louie Simens (19 August 2020), Richard Mehan (11 March 2020), Stephen Jones (14 April 2020), Angus Middleton (21 April 2020)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration 2021	Fixed remuneration 2020	Linked to performance 2021	Linked to performance 2020	At risk - LTI 2021	At risk - LTI 2020
Paul Summers	75%	53%	25%	47%	-	-
Peretz Schapiro	34%	78%	66%	22%	-	-
Louie Simens	-	17%	-	83%	-	-
Dale Shultz	100%	100%	-	-	-	-
Richard Mehan	-	41%	-	59%	-	-
Stephen Jones	-	100%	-	-	-	-
Angus Middleton	-	-	-	100%	-	-

Service agreements
Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Paul Summers
Title:	Executive Chairman
Agreement commenced:	30 October 2020
Term of agreement:	Agreement is terminated upon cessation of directorship/employment with the Company.
Details:	Director fees of $3,000 per month as well as consultancy fees of $7,000 per month No performance based remuneration incentive has been specified

Name:	Peretz Schapiro
Title:	Executive Director
Agreement commenced:	30 October 2020
Term of agreement:	Agreement is terminated upon cessation of directorship/employment with the Company.
Details:	Director fees of $3,000 per month as well as consultancy fees of $7,000 per month No performance based remuneration incentive has been specified

Name:	Dale Shultz
Title:	Non - executive director
Agreement commenced:	28 June 2021
Term of agreement:	Agreement is terminated upon cessation of directorship/employment with the Company.
Details:	Director fees of $1,500 per month as well as consultancy fees of $1,000 per month No performance based remuneration incentive has been specified

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2021.

Options

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Paul Summers	2,000,000	6/1/2021	6/2/2021	5/2/2024	$0.026	$0.032
Peretz Schapiro	10,000,000	6/1/2021	6/2/2021	5/2/2024	$0.026	$0.032

Options granted carry no dividend or voting rights.

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Paul Summers	5,079,900	-	21,737,027	-	26,816,927
Peretz Schapiro	1,445,774	-	14,266,801	-	15,712,575
	6,525,674	-	36,003,828	-	42,529,502

Option holding
The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Other change	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares						
Paul Summers	16,256,145	2,000,000	19,511,433	(18,478,367)	-	19,289,211
Peretz Schapiro	7,711,246	10,000,000	12,696,850	(9,933,468)	-	20,474,628
	23,967,391	12,000,000	32,208,283	(28,411,835)	-	39,763,839

Performance right
The number of performance rights in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forteited/ other	Balance at the end of the year
Performance right - class A					
Paul Summers	-	1,600,000	-	-	1,600,000
Peretz Schapiro	-	2,000,000	-	-	2,000,000
Performance right - class B	-	-	-	-	-
Paul Summers	-	2,400,000	-	-	2,400,000
Peretz Schapiro	-	3,000,000	-	-	3,000,000
	-	9,000,000	-	-	9,000,000

Loans to key management personnel and their related parties
- On 27 October 2021 loans were provided to Paul Summers $375,332 and Peretz Shapiro $198,069 to fund the conversion of options. The term of the loan are: Interest Rate: 6% per annum. Maturity Date : 24 months from conversion of Options or such other date agreed by the parties.

Other transactions with key management personnel and their related parties
- During the financial year, the Company obtained legal services from Summers Legal. Summers Legal Pty Ltd is a related party of Torian director Paul Summers. Total payments in the year were $84,549.
- During the financial year, the Company sublet office space from Summers Legal for its corporate head office. NSFA Pty Ltd is a related party of Torian director Paul Summers. Total payments in the year were $4,000

The earnings of the consolidated entity for the five years to 31 December 2021 are summarised below:

	2021 $	2020 $	2019 $	2018 $	2017 $
Profit after income tax	(3,275,380)	(2,070,357)	(2,035,864)	(1,535,736)	(1,438,422)

Basic earnings per share (cents per share)	(0,37)	(0.38)	(0.74)	(0.74)	(0.97)

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Torian Resources Limited under option outstanding at the date of this report are as follows:

Listed/Unlisted	Expiry date	Exercise price	Number under option
Unlisted options	9/4/2023	$0.10	11,000,000
Unlisted options	29/07/2024	$0.042	20,000,000
Unlisted options	5/2/2024	$0.026	24,000,000
Listed options	30/11/2023	$0.035	349,419,175

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued on the exercise of options
210,334,364 ordinary shares of Torian Resources Limited were issued during the year ended 31 December 2021 on the exercise of options granted.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

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

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

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 23 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 23 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of BDO Audit Pty Ltd
There are no officers of the company who are former partners of BDO Audit Pty Ltd.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor
BDO Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.
This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

____
Peretz Schapiro
Executive Director

31 March 2022

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DECLARATION OF INDEPENDENCE BY JAMES MOONEY TO THE DIRECTORS OF TORIAN RESOURCES LIMITED

As lead auditor of Torian Resources Limited for the year ended 31 December 2021, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Torian Resources Limited and the entities it controlled during the period.

BDO Audit Pty Ltd

James Mooney
Director

Melbourne, 31 March 2022

General information

The financial statements cover Torian Resources Limited as a consolidated entity consisting of Torian Resources Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Torian Resources Limited's functional and presentation currency.

Torian Resources Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

104 Colin Street
West Perth WA 6005

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 31 March 2022. The directors have the power to amend and reissue the financial statements.

Torian Resources Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Revenue			
Revenue		187,985	-
Other income	4	1,177,093	50,203
Total revenue		1,365,078	50,203
Expenses			
Option fee on property and tenements		-	(116,000)
Depreciation expense	5	(145,753)	(44,508)
Employee benefits expense		(433,014)	(351,593)
Exploration expenditure		-	(17,297)
Impairment expense	5	-	(505,676)
Other administration and compliance costs		(435,917)	(290,444)
Professional services		(741,313)	(408,397)
Share based payments	19	(881,000)	(329,500)
Impairment of live stock	9	(760,870)	-
Tarmoola operational expenses		(777,727)	-
Stamp duty		(125,095)	-
Finance costs		(339,769)	(57,145)
Total expenses		(4,640,458)	(2,120,560)
Loss before income tax expense		(3,275,380)	(2,070,357)
Income tax expense	6	-	-
Loss after income tax expense for the year		(3,275,380)	(2,070,357)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(3,275,380)	(2,070,357)
		Cents	**Cents**
Basic earnings per share	31	(0.37)	(0.38)
Diluted earnings per share	31	(0.37)	(0.38)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Torian Resources Limited
Statement of financial position
As at 31 December 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Assets			
Current assets			
Cash and cash equivalents	7	1,848,370	2,373,018
Trade and other receivables	8	571,826	307,530
Livestock	9	158,140	-
Total current assets		2,578,336	2,680,548
Non-current assets			
Trade and other receivables	8	671,400	-
Financial assets at fair value through other comprehensive income	10	1,711,076	1,429
Property, plant and equipment	12	3,162,106	25,137
Intangibles	13	426,460	-
Exploration and evaluation	14	24,294,142	21,076,366
Total non-current assets		30,265,184	21,102,932
Total assets		32,843,520	23,783,480
Liabilities			
Current liabilities			
Trade and other payables	15	1,092,173	1,387,504
Borrowings	16	2,234,413	110,246
Total current liabilities		3,326,586	1,497,750
Total liabilities		3,326,586	1,497,750
Net assets		29,516,934	22,285,730
Equity			
Issued capital	17	97,275,706	88,279,541
Reserves	18	2,131,919	621,500
Accumulated losses		(69,890,691)	(66,615,311)
Total equity		29,516,934	22,285,730

The above statement of financial position should be read in conjunction with the accompanying notes

Torian Resources Limited
Statement of changes in equity
For the year ended 31 December 2021

Consolidated	Issued capital $	Convertible note reserve $	Options reserve $	Accumulated losses $	Total equity $
Balance at 1 January 2020	82,790,948	290,000	-	(64,544,954)	18,535,994
Loss after income tax expense for the year	-	-	-	(2,070,357)	(2,070,357)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(2,070,357)	(2,070,357)
Transactions with owners in their capacity as owners:					
Shares issued during the year, net of capital raising costs	4,080,268	-	-	-	4,080,268
Issue of convertible notes	-	1,118,325	-	-	1,118,325
Conversion of convertible notes to equity	1,408,325	(1,408,325)	-	-	-
Share options granted	-	-	621,500	-	621,500
Balance at 31 December 2020	88,279,541	-	621,500	(66,615,311)	22,285,730

Consolidated	Issued capital $	Convertible note reserve $	Options reserve $	Accumulated losses $	Total equity $
Balance at 1 January 2021	88,279,541	-	621,500	(66,615,311)	22,285,730
Loss after income tax expense for the year	-	-	-	(3,275,380)	(3,275,380)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(3,275,380)	(3,275,380)
Transactions with owners in their capacity as owners:					
Shares issued during the year, net of capital raising costs	8,996,165	-	-	-	8,996,165
Share options granted	-	-	1,510,419	-	1,510,419
Balance at 31 December 2021	97,275,706	-	2,131,919	(69,890,691)	29,516,934

The above statement of changes in equity should be read in conjunction with the accompanying notes

Torian Resources Limited
Statement of cash flows
For the year ended 31 December 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		81,276	-
Payments to suppliers and employees (inclusive of GST)		(2,104,066)	(999,956)
Finance charges		(18,443)	(12,773)
Interest received		15,576	-
Option fee received		-	55,000
Land access fee received		44,000	-
Net cash used in operating activities	30	(1,981,657)	(957,729)
Cash flows from investing activities			
Payments for property, plant and equipment		(1,280,512)	(84,468)
Payments for exploration and evaluation		(4,918,972)	(1,882,157)
Acquisition of Tarmoola assets		(2,981,486)	-
Loan repayment received from Monger Gold Limited		427,219	-
Proceeds from disposal of tenements		385,000	-
Proceeds from disposal of property, plant and equipment		16,632	-
Option fees paid		(119,000)	(116,200)
Net cash used in investing activities		(8,471,119)	(2,082,825)
Cash flows from financing activities			
Proceeds from issue of shares, net of capital raising costs	17	3,967,667	4,245,472
Proceeds from convertible note		-	1,118,325
Proceeds from exercise of options		3,883,561	-
Proceeds from Riverfort facility		2,901,900	-
Repayment of Riverfort facility		(825,000)	-
Net cash provided by financing activities		9,928,128	5,363,797
Net increase/(decrease) in cash and cash equivalents		(524,648)	2,323,243
Cash and cash equivalents at the beginning of the financial year		2,373,018	49,775
Cash and cash equivalents at the end of the financial year	7	1,848,370	2,373,018

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

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

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

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 2021, the Group incurred a net loss after tax of $3,275,380 and utilised cash in operating and investing activities of $1,981,657 and $8,471,119 respectively. 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.

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:

- On 7 February 2022 the listed TNRO options expired. Total funds received from the exercise of 249.9 million options totalled just under $5.0million;
- The Group has cash resources of $1,848,370 as at 31 December 2021;
- The Group has net assets of $29,516,934
- 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.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Note 1. Significant accounting policies (continued)

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 27.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Torian Resources Limited ('company' or 'parent entity') as at 31 December 2021 and the results of all subsidiaries for the year then ended. Torian Resources Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

A list of controlled entities is contained in note 28 to the financial statements. All controlled entities have a 31 December 2020 financial year-end for this current year.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

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 Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 1. Significant accounting policies (continued)

Revenue recognition
The consolidated entity recognises revenue as follows:

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sale of goods
Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Rendering of services
Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

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

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Note 1. Significant accounting policies (continued)

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Convertible notes
Convertible notes are accounted for as the aggregate of a liability component and an equity component. At initial recognition, the fair value of the liability component of the convertible notes is determined using a market interest rate for an equivalent non-convertible note. The remainder of the proceeds is allocated to the conversion option as an equity component, recognised in the Statement of Changes in Equity. Transaction costs associated with the convertible notes are allocated to the liability and equity components in proportion to the allocation of proceeds. The liability component is subsequently carried at amortised cost, calculated using effective interest rate method, until extinguished in conversion or maturity.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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

Investments and other financial assets
Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

Financial assets at amortised cost
A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

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

Note 1. Significant accounting policies (continued)

Impairment of financial assets
The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Livestock
Livestock is measured at fair value less costs to sell. Costs to sell include all costs that would be necessary to sell the assets, including freight and direct selling costs.

Property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Buildings	40 years
Plant and equipment	3-10 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Exploration and evaluation assets
Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision 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.

Note 1. Significant accounting policies (continued)

Carrying value
The licences held in respect of the Group's exploration operations comprise a large number of licenses across a large geographic area. 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.

Impairment of non-financial assets
Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits

Termination benefits
Termination benefits are recognised when a detailed plan of termination has been communicated to affected employees. They are measured as short-term employee benefits when expected to be settled wholly within 12 months of the reporting date or as long-term benefits when not expected to be settled within 12 months of the reporting date.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees and advisors.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Note 1. Significant accounting policies (continued)

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:
- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee/advisors, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Note 1. Significant accounting policies (continued)

Business combinations
The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Torian Resources Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

Note 1. Significant accounting policies (continued)

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 December 2021. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Fair value measurement hierarchy
The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Estimation of useful lives of assets
The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets
The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Note 3. Operating segments

Identification of reportable operating segments
The consolidated entity is organised into two operating segments: mining exploration and pastoral lease (Tarmoola). These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Intersegment transactions
Intersegment transactions were made at market rates and are eliminated on consolidation.

Intersegment receivables, payables and loans
Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Note 3. Operating segments (continued)

Operating segment information

Consolidated - 2021	Exploration $	Tarmoola $	Unallocated $	Total $
Revenue				
Sales to external customers	-	187,985	-	187,985
Other revenue	702,963	40,000	434,130	1,177,093
Total revenue	702,963	227,985	434,130	1,365,078
EBITDA	702,963	227,985	434,130	1,365,078
Depreciation expense	(31,266)	(114,487)	-	(145,753)
Employee benefits expense	(433,014)	(40,766)	-	(473,780)
Other administration and compliance costs	(435,917)	(15,358)	-	(451,275)
Professional services	(741,313)	-	-	(741,313)
Share based payments	(881,000)	-	-	(881,000)
Impairment of live stock	-	(760,870)	-	(760,870)
Tarmoola direct operational expenses	-	(351,500)	-	(351,500)
Stamp duty	-	(125,095)	-	(125,095)
Finance costs	(339,769)	(876)	-	(340,645)
Repairs & maintenance	-	(233,110)	-	(233,110)
Contractors	-	(136,117)	-	(136,117)
Profit/(loss) before income tax expense	(2,159,316)	(1,550,194)	434,130	(3,275,380)
Income tax expense				-
Loss after income tax expense				(3,275,380)
Assets				
Segment assets	25,687,520	3,969,877	803,647	30,461,044
Unallocated assets:				
Trade & other receivables non current				671,400
Investments at fair value				907,429
Bullion FX Investment				803,647
Total assets				32,843,520
Liabilities				
Segment liabilities	882,356	2,444,230	-	3,326,586
Total liabilities				3,326,586

Note 3. Operating segments (continued)

Consolidated - 2020	Exploration $	Tarmoola $	Total $
Revenue			
Other revenue	50,203	-	50,203
Total revenue	50,203	-	50,203
EBITDA	50,203	-	50,203
Option fee on property and tenements	(116,000)	-	(116,000)
Depreciation expense	(44,508)	-	(44,508)
Employee benefits expense	(351,593)	-	(351,593)
Exploration expenditure	(17,297)	-	(17,297)
Impairment expense	(505,676)	-	(505,676)
Other administration and compliance costs	(290,444)	-	(290,444)
Professional services	(408,397)	-	(408,397)
Share based payments	(329,500)	-	(329,500)
Finance costs	(57,145)	-	(57,145)
Loss before income tax expense	(2,070,357)	-	(2,070,357)
Income tax expense			-
Loss after income tax expense			(2,070,357)
Assets			
Segment assets	23,783,480	-	23,783,480
Total assets			23,783,480
Liabilities			
Segment liabilities	1,497,750	-	1,497,750
Total liabilities			1,497,750

Note 4. Other income

	Consolidated	
	2021 $	**2020 $**
Gain on disposal of Monger Gold	464,130	-
Net gain on disposal of property, plant and equipment	16,632	-
Gain on disposal of tenements	228,678	-
Option fee on the disposal property & tenements	63,000	-
Access fee	40,000	-
Interest received	14,653	203
Option fee	350,000	50,000
Other income	1,177,093	50,203

Note 5. Expenses

	Consolidated 2021 $	2020 $
Loss before income tax includes the following specific expenses:		
Depreciation		
Plant and equipment	145,753	44,508
Impairment		
Exploration expenditure	-	505,676
Superannuation expense		
Defined contribution superannuation expense	60,322	5,531
Employee benefits expense		
Employee benefits expense excluding superannuation and director fees	222,743	346,062

Note 6. Income tax expense

	Consolidated 2021 $	2020 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(3,275,380)	(2,070,357)
Tax at the statutory tax rate of 26% (2020: 27.5%)	(851,599)	(569,348)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-allowable items	261,585	229,673
	(590,014)	(339,675)
Current year temporary differences not recognised	590,014	339,675
Income tax expense	-	-

The group has carried forward tax losses, calculated according to Australian income tax legislation of $53,130,750 (2020: $50,861,467), 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 7. Cash and cash equivalents

	Consolidated 2021 $	Consolidated 2020 $
Current assets		
Cash at bank and on hand	1,848,370	2,373,018

Note 8. Trade and other receivables

	Consolidated 2021 $	Consolidated 2020 $
Current assets		
Trade receivables	125,508	-
Prepayments	38,294	79,014
Other receivables	-	11,397
Deposits	38,452	38,452
Placement funds outstanding	906	-
BAS receivable	368,666	178,667
	571,826	307,530
Non-current assets		
Loan to directors and consultants [a]	671,400	-
	1,243,226	307,530

(a) On the 27 October 2021 loans were provided to Paul Summers, Peretz Shapiro and the CFO of the company to fund the conversion of options. The term of the loan are: Interest rate: 6% per annum. maturity date: 24 months from conversion of options or such other date agreed by the parties. For related party transactions see note 26

Note 9. Livestock

	Consolidated 2021 $	Consolidated 2020 $
Current assets		
Livestock	919,010	-
Less: Provision for impairment	(760,870)	-
	158,140	-

In March 2021 an independent valuation was completed on the Tarmoola pastoral station where it was estimated that there were 1,100 cattle on the property with a value of $940,000. As at the 31 December 2021 management was not capable of performing a stocktake of the cattle given the size and nature of the station. Subsequent to the reporting date 170 cattle were sold for $158,140 . The directors of the company have determined that a provision for impairment should be recognised as they believe that the livestock should be only recorded in the accounts based on the net realisable value of the livestock that are accounted for.

Note 10. Financial assets at fair value through other comprehensive income

	Consolidated 2021 $	Consolidated 2020 $
Non-current assets		
Shares in Elsmore Resources	1,429	1,429
Bullion FX Shares	803,647	-
Monger Gold Ltd Shares	630,000	-
Monger Gold Ltd Options	276,000	-
	1,711,076	1,429

Reconciliation

Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

	2021 $	2020 $
Opening fair value	1,429	1,429
Additions - Monger Gold Ltd [(a)]	600,000	-
Additions - Bullion FX [(b)]	803,647	-
Additions - Monger Gold unlisted options [(c)]	276,000	-
Revaluation increments [(d)]	30,000	-
Closing fair value	1,711,076	1,429

Refer to note 11 for further information on fair value measurement.

(a) On the 1 July 2021 Torian resources was issued 3,000,000 Monger Gold Ltd (ASX MMG) shares as part of the sale of the Monger Tenements.
(b) On the 12 October 2021 Torian Resources was issued 25,000,000 Bullion FX Shares as a share swap for 27,711,968 TNR Shares at 0.029 a share. The fair value of shares at date of issue was $803,647.
(c) On the 1 July 2021 Torian resources was issued 3,000,000 unlisted Monger Gold Ltd Options (ASX MMG) shares as part of the sale of the Monger Tenements The Options terms included an exercise price of $0.30 and expiry date of 6 July 2024, for a fair value of $276,000.
(d) The Monger Gold Ltd shares were fair valued at the 31 December closing price ($0.21 per share), resulting in a change in fair value of $30,000.

For the options received during the current financial year the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility %	Trinomial step %	Risk-free interest rate %	Fair value at grant date
07/07/2021	06/07/2024	$0.20	$0.30	100%	200%	0.10%	$0.092

Note 11. Fair value measurement

Fair value hierarchy
The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability

Consolidated - 2021	Level 1 $	Level 2 $	Level 3 $	Total $
Investment in shares of listed corporation – as at 31 December 2021				
Monger Gold Ltd listed shares	630,000	-	-	630,000
Monger Gold Ltd unlisted options	-	-	276,000	276,000
Investment in shares of unlisted corporation – as at 31 December 2021	-	-	-	-
Bullion FX	-	-	803,647	803,647
Elsmore Resources Limited	-	-	1,429	1,429
Total assets	630,000	-	1,081,076	1,711,076

Consolidated - 2020	Level 1 $	Level 2 $	Level 3 $	Total $
Investment in shares of unlisted corporation – as at 31 December 2020				
Elsmore Resources Limited	-	-	1,429	1,429
Total assets	-	-	1,429	1,429

There were no transfers between levels during the financial year.

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.

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

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature

There were no transfers between levels during the financial year.

Valuation techniques for fair value measurements categorised within level 2 and level 3

The basis of the valuation of investment in shares of unlisted corporation have been valued using recent transaction price method.

The basis of the valuation of unlisted options of listed entity have been valued using black scholes model pricing method.

Note 12. Property, plant and equipment

	Consolidated 2021 $	2020 $
Non-current assets		
Pastoral lease	1,135,600	-
Structural improvements	310,960	-
Plant and equipment	314,343	28,018
Less: Plant and equipment accumulated depreciation	(36,515)	(2,881)
	277,828	25,137
Motor vehicles	143,376	18,500
Less: Motor vehicles accumulated depreciation	(31,832)	(18,500)
	111,544	-
Computer equipment	20,102	20,102
Less: Computer accumulated depreciation	(20,102)	(20,102)
	-	-
Office equipment	4,870	4,870
Less: Office equipment accumulated depreciation	(4,870)	(4,870)
	-	-
Materials	160,357	-
Less: Materials accumulated depreciation	(13,356)	-
	147,001	-
Mining camp	278,636	-
Less: Mining camp accumulated depreciation	(11,603)	-
	267,033	-
Earth moving equipment	983,634	-
Less: Earth moving equipment accumulated depreciation	(71,494)	-
	912,140	-
	3,162,106	25,137

Note 12. Property, plant and equipment (continued)

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Plant & equipment $	Pastoral lease $	Structural improvements $	Motor vehicles $	Materials $	Mining Camp $	Earth moving $	Total $
Balance at 1 January 2020	3,264	-	-	-	-	-	-	3,264
Additions	44,872	-	-	-	-	-	-	44,872
Depreciation expense	(22,999)	-	-	-	-	-	-	(22,999)
Balance at 31 December 2020	25,137	-	-	-	-	-	-	25,137
Additions	286,326	1,135,600	310,960	124,876	160,357	278,636	983,634	3,280,389
Depreciation expense	(33,635)	-	-	(13,332)	(13,356)	(11,603)	(71,494)	(143,420)
Balance at 31 December 2021	277,828	1,135,600	310,960	111,544	147,001	267,033	912,140	3,162,106

Valuations of Pastoral lease
The basis of the valuation of Pastoral lease is fair value. The Pastoral lease was valued based on independent assessments by a independent valuer having recent experience in the location and category of lease being valued. The directors do not believe that there has been a material movement in fair value since the valuation date. Valuations are based on current prices for similar properties in the same location and condition.

Note 13. Intangibles

	Consolidated 2021 $	2020 $
Non-current assets		
Tarmoola Station Carbon Regeneration Project [(a)]	426,460	-

(a) As part of the acquisition of the Tarmoola station Torian Resources acquired the rights to carbon credits as part of the Human Induced Regeneration carbon project. The recorded amount reflects the present value of the Carbon Project . The 'Human Induced Regeneration carbon project on Tarmoola has a permanence period of 25 years. The 'permanence project', is the time over which the sequestered carbon in the vegetation must be retained. The 25-year period commences from the time of the first issuance of ACCUs*. The period during which ACCUs can be issued is also a 25 years (termed the 'crediting period') that commenced from the date the project is formally declared. The declaration date for the Tarmoola Station Regeneration Project was 18 March 2021.

*ACCU stands for Australian Carbon Credit Unit's (ACCUs) are a financial instrument awarded to eligible energy efficiency, renewable energy generation and carbon sequestration projects that result in a reduction of Greenhouse Gas (GHG) emissions. One ACCU represents the avoidance or removal of one tonne of carbon dioxide equivalent (tCO2-e) GHG.

Note 14. Exploration and evaluation

	Consolidated 2021 $	Consolidated 2020 $
Non-current assets		
Exploration and evaluation	24,294,142	21,076,366

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	$
Balance at 1 January 2020	19,075,545
Expenditure during the year	2,506,497
Write off of assets	(505,676)
Balance at 31 December 2020	21,076,366
Expenditure during the year	3,774,817
Sale of Monger tenements	(647,321)
Balance at 31 December 2021	24,203,862

Note 15. Trade and other payables

	Consolidated 2021 $	Consolidated 2020 $
Current liabilities		
Trade payables	1,040,173	1,042,280
Accrued expenses	52,000	345,224
	1,092,173	1,387,504

Refer to note 21 for further information on financial instruments.

Note 16. Borrowings

	Consolidated 2021 $	Consolidated 2020 $
Current liabilities		
Loans from related parties [(a)]	110,246	110,246
Riverfort funding facility	2,124,167	-
	2,234,413	110,246

(a) The loan is from a previous director is at call, unsecured and is non-interest bearing see note 26 .

Note 16. Borrowings (continued)

	Consolidated	
	2021 $	2020 $
Riverfort funding facility movement during period:		
Cash received from notes	3,000,000	-
Less: options issued at fair value	(280,000)	-
Notes repayments	(825,000)	-
Interest incurred	229,167	-
Closing balance	2,124,167	-

Background information:
On 3 August 2021 the Company secured funding to acquire Tarmoola Station. The Company entered into a financing facility with Riverfort Global Opportunities PCC Ltd (Riverfort) on the following material terms:

- **Maximum value of the facility**: $3,270,000
- **Cash available under the facility:** $3,000,000 (being 91.74% of the maximum value).
- **Implementation fee:** 3% of the drawdown amount equating to $98,100.
- **Drawdown availability**: $3,270,000 (before costs) following the Company obtaining shareholder approval for the conversion of the full facility at a General Meeting held on 27 September 2021.
- Maturity date: 12 months from drawdown.
- **Repayment schedule:** Monthly repayments amounts commencing 3 months after drawdown comprising $275,000 (months 3-6 inclusive), $361,666 (months 7-11 inclusive) with final outstanding amount payable month 12.
- **Conversion righ**t: Riverfort has conversion rights to fully paid ordinary shares in the Company for the value of the amount drawdown provided that the 5-day average VWAP for shares in the Company exceeds $0.051 per share. The conversion price is $0.038 per Share. The Company has the right to repay the conversion amount in cash rather than issue the conversion Shares. The Company can also elect to pay to Riverfort the difference between the market value of the conversion Shares to be issued to Riverfort and the conversion price either in cash or in Shares.
- **Redemption**: The Company may redeem early in certain circumstances. The Company can redeem within 7 months of drawdown in which case Riverfort may elect to convert the redemption amount to Shares if the 5 day average VWAP of Shares is greater than the conversion price of $0.038 per Share. Redemption after 7 months can only occur with the consent of Riverfort
- **Options:** 20 million options to acquire Shares exercisable at $0.042 each within 3 years of issue. On the 28th July 2021 The Company granted to Riverfort 20 million options to acquire Shares exercisable at $0.042 each within 3 years of issue. The fair value of the Options has been assessed as $280,000 using Black Scholes pricing method, based on the fair value of the companies share at the grant date (Refer to Note 19).
- **Security:** The Company and its subsidiaries granted security over all their respective assets to Riverfort to secure the obligations of the Company under the facility. The securities are on standard terms for securities of this nature.
- **Other terms:** The facility contains other terms (including events of default) that are customary for lending facilities of this nature.

Note 17. Issued capital

	Consolidated			
	2021 Shares	**2020 Shares**	**2021 $**	**2020 $**
Ordinary shares - fully paid	1,090,042,093	771,389,707	97,275,706	88,279,541

Note 17. Issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	$
Balance	1 Jan 2020	315,779,687	82,790,948
Shares issued during the year		247,389,320	4,544,508
Shares issued on conversion of notes		191,350,000	1,408,325
Shares issued in payment of interest		3,404,600	18,891
Shares issued in payment for services		13,466,100	157,487
Cost of raising capital		-	(640,618)
Balance	31 Dec 2020	771,389,707	88,279,541
Shares issued during the year		80,606,054	4,225,000
Shares issued on conversion of options		210,334,364	4,224,851
Shares issued for acquisition of Investment		27,711,968	803,647
Cost of raising capital		-	(257,333)
Balance	31 Dec 2021	1,090,042,093	97,275,706

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back
There is no current on-market share buy-back.

Capital risk management
The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

Note 18. Reserves

	Consolidated 2021 $	Consolidated 2020 $
Options reserve	2,131,919	621,500

Note 18. Reserves (continued)

Option reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	$
Balance at 1 January 2020	290,000
Convertible note issued	1,118,325
Convertible note converted to equity	(1,408,325)
Balance at 31 December 2020	621,500
Balance at 31 December 2020	621,500
Option subscription funds [a]	349,419
Options issued to Riverfort [b]	280,000
Options granted [c]	881,000
Balance at 31 December 2021	2,131,919

(a) The reserve is used to record the value of 349,419,174 unlisted options (TNROB) issued at 0.001 per option.
(b) The reserve is used to record the value of 20,00,000 unlisted options issued to Riverfort On 28 February 2021 as part of the terms of the funding facility. Details of the share based payments are in note 19.
(c) The value of options issued to the directors, management and consultants of the company as part of compensation for their services. Details of the share based payments are in note 19.

Note 19. Share-based payments

From time to time, the Group provides Incentive Options and Performance Rights to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements. In addition during the period options were issued to Riverfort as part of the funding facility. The number of options or rights granted, and the terms of the options or rights granted are determined by the Board. Shareholder approval is sought where required. During the period the following share-based payments have been recognised:

Options granted

During the period, the following options have been have been granted:

Options issued during period to expensed to profit & loss :	
1. Consultants	168,000
2. Directors	240,000
3. Consultants	125,000
4. Consultants	18,000
5. Consultants	100,000
6. Consultants	81,000
7. Consultants	81,000
8. Consultants	68,000
	881,000

Funding facility options granted during period allocated to liabilities:	
9 Riverfort [Note 16]	280,000

For the options granted during the current financial half-year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Note 19. Share-based payments (continued)

	1 Consultants	2 Directors	3 Consultants	4 Consultants	5 Consultants
Recognised in	P&L	P&L	P&L	P&L	P&L
Grant date	6/01/2021	6/01/2021	3/02/2021	5/02/2021	6/02/2021
Issued date	6/01/2021	6/2/2021	3/02/2021	5/02/201	6/02/2021
Number of options issued	12,000,000	12.000,000	5,000,000	2,000,000	5,000,000
Valuation methodology	TNRO listed options	Black - Scholes	Black - Scholes	Black - Scholes	Black - Scholes
Expiry date	7/02/2021	5/02/2024	5/02/2024	5/02/2024	5/02/2024
Vesting date		6/02/2021	6/02/2021	6/02/2021	6/02/2021
Share price at grant date		0.031	0.037	0.018	0.031
Exercise price	0.02	0.026	0.026	0.026	0.026
Expected volatility		100%	100%	100%	100%
Risk-free interest rate		0.70%	0.70%	0.70%	0.70%
Last traded price	0.014				
Fair value at grant date	0.014	0.02	0.025	0.009	0.02
Fair value $	168,000	240,000	125,000	18,000	100,000

	6 Consultants	7 Consultants	8 Consultants	9 Riverfort
Recognised in	P&L	P&L	P&L	Liabilities (note 16)
Grant date	1/04/2021	1/04/2021	15/02/2021	28/07/2021
Issued date	5/02/2021	5/02/2021	11/10/2021	28/07/2021
Number of options issued	3,000,000	3,000,000	4,000,000	20,000,000
Valuation methodology	TNRO listed options	TNRO listed options	Black - Scholes	Black Scholes
Expiry date	7/02/2022	7/02/2022	5/02/2024	28/07/2024
Vesting date			11/10/2021	28/07/2021
Share price at grant date			0.026	0.03
Exercise price	0.020	0.020	0.02	0.042
Expected volatility			100%	100%
Risk-Free interest rate			0.27&	0.27%
Last traded price	0.027	0.027	0.028	
Fair value at grant date				0.0140
Fair value $	81,000	81,000	68,000	280,000

Option movements

Exercise period	Exercise price	Beginning balance	Issued	Exercised	Ending balance
TNRO expire 7/02/2022	$0.020	404,306,403	74,313,100	(210,334,364)	268,285,139
TNRAC expire 5/02/2024	$0.026	-	102,313,100	-	102,313,100
TNRAA expire 22/10/24	$0.042	-	20,000,000	-	20,000,000
TNRAA expire 11/04/2023	$0.100	11,000,000	-	-	11,000,000

The weighted average year remaining contractual life
The weighted average year remaining contractual life for share-based payment options outstanding as of the 31 December 2021 was 1.34 years

The weighted average fair value
The weighted average fair value of options outstanding as of 31 December 2021 was $0.023.

Note 20. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 21. Financial instruments

General Objectives, Policies and Processes

The consolidated entity is exposed to risks that arise from its use of financial instruments. This note describes the consolidated entity'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 consolidated entity's 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 consolidated entity's risk management objectives and policies. The consolidated entity'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:

Interest rate risk

The consolidated entity 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.

Credit risk

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

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

	Consolidated	
	2021	**2020**
	$	**$**
Trade receivables	125,508	5,063
Loan to directors and consultants	671,400	-
	796,908	5,063

Liquidity risk

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

Note 21. Financial instruments (continued)

Remaining contractual maturities

Consolidated - 2021	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Contractual cash flows $	Remaining contractual maturities $
Non-derivatives							
Non-interest bearing							
Trade payables	-	946,812	-	-	-	-	946,812
Employee benefits payable	-	46,052	-	-	-	-	46,052
Interest-bearing - variable							
Riverfort facility	-	2,124,167	-	-	-	-	2,124,167
Total non-derivatives		3,117,031	-	-	-	-	3,117,031

Consolidated - 2020	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	968,085	-	-	-	968,085
Employee benefits payable	-	66,070	-	-	-	66,070
Total non-derivatives		1,034,155	-	-	-	1,034,155

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 22. Key management personnel disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated 2021 $	Consolidated 2020 $
Short-term employee benefits	239,799	285,550
Post-employment benefits	6,239	2,177
Share-based payments	240,000	2,177
	486,038	576,706

Note 23. Remuneration of auditors

During the financial year the following audit fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the company:

	Consolidated	
	2021	2020
	$	$
Audit services - BDO Audit Pty Ltd		
Audit or review of the financial statements	60,649	36,000
Audit services – RSM Australian Partners		
Audit or review of the financial statements	-	7,564
	60,649	43,564

Note 24. Contingent assets and liabilities

There are no contingent assets and liabilities as of 31 December 2021 and at 31 December 2020.

Note 25. Commitments

There are no commitments as of 31 December 2021 and at 31 December 2020.

Note 26. Related party transactions

Parent entity
Torian Resources Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 28.

Key management personnel
Disclosures relating to key management personnel are set out in the remuneration report included in the directors' report.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	2021	2020
	$	$
Transactions with related parties:		
Summers Legal Pty Ltd (legal fees)	84,549	42,703
NSFA Pty Ltd (rent fees)	4,000	11,742

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Note 26. Related party transactions (continued)

Loans to/from related parties
The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated 2021 $	Consolidated 2020 $
Non-current receivables:		
Loan to Peretz Schapiro	198,069	-
Loan to Paul Summers	375,532	-
Current borrowings:		
Loan from Jemda Pty Ltd*	110,246	110,246

*Entity controlled by former director Mr Matthew Sullivan. The loan is unsecured, at call and is non-interest bearing.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 27. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2021 $	Parent 2020 $
Loss after income tax	(3,430,082)	(1,994,778)
Total comprehensive income	(3,430,082)	(1,994,778)

Statement of financial position

	Parent 2021 $	Parent 2020 $
Total current assets	2,099,421	2,674,214
Total non-current assets	30,324,790	21,109,497
Total assets	32,424,211	23,783,711
Total current liabilities	2,907,277	1,343,280
Total liabilities	2,907,277	1,343,280
Net assets	29,516,934	22,440,431
Equity		
Issued capital	97,275,705	88,279,540
Options reserve	2,131,919	621,500
Accumulated losses	(69,890,690)	(66,460,609)
Total equity	29,516,934	22,440,432

Note 27. Parent entity information (continued)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2021 and 31 December 2020.

Contingent liabilities
The parent entity had no contingent liabilities as at 31 December 2021 and 31 December 2020.

Capital commitments
The parent entity had no capital commitments as at 31 December 2021 and 31 December 2020.

Note 28. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 2021 %	Ownership interest 2020 %
Cascade Resources Pty Ltd	Australia	100.00%	100.00%
Cluff Minerals (Aust) Pty Limited	Australia	100.00%	100.00%
NSW Gold Pty Ltd	Australia	100.00%	100.00%
Who Are They Pty Ltd	Australia	100.00%	100.00%
Zuleika JV Management Pty Ltd (100% owned by Cascade Resources Limited)	Australia	100.00%	100.00%
Monger Gold Limited *	Australia	-	100.00%
Mt Monger Projects Pty Ltd (100% owned by Monger Gold Limited)	Australia	-	100.00%
Tarmoola Holdings Pty Ltd	Australia	100.00%	100.00%
Torian Bullion Pty Ltd	Australia	100.00%	-

*During the period Monger Gold Ltd completed its listing on the ASX, as a result the consolidated entity no longer controls Monger Gold Ltd.

Note 29. Events after the reporting period

The following events have occurred subsequent to the period end:

●On 14 January 2022, the Company announced that reconnaissance exploration targeting high priority orogenic Mt Stirling Central structures, has discovered robust and significant Yttrium (pXRF) anomalies. On 31 January 2002 it was further announced that the Mt Stirling Central Yittrium and Heavy Rare Earth Elements (HREE) Discovery was further confirmed to occur throughout oxide horizons across multiple regional scale survey lines @ Yttria, close to the Arktos Fault.

●On 7 February 2022 the listed TNRO options expired. Total funds received from the exercise of 249.9 million options totalled just under $5.0million.

●As announced to the market on 31 March 2022, the group has successfully renegotiated the terms of its funding agreement with Riverfort Global Opportunities PCC Ltd (Riverfort). As of March 1, the balance owed to Riverfort was $1,989,166. The Company has agreed to repay the balance on the lasting trading day of each month over the coming 12 months by making monthly instalment payments of $180,133.27 plus a 1% per month interest rate. Provisions around the Conversion Price and Trigger price have been removed. As such Riverfort will no longer be able to convert any outstanding balance into equity provided that Torian meets its monthly repayments. Torian can repay the loan in part or in full at any time it so chooses without any penalty.

Note 29. Events after the reporting period (Continued)

●The impact of the Coronavirus (COVID-19) pandemic is ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

●No other matter or circumstance has arisen since 31 December 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 30. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	2021 $	2020 $
Loss after income tax expense for the year	(3,275,380)	(2,070,357)
Adjustments for:		
Depreciation and amortisation	145,753	44,508
Share-based payments	881,000	329,500
Livestock Impairment expense	760,870	-
Exploration Impairment expense	-	505,676
Finance costs	327,267	-
Gan on sales of tenements	(228,678)	-
Other non-cash items	47,876	-
Change in operating assets and liabilities:		
Increase in trade and other receivables	(935,696)	(231,268)
Increase in trade and other payables	295,331	464,212
Net cash used in operating activities	(1,981,657)	(957,729)

Note 31. Earnings per share

	Consolidated	
	2021 $	2020 $
Loss after income tax	(3,275,380)	(2,070,357)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	889,067,849	547,353,524
Weighted average number of ordinary shares used in calculating diluted earnings per share	889,067,849	547,353,524
	Cents	**Cents**
Basic earnings per share	(0.37)	(0.38)
Diluted earnings per share	(0.37)	(0.38)

Torian Resources Limited
Directors' declaration
31 December 2021

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2021 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Peretz Schapiro
Executive Director

31 March 2022

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INDEPENDENT AUDITOR'S REPORT

To the members of Torian Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Torian Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, 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 2021 and of its financial performance for the year ended on that date; 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 *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion 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.

Carrying value of exploration and evaluation expenditures

Key audit matter	*How the matter was addressed in our audit*
As the carrying value of the capitalised exploration and evaluation expenditures represents a significant asset of the company, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of this asset may exceed its recoverable amount. AASB 6 *Exploration for and Evaluation of Mineral Resources* contains detailed requirements with respect to both the initial recognition of such assets and ongoing requirements to continue to carry forward the assets. Note 1 to the financial statements contains the accounting policy and note 14 disclosures in relation to exploration and evaluation expenditures.	Our procedures included: • Obtaining evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation expenditure • Confirming whether the rights to tenure of the areas of interest remained current at the reporting date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future • Agreeing a sample of additions to supporting documentation and ensuing amounts capitalised were permissible and capitalised correctly • Reviewing the directors' assessment of the carrying value of the exploration and evaluation costs, ensuring that management have considered the effect of impairment indicators, commodity prices and the stage of the Group's project • Reviewing budgets and challenging assumptions made by the entity to ensure that substantive expenditure on further exploration for and evaluation of the mineral resources in the areas of interest were planned • Reviewing ASX announcements and minutes of directors' meetings to ensure that the company had not decided to discontinue activities in any of its areas of interest.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 2021, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and 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 (http://www.auasb.gov.au/Home.aspx) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 12 of the directors' report for the year ended 31 December 2021.

In our opinion, the Remuneration Report of Torian Resources Limited, for the year ended 31 December 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit Pty Ltd

James Mooney
Director

Melbourne, 31 March 2022