



# TODD RIVER RESOURCES

# ANNUAL REPORT

2022

ABN: 45 600 308 398

# Todd River Resources Corporate Directory

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## **DIRECTORS**

Edward Fry (Chairman)  
William Dix (Managing Director)  
Mark Bennett (Non-Executive Director)  
Geoffrey Crow (Non-Executive Director)  
Su-Mei Sain (Finance Director)

## **COMPANY SECRETARY**

Simon Robertson

## **REGISTERED OFFICE**

4/24 Parkland Road  
Osborne Park Western Australia 6017

PO Box 1205  
Osborne Park Western Australia 6916

Telephone: (08) 6166 0255  
Facsimile: (08) 6270 5410  
Website: [www.trrltd.com.au](http://www.trrltd.com.au)  
Email: [corporate@trrltd.com.au](mailto:corporate@trrltd.com.au)

## **SHARE REGISTRY**

Computershare Investor Services Pty Ltd  
Level 11  
172 St Georges Terrace  
Perth Western Australia 6000

Telephone: (08) 9323 2000  
Facsimile: (08) 9323 2033

## **AUDITORS**

HLB Mann Judd  
Level 4  
130 Stirling Street  
Perth WA 6000

## **DOMESTIC STOCK EXCHANGE**

Australian Securities Exchange  
(ASX) Code: TRT

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## Todd River Resources Limited Chairman's Review

Dear Shareholders,

On behalf of Todd River's Board of Directors and Management, I am pleased to present our Annual Report for the financial year end 30 June 2022.

Consistent with previous years, our ongoing exploration strategy is to continue prioritising our projects, driven by an awareness that supply of base metals, such as copper, zinc and nickel are key requirements for use in infrastructure projects around the world, providing exciting new opportunities for your Company. In Particular our WA and NT projects underpin an aggressive Ni-Cu-PGE exploration strategy that supports your company's forward facing outlook.

Our key assets under our governance and exploration management continue to include the five 100% owned projects providing your company with exposure to a large, geologically robust portfolio throughout Western Australia and the Northern Territory.

Your Company is in the safe hands of an experienced Board of Directors, where we have two of our members as Chairpersons of other ASX exploration and mining companies, myself as a Chairperson of a large statutory financial body and our two remaining executive directors who have extensive board experience. Co-joined with your on-ground field team, you have a fit for purpose experienced exploration Board and Management team.

I am pleased to report as we continue to methodically expand our field activities post the impacts of the Covid pandemic, your Board and Management team continue to demonstrate fiscal prudence by undertaking careful consideration and management of your Company's cash position in alignment with our stated exploration strategy. Your Company at this time of reporting has a strong share register with the Top 20 continuing to own approximately 58% of the issued shares coupled with a cash position of approximately \$4.6 million at fiscal year end.

Our ability to attract investors with the retention and inclusion to our talent pool at Board and Management level has maintained your Company's strength to face through the challenges presented over the past 12 months. I take the time to earnestly thank all involved in the keeping of your Company in good standing order.

For the new shareholders in our Company, welcome and to our existing shareholders, I thank you for your continuing support.

I thank my Board, Company Secretary and our employees for their resilience and dedicated commitment to the success of your Company.

In a separate acknowledgment I wish to convey to you the significant and tireless contribution made by our and your Managing Director, Will Dix. Along with his team he has kept your Company moving forward on a day to day basis.

The Todd River Resources team and Board continue to remain focused to deliver shareholder value through our targeted exploration activities, and I look forward very much to sharing news of our progress with you in the year ahead.

Yours sincerely,



Eddie Fry  
Non-Executive Chairman  
Todd River Resources Limited

# Todd River Resources Limited

## Review of Operations

### 2022 HIGHLIGHTS – YEAR IN REVIEW

#### EXPLORATION

- Aircore and Reverse Circulation (RC) drilling identified widespread Nickel-Copper-Platinum Group Element ('Ni-Cu-PGE') anomalism on both the Western and Eastern Trends at the Berkshire Valley Project. Deeper drilling shows wide anomalous zones open down dip.
- Airborne TEM survey has identified bedrock conductors associated with mafic and ultramafic intrusions at the Nerramyne Project.
- Geochemical sampling over a large intrusion at the southern end of the Nerramyne Project has returned anomalous copper values up to 0.2% Cu
- Several new target areas have been identified at the Mt Hardy Project in the Northern Territory following a comprehensive review of previous work and follow up detailed surface sampling.
- Tenements granted at the Company's Pingrup and Bangemall Projects provide a pipeline of opportunities for 2023 and beyond.
- Petermann Range tenement applications were placed into moratorium for a further five years at the request of the Traditional Owners. The Company will maintain the applications at no cost.

#### CORPORATE

- Mrs Su-Mei Sain joins the Board of Directors as **Finance Director** following the resignation of Mr Ian Murray who was acting as a representative of Marlee Minerals Pty Ltd.
- On 12 November 2021, the Group sold its remaining shares in Core Lithium Ltd (ASX:CXO). The total proceeds was \$568,298 comprising 988,344 CXO shares at an average price of \$0.575 per share.
- Exercise of 16,997,756 options for a total cash consideration of \$1,023,865.
- Completion of the divestment of the Manbarrum Project to Boab Metals (ASX:BML) for shares in BML and a royalty.

# Todd River Resources Limited

## Review of Operations

### SUMMARY

The exploration programs completed throughout the financial year ended 30 June 2022 have seen the Company test a number of high priority targets at the Berkshire Valley Project and significantly advance exploration at the Nerramyne Project in Western Australia and the Mt Hardy Project in the Northern Territory. Figure 1 shows the locations of the Company's Projects.



Figure 1. Todd River Resources Limited project portfolio in Western Australia and the Northern Territory.

### EXPLORATION

#### BERKSHIRE VALLEY Ni-Cu-PGE PROJECT (TRT:100%)

The Berkshire Valley Project lies within the western gneiss belt of the South West Province of the Yilgarn Craton (Figure 2) and consists of meta-sedimentary and igneous rocks, including parallel trends of mafic and ultramafic intrusions which are the focus of exploration for Ni-Cu-PGE deposits.

Since the acquisition of the project in late 2020, work by the Company has highlighted a number of priority exploration targets, on both the Eastern and Western Trends which were investigated in detail across a number of exploration programs.

During the reporting year, the Company progressed exploration through further detailed surface geochemical sampling and a series of aircore and reverse circulation (RC) drilling programs. The surface sampling focused on expansion and extension of previously identified coincident Ni-Cu-PGE anomalies along the Eastern Trend, culminating in a cohesive robust anomaly at the northern end of the sampling area (Figure 3).

Aircore and RC drilling was utilized to test the surface geochemical anomalies investigations by the Co-operative Research Centre for Landscape Environments and Mineral Exploration ('CRC LEME') identified the region as having anomalous chrome, copper and nickel associated with mafic and ultramafic units in a 2006 report on laterite geochemistry, and subsequent exploration by IGO Limited (ASX: IGO) ('IGO') from 2006-2008 reaffirmed this.

# Todd River Resources Limited Review of Operations

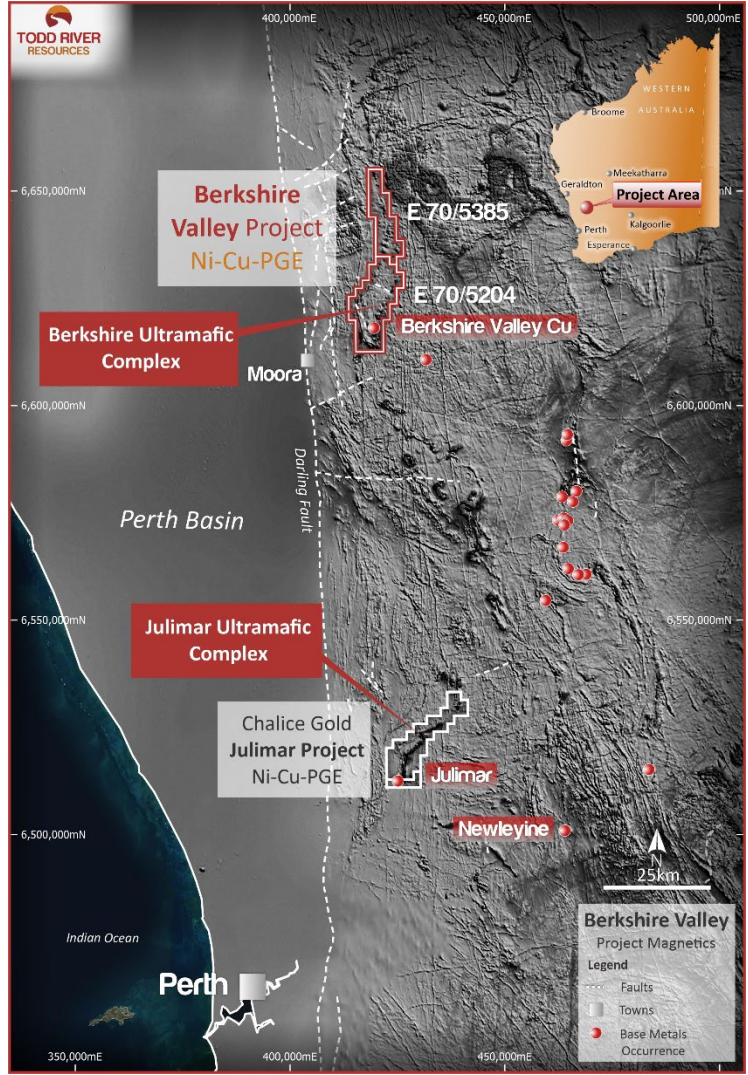


Figure 2. Berkshire Valley Project location.

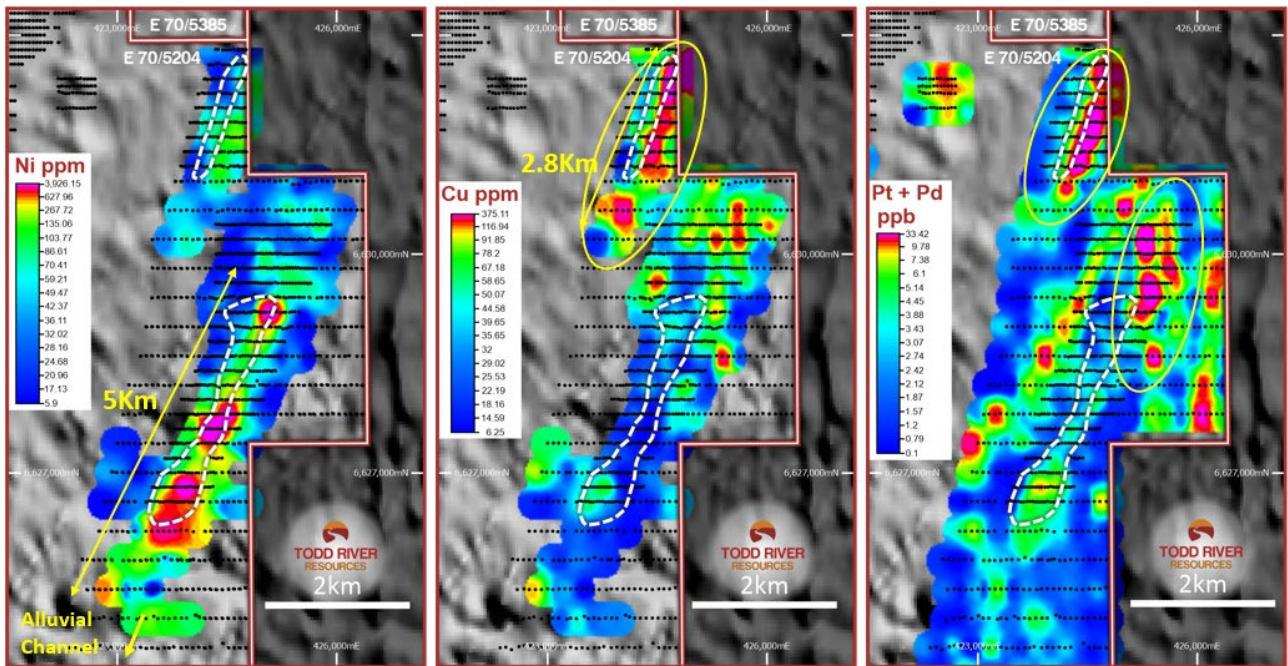


Figure 3. Eastern Trend gridded geochemistry showing from left to right Ni, Cu and PGE results.

# Todd River Resources Limited

## Review of Operations

### Aircore and RC Drilling

#### Eastern Trend

Aircore drilling during the year focused on the Eastern Trend and was designed to identify areas of potential mineralisation beneath anomalous base and precious metal geochemistry. The program covered interpreted intrusions of gabbro and pyroxenite composition over a corridor of approximately 8kms of strike.

The drilling identified the presence of sulphides (up to 5% total sulphides) in partly weathered and fresh gabbros and pyroxenites in 13 holes on 6 drill lines, all within the 1.8km long coincident Cu-PGE auger geochemical anomaly located in the northern part of the anomalous zone and reported in ASX announcement 2 August 2021. The sulphides are predominantly pyrrhotite and pyrite and occur over intervals of up to 18m in hole BVAC0558.

Follow up RC drilling was undertaken on the Mako Prospect where sulphides were previously intersected in shallow reconnaissance aircore drilling and/or where highly anomalous coincident Ni-Cu-PGE soil geochemistry had been identified (see ASX announcement 14 March 2022).

Analytical results from this drilling showed broad zones of anomalous copper and PGE's associated with disseminated sulphides within a thick amphibolite intrusion. Maximum results of 3273 ppm Cu, 1520 ppm Ni, 59.9 ppb Pd and 63.5 ppb Pt were received with Cu typically 300-1000 ppm and PGE values typically 20-40 ppb Pd+Pt. Copper levels are strongly associated with sulphur levels in the rock and with logged sulphides in drill chips. Visual logging of the sulphides indicate they are predominately pyrite and pyrrhotite, with trace chalcopyrite observed in some intervals. Figures 4 and 5 show the drilling plan and drill section through the Mako Prospect.

#### Western Trend

On the Western Trend at Berkshire Valley, a small infill and extensional aircore program was completed at the northern part of the area previously drilled in April 2021 to follow up a number of low-level Ni and Cu anomalies that were defined (Figure 6). In addition, two RC holes to 154m and 130m depth were completed during the December 2021 Quarter, both drilled through amphibolite and intersected trace sulphides, logged as pyrrhotite and pyrite in both holes. No anomalous values were returned.

Late in the year a small aircore program was completed at the Havoc Prospect where minor sulphides within dolerites and gabbros were intersected at the northern end of an interpreted gabbroic intrusion. Narrow zones of altered mafic schists within a thicker felsic unit were intersected over the remaining drill lines and thin magnetite veins within the felsic units appear to be responsible for much of the magnetic signature at Havoc. No significant anomalies were identified in this drilling.



# Todd River Resources Limited Review of Operations

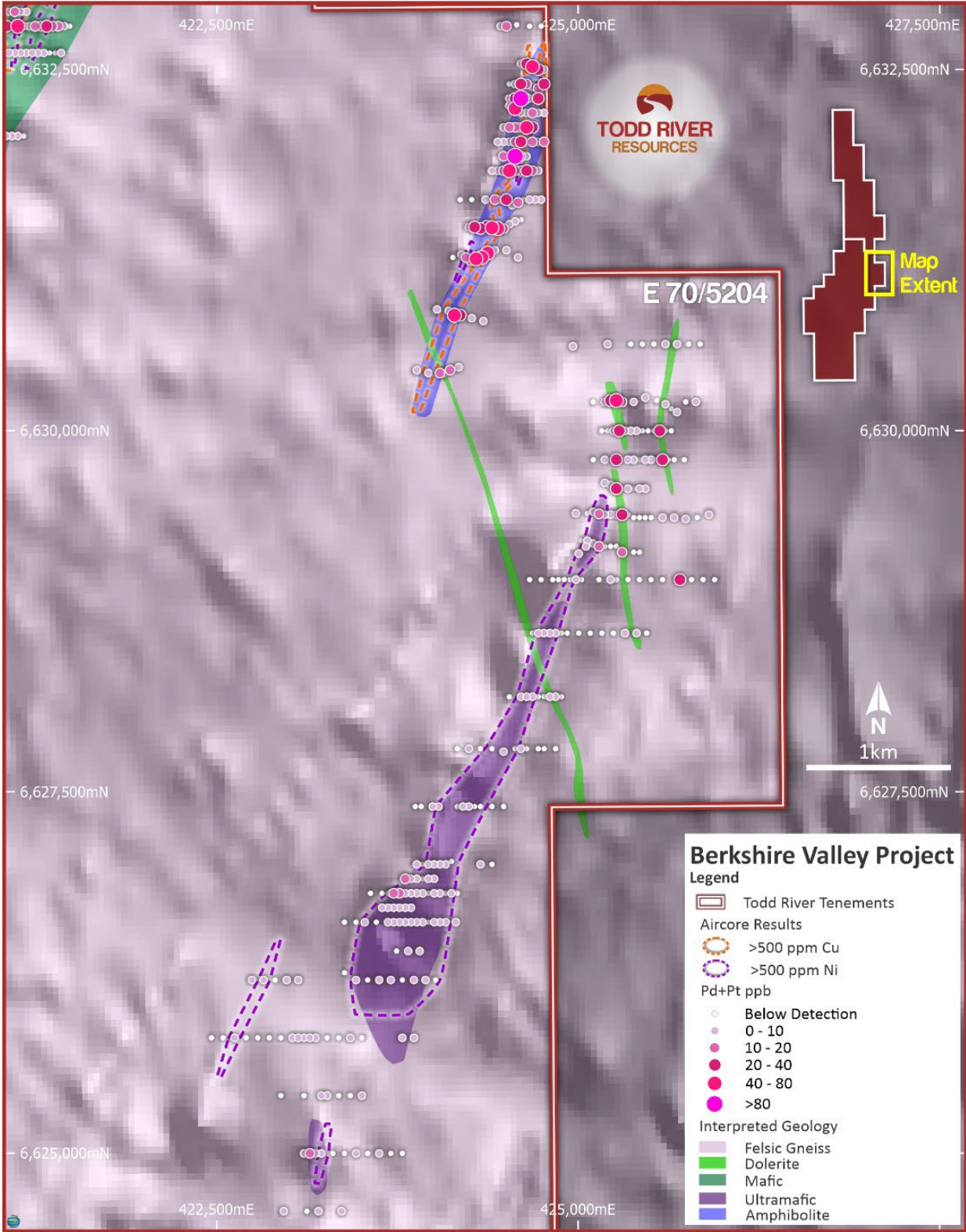


Figure 4. Berkshire Valley Project showing the Eastern Trend aircore holes and highlighting anomalous intersections.

# Todd River Resources Limited Review of Operations

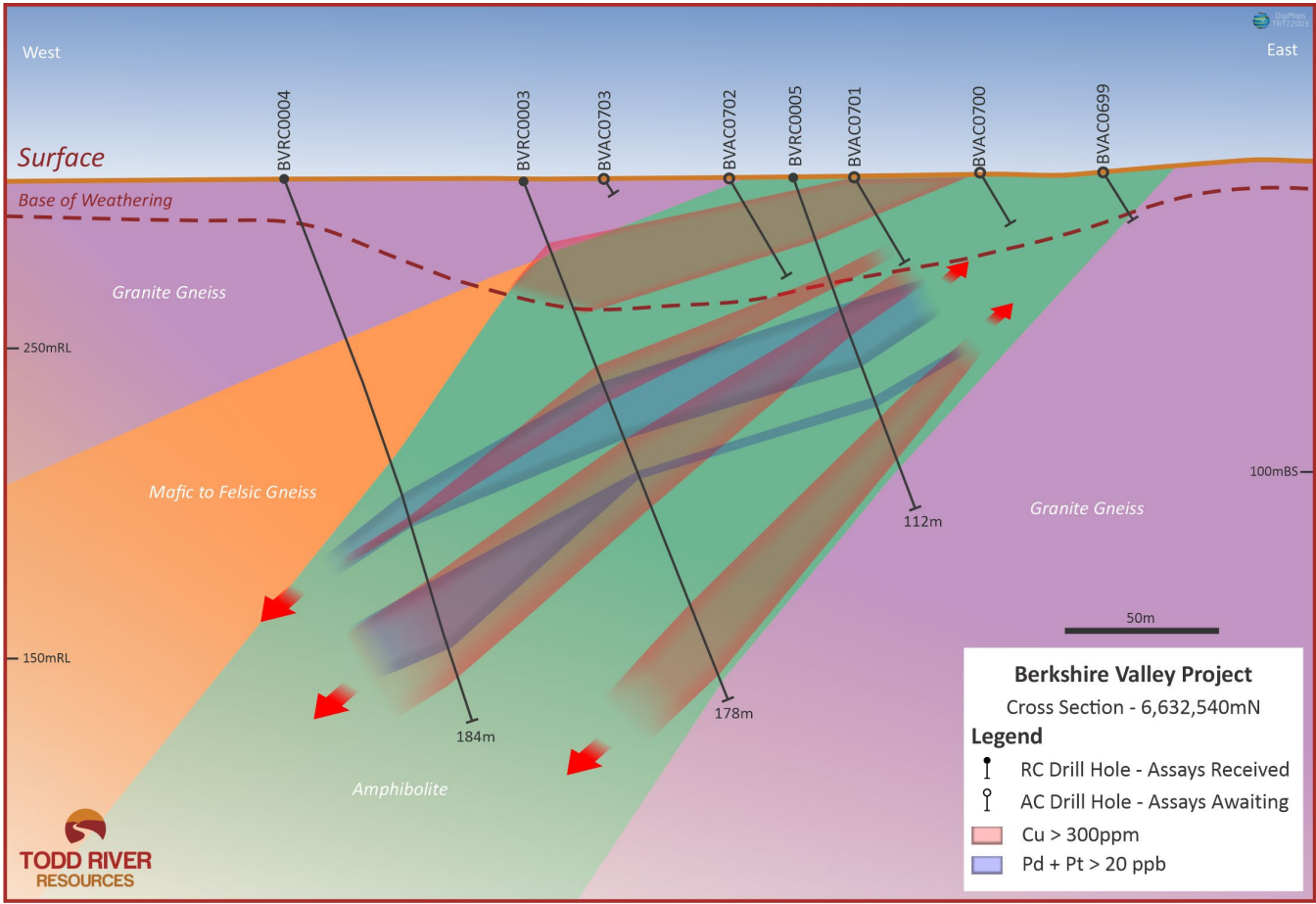


Figure 5. Cross section 6332540N through the Mako Prospect showing the thickness of the amphibolite unit and distribution of the copper and PGE anomalous zones.

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# Todd River Resources Limited Review of Operations

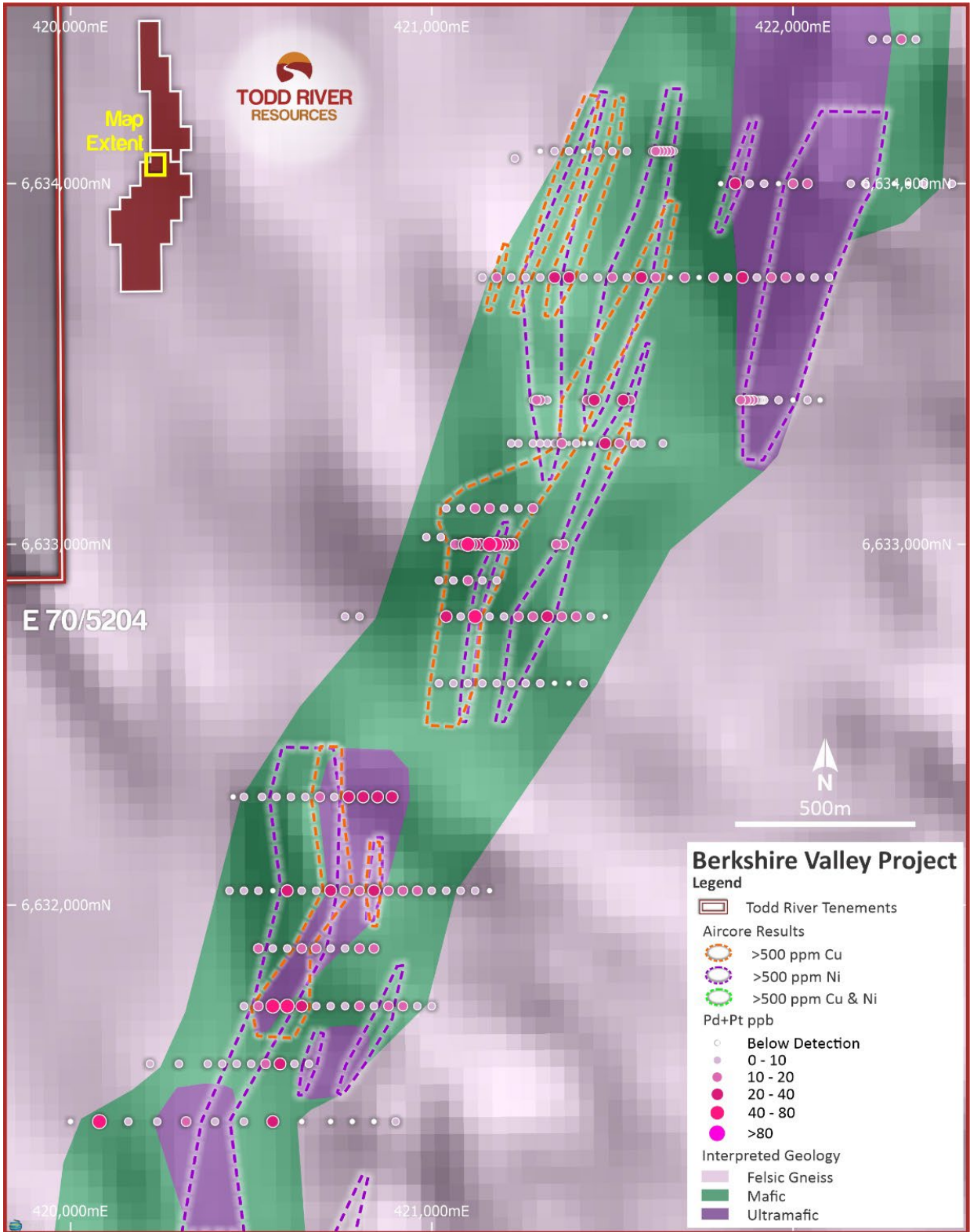


Figure 6. Northern portion of the Western Trend Trend showing anomalous zones identified in aircore and RC drilling.

# Todd River Resources Limited

## Review of Operations

### NERRAMYNE COPPER PROJECT (TRT:100%)

The Nerramyne Project covers an 8-10km wide, 45 km long position along the margin of the Yilgarn Craton where it is juxtaposed against the Narryer terrane. The Yilgarn and Narryer rocks are mapped predominantly as gneisses, with mafic rocks (hornblendite) in the south. The craton-bounding north-south Darling Fault transects the project area. A portion of the project area is covered by wind-blown sands and alluvial sediments which potentially mask any surface expression of mineralisation and render simple soil geochemistry unreliable.

Regional regolith surface sampling by the Geological Survey of Western Australia (GSWA) on a 4km x 4km grid over the area has identified a broad low-level copper-platinum-palladium anomaly that stretches over a 40km x 6km area (*See ASX Announcement 13 July 2021*). This style of regional sampling that has been widely utilised across the Nerramyne Project was also used extensively in the Fraser Range and identified an anomaly that led, in part, to the target generation and discovery of the Nova-Bollinger Ni-Cu orebodies by Sirius Resources in 2012.

Limited historical company exploration has been concentrated entirely in the northern portion of the tenement, where a total of five soil sampling lines and 11 lag sampling lines were completed, with soils taken to 30cm depth and lag collected at surface. More than half the soil samples collected were reported as being transported sand, suggesting that this shallow soil sampling completed was ineffective.

Despite this, the sampling returned anomalous results, with up to 29.1 ppb Pd, 18.2 ppb Pt, and 416 ppm Cu in lag sampling. Mapping and petrological studies also confirmed the presence of poorly exposed mafic rocks (gabbro and amphibolite) associated with the magnetic features and geochemical anomalism.

Initial exploration at the Nerramyne Project commenced with a broad airborne electromagnetic survey utilising the SkyTEM system covering approximately 188 square kilometres of interpreted mafic and ultramafic intrusions. Final data processing verified the presence of interpreted conductors previously identified in preliminary data (Figure 7), all of which had field reconnaissance work completed over their locations.

Significant outcomes of this include: north of Conductor A (now known as the Chandler Prospect; Figure 8a,b), a thick unit of pyroxenite continues until it disappears beneath transported cover where surface geochemistry is ineffective. Previously reported handheld XRF values up to 564ppm Cu were confirmed in analytical results.

Conductor B (Trix Prospect; Figure 9) in the north of the tenement is a high priority drilling target and is associated with a concealed mafic-ultramafic intrusion. Surface sampling at the Trix Prospect is considered ineffective due to the nature of the surface material.

Follow up Fixed Loop Electromagnetic (FLTEM) surveying to accurately locate and determine the geometry of the SkyTEM conductors and a reconnaissance drilling program to test surface geochemical anomalies is planned for early in the next reporting period. The drilling is subject to funding assistance from the state government of Western Australia through a successful application to the Exploration Incentive Scheme.

# Todd River Resources Limited Review of Operations

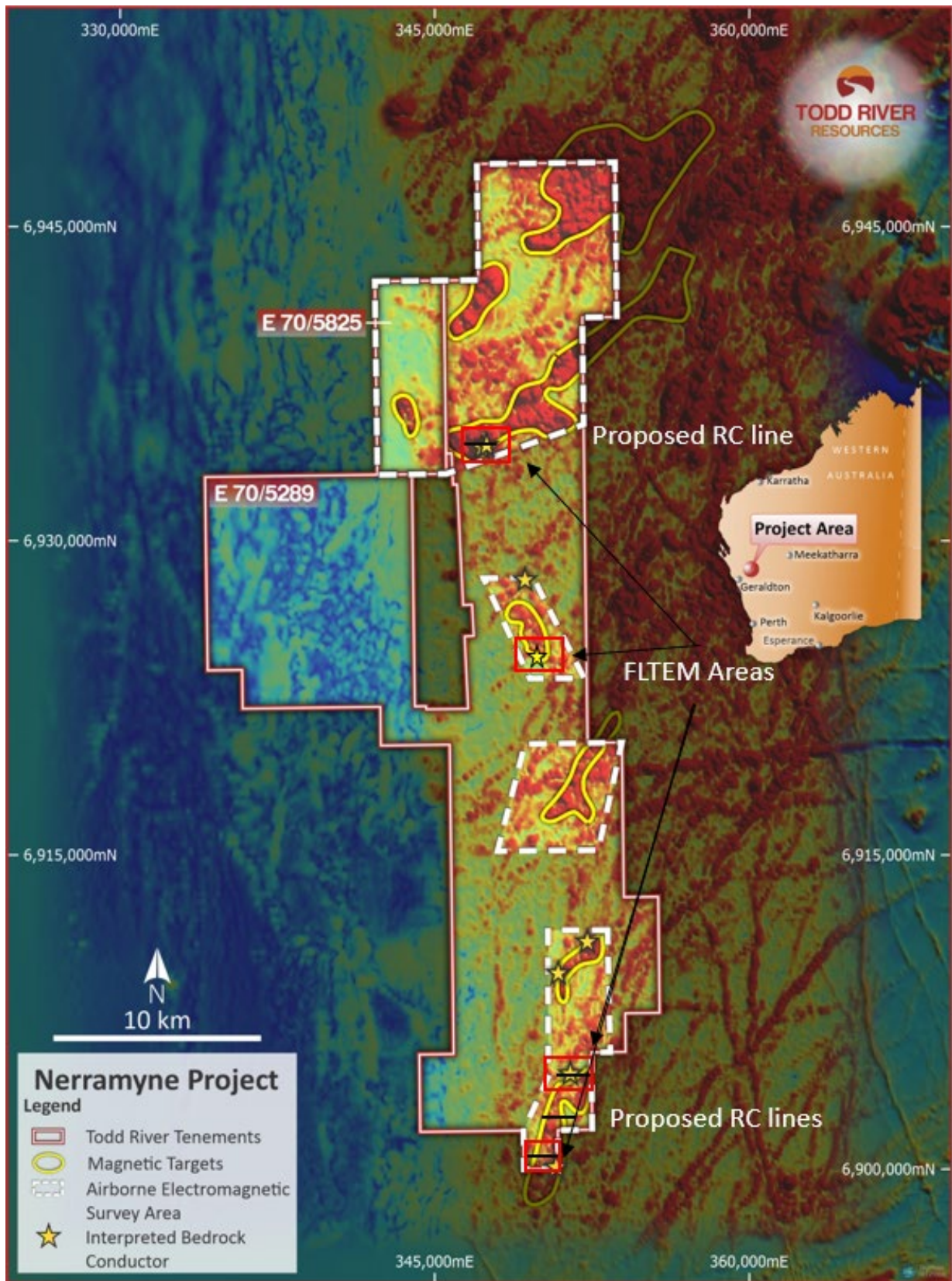


Figure 7. Nerramyne Project showing the location of the main interpreted bedrock conductors from the SkyTEM Survey, areas for follow up FLTEM and RC drill lines over regional magnetics.

# Todd River Resources Limited Review of Operations

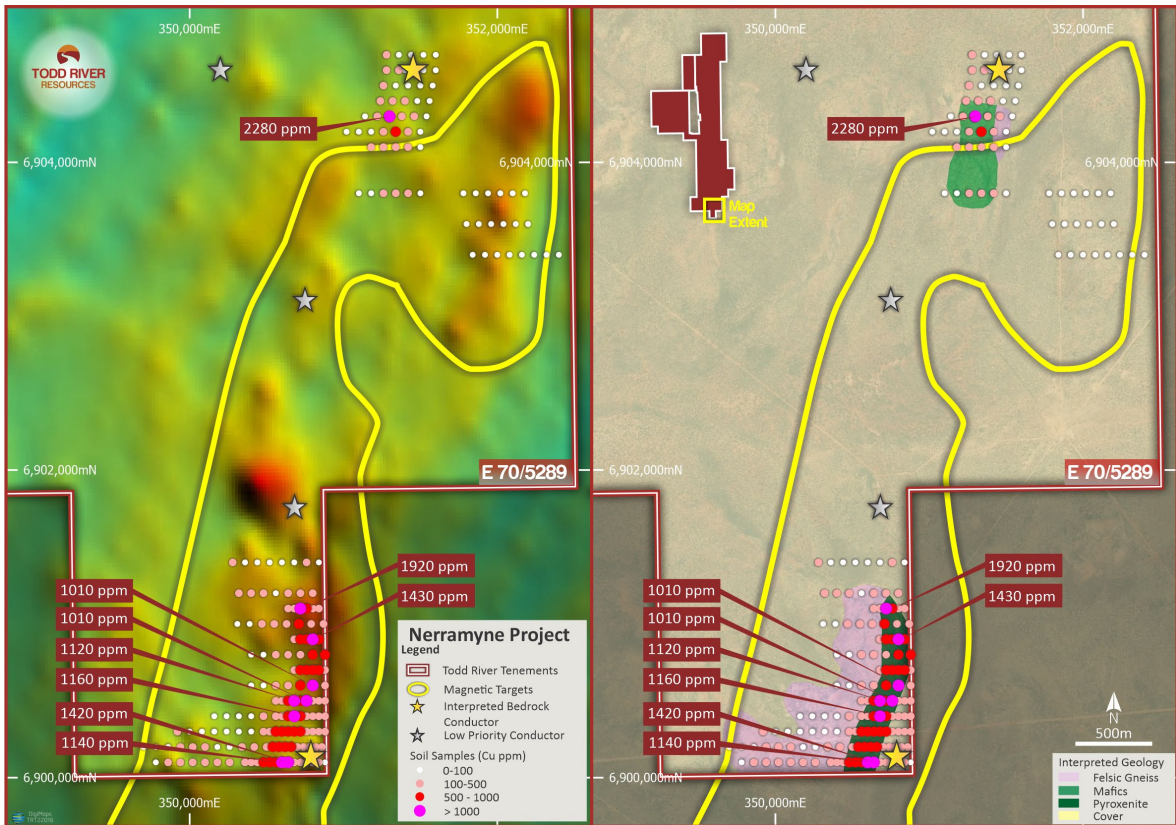


Figure 8a. Conductor A showing the location of the interpreted conductor and surface Copper geochemistry associated with the intrusion adjacent to the conductor.

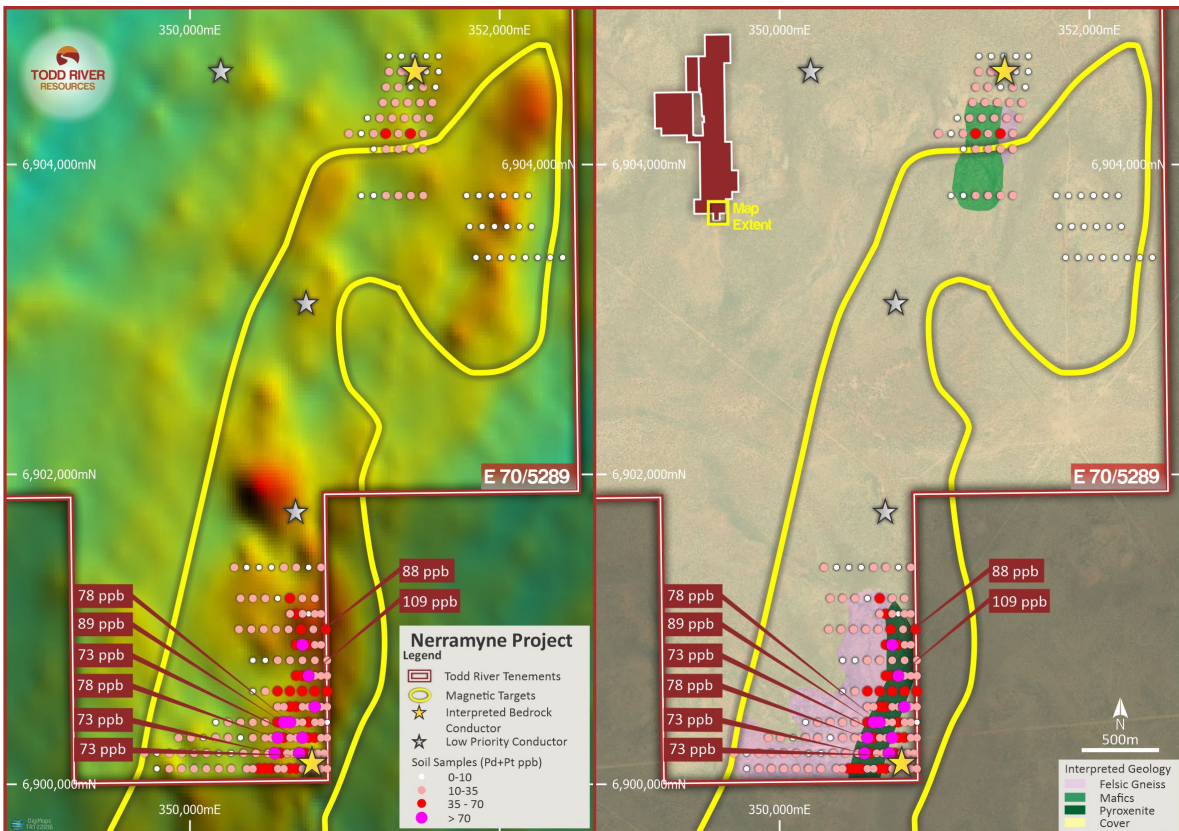


Figure 8b. Conductor A showing the location of the interpreted conductor and surface PGE geochemistry associated with the intrusion adjacent to the conductor.

## Todd River Resources Limited Review of Operations

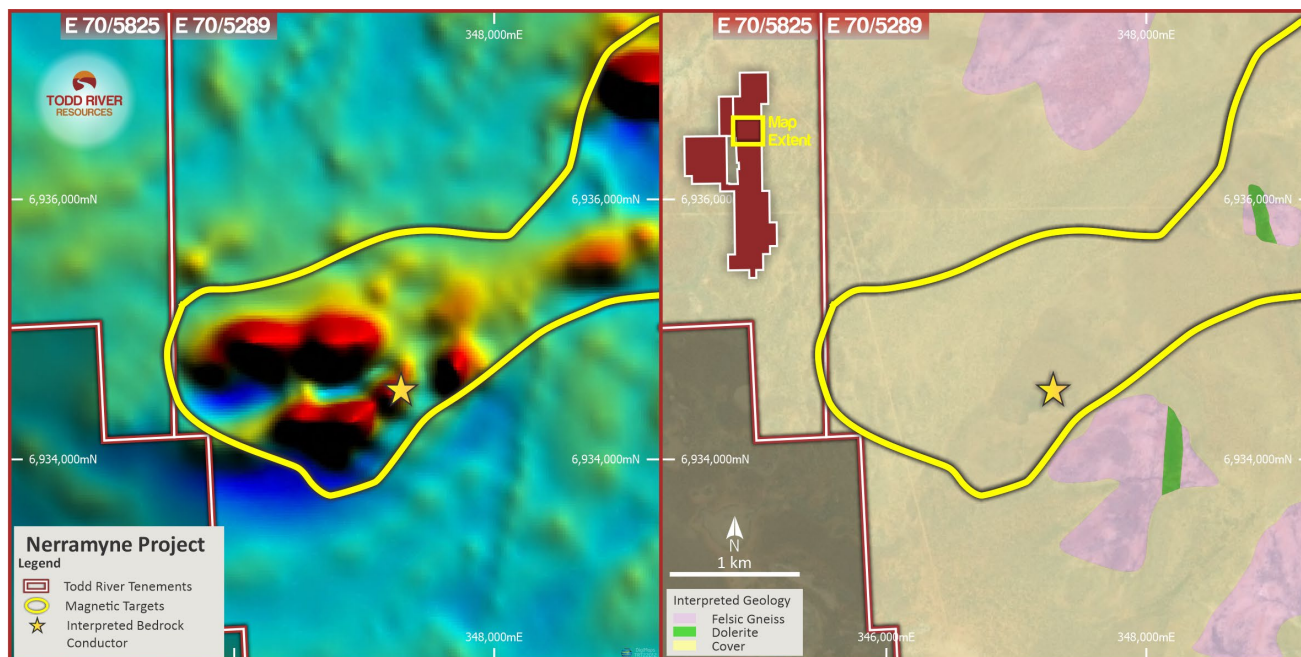


Figure 9. Conductor B showing the location of the interpreted conductor over magnetics – note the absence of geochemistry is due to the transported surface material being unsuitable for sampling.

### MT HARDY BASE METAL PROJECT (TRT 100%)

The Company has recently concluded the first program of fieldwork at the 100% owned Mt Hardy Copper-Zinc Project in the Northern Territory since prior to the onset of the Covid pandemic in late 2019. The recent work has concentrated on a more detailed approach to areas of exposure or residual soil profiles where surface sampling is deemed to be effective. This includes a large relatively underexplored area immediately north east of the Hendrix resource (Figure 10), where several isolated areas were subject to limited RC drilling in late 2019 with results from this drilling summarised in the Company's December 2019 Quarterly Activities Report released on 30 January, 2020. Highlights include:

#### Gilly North Prospect:

- 10m @ 1% Cu, 0.4% Pb, 3.6% Zn and 24g/t Ag (5.0% combined base metals) from 5m, including:
  - 7m @ 1.4% Cu, 0.6% Pb, 4.7% Zn and 36.4g/t Ag (6.7% combined BM) from 8m (MHRC0067)
- 9m @ 0.6% Cu, 0.1% Pb, 5.5% Zn and 7g/t Ag (6.2% combined base metals) from 36m, including:
  - 7m @ 0.7% Cu, 0.1% Pb, 6.1% Zn and 8g/t Ag (6.9% combined BM) from 37m (MHRC0068); and
- 14m @ 1.1% Cu, 0.1% Pb, 3.4% Zn, 8.7g/t Ag (4.6% combined base metals) from 42m, including:
  - 7m @ 1.4% Cu, 0.1% Pb, 6.3% Zn and 12.6g/t Ag (7.8% combined BM) from 46m (MHRC0069).

#### Laver Prospect:

- 15m @ 0.4% Cu, 1.7% Pb, 5.4% Zn and 29g/t Ag (7.5% combined base metals) from 111m, including:
  - 3m @ 0.6% Cu, 1.5% Pb, 11.7% Zn and 39.4g/t Ag (13.8% combined BM) from 111m (MHRC0091) and:
- 4m @ 0.9% Cu, 1.4% Pb, 2.9% Zn and 30g/t Ag (5.1% combined base metals) from 49m, including:
  - 2m @ 1.3% Cu, 2.0% Pb, 4.5% Zn and 41.5g/t Ag (7.8% combined BM) from 50m (MHRC0090).

#### Gilly Prospect:

- 7m @ 0.4% Cu, 0.3% Pb, 4.1% Zn and 15.4g/t Ag (4.8% combined base metals) from 23m, including:
  - 4m @ 0.5% Cu, 0.6% Pb, 5.9% Zn and 7g/t Ag (7.0% combined base metals) from 23m, (MHRC0071).

## Todd River Resources Limited Review of Operations

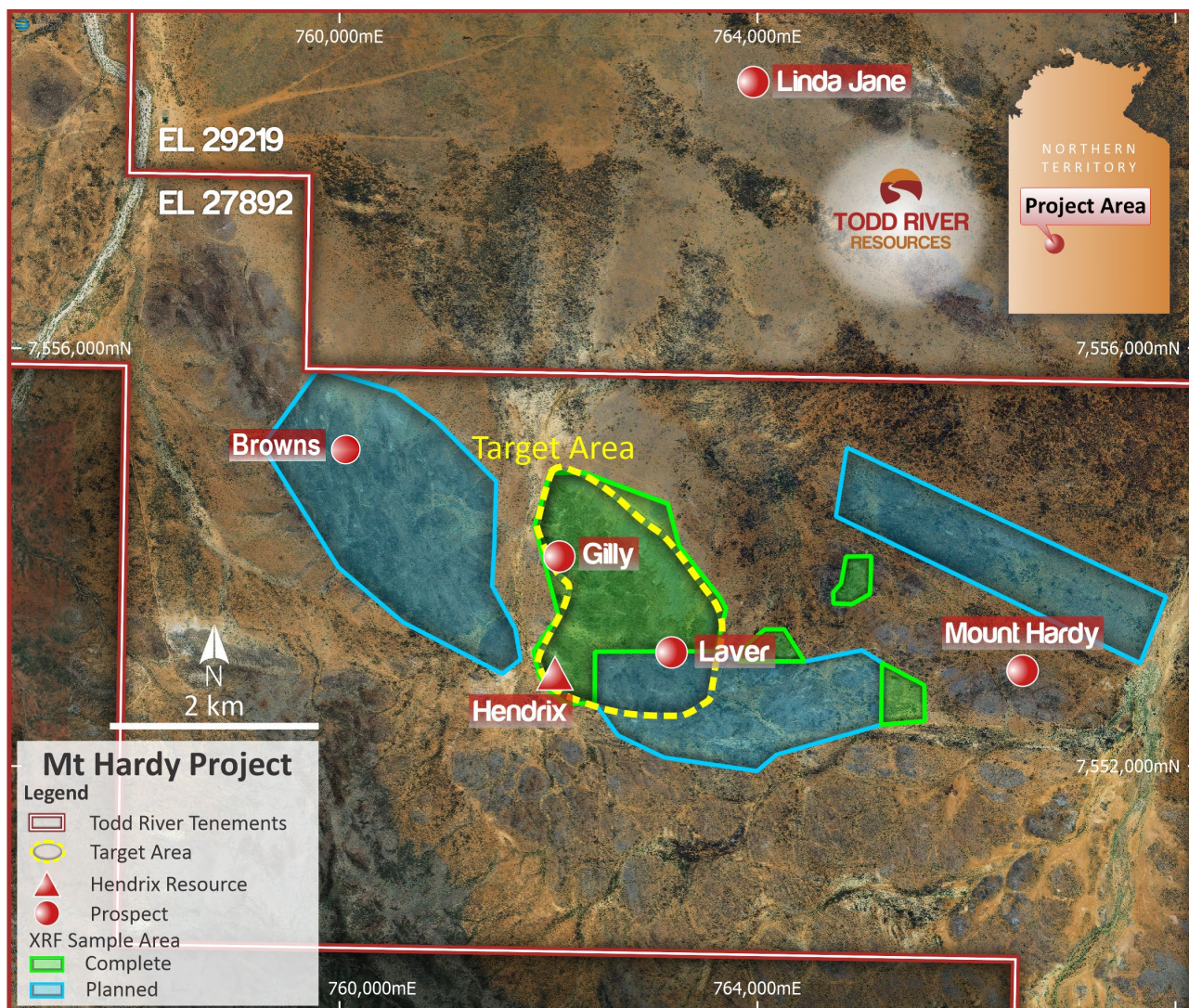


Figure 10. Mt Hardy Project work areas with the high priority target area NE of the Hendrix Prospect highlighted.

New work, which is designed to follow up anomalous stream sampling identified in 2019 within the “Hendrix-Gilly-Laver” target area has focused on close spaced sampling to identify further zones of prospectivity.

Sampling and readings with a handheld XRF unit were generally completed on a 100m x 20m sample grid and defined new Zn-Cu-Pb in soil anomalies, leading to the discovery of numerous outcrops of Zn-Cu-Pb oxide mineralisation or gossans. Figure 11 shows the Zn in soil results from the handheld XRF readings.

In addition, further stream samples have been collected, extending stream sampling completed in 2019, with assay results for base metal and lithium mineralisation from these stream samples pending.

With the success of handheld XRF soils in quickly identifying new mineralisation, further work is planned (3000-4000 samples) to cover the 8 km x 3 km trend from Mt Hardy to Browns shown on Figure 10 as well as additional work to fully define the recently identified prospects/targets. This work has been carried out in August 2022.



## Todd River Resources Limited Review of Operations

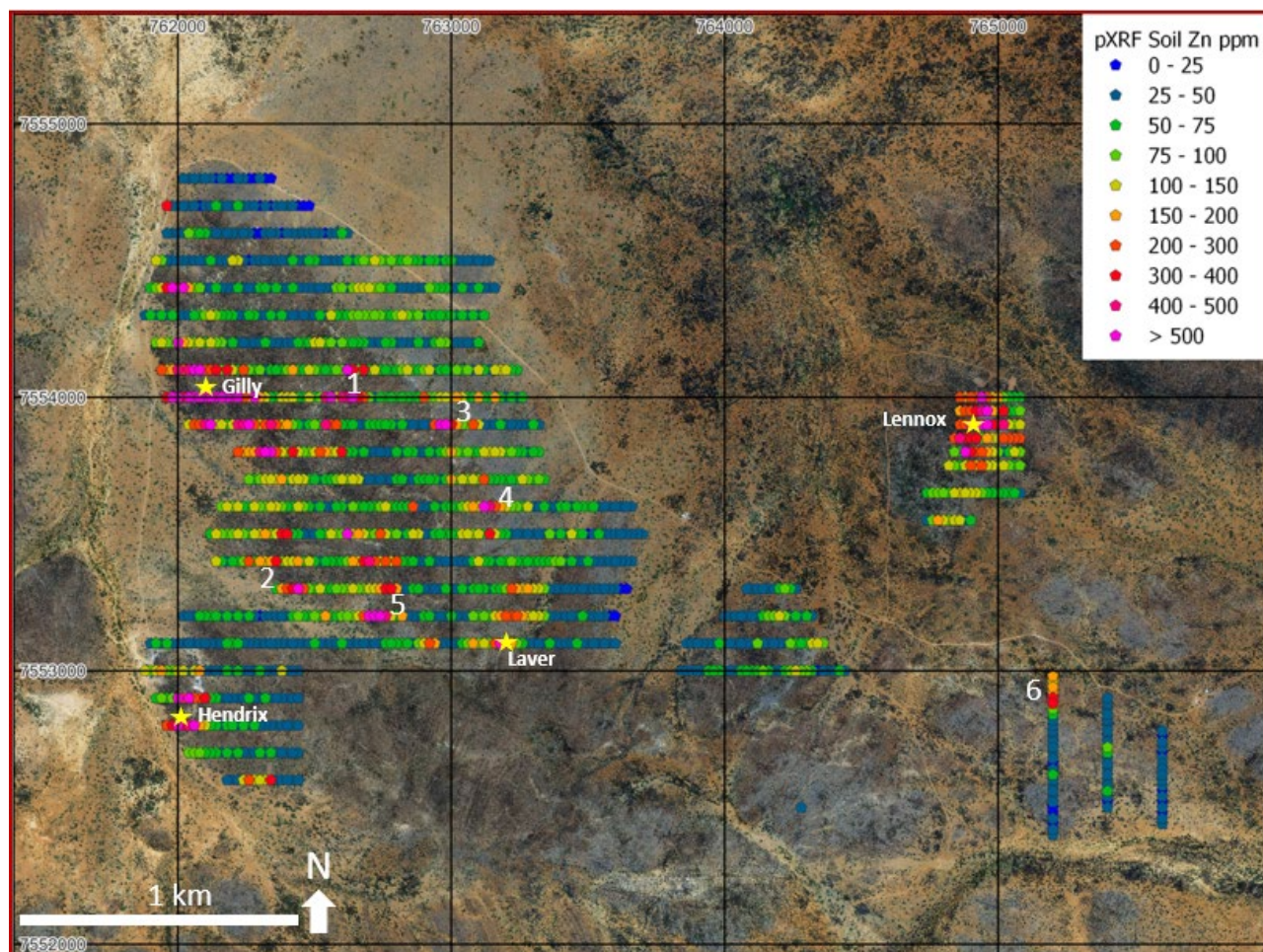


Figure 11. Mt Hardy Project recent sampling showing handheld XRF results for zinc and highlighting six new areas of anomalism for follow up work in August 2022.

### PINGRUP Ni-Cu-PGE PROJECT (TRT 100%)

The recently granted Exploration Licence E70/5954 covers an area of approximately 240 square kilometres within the Corrigin Tectonic Zone at the south west Yilgarn Craton–Youanmi Terrane boundary some 300 km south east of Perth. The bedrock geology is obscured by thin (1-10 metres) sandy cover and a thick weathering profile.

Within the project area are twelve magnetic features with historical work confined to just three of them (Figure 12). This work was completed by Magnetic Resources who were testing the magnetic highs for the presence of Banded Iron Formation (BIF) between 2008-2011. In all three cases drilling failed to identify any BIF, however it confirmed the magnetic features to be mafic-ultramafic intrusions.

Previous drilling included:

- RAB drilling (23 holes) with elevated Ni-Cu-Cr-Co at one magnetic high confirming the presence of mafic-ultramafic rocks
- RC drilling (5 holes) into two magnetic highs
  - Mag. High 1: 1.5 km long magnetic high, 4 RC holes intersected amphibolite with downhole geochemistry suggesting it is after ultramafic,
  - Mag. High 2: 3 km long magnetic high, 1 RC hole intersected mafic gneiss.

As the target was iron ore, no further drilling was completed targeting mafic-ultramafic rocks for magmatic Ni-Cu-PGE mineralisation, however a small gravity survey was completed over one magnetic feature which confirmed a strong gravity anomaly coincident with the magnetic high (Figure 12). There have also been no electromagnetic surveys over the tenement which would be the initial approach for Todd River.

## Todd River Resources Limited Review of Operations

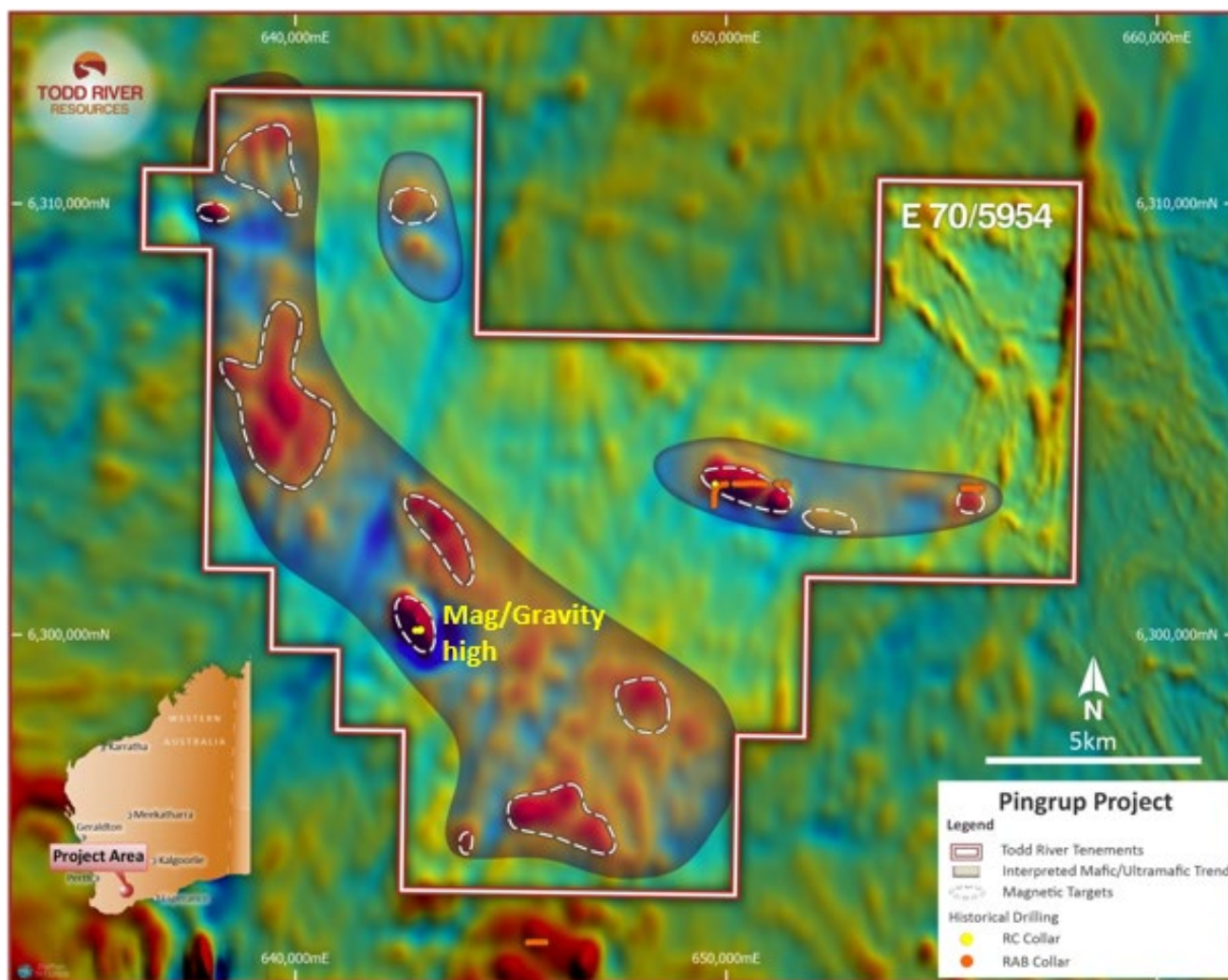


Figure 12. Pingrup Project magnetics showing the areas of exploration interest and previous drilling that was targeting iron ore mineralisation.

### PETERMANN RANGE PROJECT (TRT:100%)

Late in the December 2021 Quarter, the Company was notified by the Central Land Council that the tenements which had previously been agreed to move forward to grant have been placed back into moratorium due to the Traditional Owners deciding to veto the grant process.

Whilst this is a disappointing outcome for the Company, Todd River respects the rights of the Traditional Owners to exercise their right of veto.

The tenement applications now go into a five-year period of moratorium at which point the Company has the right to present again to the Traditional Owners, which it intends to do.

Other tenements within the broader Petermann Range Project are not subject to the same veto and moratorium arrangements and the Company looks forward to working with all stakeholders to find a way forward on these applications.

# Todd River Resources Limited

## Review of Operations

### **NANUTARRA NICKEL PROJECT (withdrawn from project)**

The Reverse Circulation (RC) drilling program that was completed in September 2021 was designed to follow up historic shallow drilling that intersected anomalous platinum (Pt) and palladium (Pd) near the base of oxidation in ultramafic rocks. In total five holes were drilled all of which intersected thick units of peridotite and/or pyroxenite with three of the five holes intersecting the contact between the units.

The best result returned from the 5 holes drilled is 2m @ 0.3% Ni, 0.1% Cu and 301ppb Pt+Pd from 77m in hole NURC0001. Following the receipt and interpretation of the drilling results, the Company elected to withdraw from the earning in on the Nanutarra Project.

### **OTHER PROJECTS**

#### **McArthur Project (TRT: 100%)**

The McArthur Project is located 450km south-east of Katherine within the Mallapunyah, McArthur River and Kiana pastoral stations in the Northern Territory and comprises five granted exploration licences and one exploration licence application.

The Palaeozoic Wollgorang Formation of the Tawallah Group underlies the McArthur Group lithology which hosts the Proterozoic, sedimentary-exhalative McArthur River Mine, 60km to the north. Geophysical and geochemical targets exist within the project tenure. The Wollgorang Formation wraps around the Mallapunyah Dome and is exposed over ~25km of strike extent, being bound to the west by regional fault structures similar to the Emu Fault, which forms the eastern boundary and is considered to provide the conduit for base metal mineralisation at the McArthur River Mine.

No significant field-based exploration has been undertaken during year. Due to the remote location in the Northern Territory the company has found coordination of exploration difficult prior to borders opening up in April 2022. A comprehensive field program, including additional sampling and structural mapping across all licences is planned for the beginning (April-May) of the 2023 field season.

#### **Bangemall Project (TRT: 100%)**

The Bangemall Project, south of Paraburdoo (includes the Pingandy Project tenure) falls within the Edmund Basin which together with the Collier Basin comprise the Bangemall Supergroup, a broad syncline of Mesoproterozoic sediments lying between the Pilbara and Yilgarn Cratons within the Capricorn Orogen. Lithology is dominantly fine-grained siliciclastic and carbonate sedimentary rocks, with lesser coarse-grained clastic rocks. Thick dolerite sills intrude parts of the Bangemall Supergroup. Previous exploration in the area for Sedex-style mineralisation has focussed on the outcrop and subcrop of the Blue Billy Formation, which comprises laminated pyritic carbonaceous shale.

The project currently comprises seven granted exploration licences and one exploration licence application and the Company has plans for broad geochemical sampling across the project area before the end of 2022.

# Todd River Resources Limited

## Directors' Report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as 'the Group') consisting of Todd River 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 30 June 2022.

### Directors

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

Edward Fry (Chairman)  
William Dix (Managing Director)  
Geoffrey Crow (Non-Executive Director)  
Mark Bennett ( Non-Executive Director)  
Su-Mei Sain (Finance Director) - appointed 2 November 2021  
Ian Murray (Non-Executive Director) - resigned 25 October 2021

### Principal activities

The principal activity of the Group during the course of the financial year was mineral exploration and evaluation.

### Dividends

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

### Review of operations

The loss for the Group after providing for income tax amounted to \$4,330,728 (30 June 2021: \$5,762,139).

### Significant changes in the state of affairs

On 21 July 2021, the Group divested 100% of the Manbarrum Zn-Pb-Ag Project to Boab Metals (ASX: BML) Consideration for the transaction was \$500,000 in BML shares and a retained 1.25% Net Smelter Return Royalty.

Mr Ian Murray resigned as a Director of the Company on 25 October 2021 and Mrs Su-Mei Sain was appointed as Finance Director on 2 November 2021.

10,000,000 unlisted options expired unexercised on 4 November 2021 and 1,000,000 unlisted options expired unexercised on 8 November 2021.

On 12 November 2021, the Group sold its remaining shares in Core Lithium Ltd (ASX: CXO). The total proceeds was \$568,298 comprising 988,344 CXO shares at an average price of \$0.575 per share.

16,997,756 options were converted into ordinary shares during the financial year raising a total of \$1,023,865 as follows:

Date converted	Expiry date	Number converted	Exercise price	Proceeds \$
13 July 2021	27 October 2022	3,655,250	\$0.060	219,315
25 October 2021	27 October 2022	333,334	\$0.060	20,000
16 November 2021	3 September 2023	750,000	\$0.061	45,750
23 November 2021	3 September 2023	1,250,000	\$0.061	76,250
23 November 2021	27 October 2022	4,399,616	\$0.060	263,977
7 December 2021	27 October 2022	2,132,554	\$0.060	127,953
7 January 2022	27 October 2022	675,750	\$0.060	40,545
11 February 2022	3 September 2023	2,000,000	\$0.061	122,000
11 February 2022	27 October 2022	1,801,252	\$0.060	108,075
		16,997,756		1,023,865

There were no other significant changes in the state of affairs of the Group during the financial year.

# Todd River Resources Limited

## Directors' Report

### Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

### Likely developments and expected results of operations

The Group will continue to explore its nickel assets in Western Australia and develop its Northern Territory exploration portfolio.

### Environmental regulation

The Group holds various exploration licences to regulate its exploration activities in Australia. These licences include conditions and regulation with respect to the rehabilitation of areas disturbed during the course of its exploration activities. However, the Board believes that the Group has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Group.

### Information on Directors

**Name:** **Edward Fry**  
**Title:** *Chairman*  
**Experience and expertise:** Mr Fry has extensive experience within the Australian resource sector and is a specialist in Indigenous and Native Title issues. He holds a Diploma in Business Management from the University of South Australia and is a graduate of the International Lead and Zinc Study Group conducted out of Belgium on international base metal global supply and demand trade.

Based in Adelaide, Mr Fry is a former director of TNG Limited. He is an Executive Director of Gimbulki Resources Pty Ltd, a Native Title land access company he established in 2002 which has provided consulting services to a range of Australian exploration and mining companies including Rio Tinto, Barrick Gold, and Transfield Services.

During his career he also held senior executive roles with Normandy Mining Limited ('Normandy'), where he established the company's Traditional Owner policy, and later was manager of international logistics and marketing of Normandy's base-metal portfolio.

Mr Fry is the Chairman of Indigenous Business Australia, Chair of the Indigenous Land Corporation, Chair of the Indigenous Advisory Board at Ventia (formerly Broadspectrum) (since 2010), and a Deputy Chair of the Aboriginal Foundation of South Australia Inc (since 2007).

**Other current directorships:** None  
**Former directorships (last 3 years):** None  
**Interests in shares:** 52,207  
**Interests in options:** 3,500,000

**Name:** **Geoffrey Crow**  
**Title:** *Non-Executive Director*  
**Experience and expertise:** Mr Crow has more than 29 years' experience in all aspects of corporate finance, stockbroking and investor relations in Australia and international markets and has owned and operated his own businesses in these areas for the last seventeen years. Mr Crow is a Non-Executive Director of Todd River Resources Limited.

**Other current directorships:** Non-Executive Director of Ironridge Resources Ltd since 1 February 2013. Non-Executive Director of Lake Resources NL since 14 November 2016.

**Former directorships (last 3 years):** None  
**Interests in shares:** 5,500,000  
**Interests in options:** 3,500,000

## Todd River Resources Limited Directors' Report

Name:	<b>Mark Bennett</b>
Title:	<i>Non-Executive Director</i>
Experience and expertise:	<p>Dr Bennett was the Managing Director and CEO of Sirius Resources NL ('Sirius') from its inception to its merger with IGO, and was Non-Executive Director of IGO following the merger until June 2016.</p> <p>Dr Bennett is a geologist with 28 years of experience in gold, nickel and base metal exploration and mining. Dr Bennett holds a BSc in Mining Geology from the University of Leicester and a PhD from the University of Leeds and is a Member of the Australasian Institute of Mining and Metallurgy, a Fellow of the Geological Society of London, a Fellow of the Australian Institute of Geoscientists and a Member of the Australian Institute of Company Directors.</p> <p>Dr Bennett has worked in Australia, West Africa, Canada, USA and Europe, initially for LionOre Mining International Limited and WMC Resources Limited at various locations including Kalgoorlie, Kambalda, St.Ives, LionOre's nickel and gold mines throughout Western Australia, the East Kimberley, and Stawell in Victoria. His more recent experience, as Managing Director of Sirius and S2 Resources Limited ('S2') and as a director of private Canadian company True North Nickel has been predominantly in Western Australia (the Fraser Range including Nova-Bollinger, and the Polar Bear project in the Eastern Goldfields), Quebec (the Raglan West nickel project), British Columbia, Sweden, Finland, and Nevada.</p> <p>Positions held include various technical, operational, executive and board positions including Managing Director, Chief Executive Officer, Executive Director, Non-Executive director, Exploration Manager and Chief Geologist. Dr Bennett is a two times winner of the Association of Mining and Exploration Companies "Prospector Award" for his discoveries which include the Thunderbox Gold Mine, the Waterloo nickel mine and most recently the world class Nova-Bollinger nickel-copper mine.</p> <p>In addition to his technical expertise, Dr Bennett is very experienced in corporate affairs, equity capital markets, investor relations and community engagement and has led Sirius from prior to the discovery of Nova-Bollinger all the way through feasibility, financing, permitting and construction, and latterly through the schemes of arrangement to merge with IGO and to demerge S2.</p>
Other current directorships:	Managing Director of S2 Resources Ltd since 15 October 2015 to 3 April 2020 Executive Chairman of S2 Resources Ltd since 3 April 2020
Former directorships (last 3 years):	None
Interests in shares:	9,442,048
Interests in options:	3,500,000

## Todd River Resources Limited

### Directors' Report

**Name:** **William Dix**  
**Title:** *Managing Director*  
**Qualifications:** *BSc, MSc, MAusIMM*  
**Experience and expertise:** Mr Dix is a geologist with 25 years' experience in base metal, gold and uranium exploration and mining. Earlier in his career, he spent seven years with the highly successful international nickel producer LionOre Mining International in a variety of exploration, mining and management roles. During his time with LionOre, Mr Dix was part of the team that discovered the Waterloo Nickel Mine and delineated the two million ounce Thunderbox Gold Project in Western Australia. He remained with LionOre until its US\$4.8 billion takeover by Norilsk Nickel in 2007.

He has a proven track record of successful project and team management and also has extensive experience in commercial activities including capital raisings, mergers, acquisitions and divestments.

Mr Dix holds a Bachelor of Science with double major in Geology and Geophysics and a Master of Science in Geology from Monash University and is a member of AusIMM.

**Other current directorships:** Prior to joining Todd River Resources, Mr Dix was Managing Director at Consolidated Zinc Ltd. Non-Executive Director of Stelar Metals Ltd since 12 November 2021  
**Former directorships (last 3 years):** Non-Executive Director of BBX Minerals Ltd 10 October 2012 to 20 October 2021  
**Interests in shares:** 1,954,040  
**Interests in options:** 4,439,666

**Name:** **Ian Murray**  
**Title:** *Non-Executive Director - resigned 25 October 2021*  
**Experience and expertise:** Mr Murray is a Fellow of the Chartered Accountants Australia and New Zealand, a Member of Australian Institute of Company Directors, and holds an Executive degree in Advanced Management & Leadership from the University of Oxford, Saïd Business School. With over 25 years' mining industry experience in senior leadership positions, including the position of Executive Chairman and Managing Director of Gold Road Resources Limited (ASX: GOR) and DRDGold Limited (NYSE & JSE: DRD), he has also held executive positions with international 'Big Four' accounting firms.

Mr Murray brings a wealth of financial, corporate, project development and operational experience to the Board and most recently led Gold Road as it transitioned from explorer to large scale gold producer. Mr Murray has been the recipient of many awards during his leadership of Gold Road, including the Gavin Thomas award for leadership, the Diggers and Dealers Deal of the year award in 2017, after winning the best emerging company award in 2011 as well as the CEO of the year award from CEO Magazine.

**Other current directorships:** Non-Executive Director of Black Rock Mining Limited since 2 May 2019  
Non-Executive Director of Geopacific Resources since 10 September 2019  
Executive Chairman of Matador Mining Limited since 14 May 2020  
**Former directorships (last 3 years):** None  
**Interests in shares:** n/a  
**Interests in options:** n/a

## Todd River Resources Limited Directors' Report

Name:	<b>Su-Mei Sain</b>
Title:	<i>Finance Director - appointed 2 November 2021</i>
Qualifications:	Bachelor of Commerce (Major in Accounting and Finance), CPA.
Experience and expertise:	Mrs Sain is a qualified Accountant with 20 years of experience. Much of Mrs Sain's experience has been gained within the mining resources industries, but she has also worked in agriculture, biotech and retail sectors. Her expertise has been cultivated through high growth companies, where her strong communication skills and analytical and creative thinking have allowed her to work effectively in fast paced companies looking to grow. Mrs Sain was awarded a Bachelor of Commerce (Major in Accounting and Finance) degree from the University of WA and followed this with CPA accreditation.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	70,000
Interests in options:	3,500,000

Other current directorships quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Former directorships (last 3 years) quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

### Company secretary

**Simon Robertson, B.Bus, CA, M Appl. Finm**

Mr Robertson gained a Bachelor of Business from Curtin University in Western Australia and Master of Applied Finance from Macquarie University in New South Wales. He is a member of the Chartered Accountants Australia and New Zealand and the Governance Institute of Australia. Mr Robertson currently holds the position of Company Secretary for a number of publically listed companies and has experience in corporate finance, accounting and administration, capital raisings and ASX compliance and regulatory requirements.

### Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each Director were:

	Attended	Full Board Held
Edward Fry	6	6
Geoffrey Crow	6	6
Mark Bennett	6	6
William Dix	6	6
Su-Mei Sain	3	3
Ian Murray	3	3

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 Group, 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.



# Todd River Resources Limited

## Directors' Report

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Key management personnel remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

### ***Principles used to determine the nature and amount of remuneration***

This report details the amount and nature of remuneration of each Key Management Personnel ("KMP").

KMP's have authority and responsibility for planning, directing and controlling the activities of the Group, including Directors of the Company and other executives. Key management personnel comprise the Directors of the Company and senior executives of the Group, being the Company Secretary and Chief Financial Officer.

The remuneration policy is to provide a fixed remuneration component and an equity related component. The Board believes that this remuneration policy is appropriate given the stage of development of the Company and the activities which it undertakes and is appropriate in aligning director and executive objectives with shareholder and business objectives.

The remuneration policy, setting the terms and conditions for the executive Directors and other executives has been developed by the Board, taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

The Board policy is to remunerate Directors and senior executives at market rates for comparable companies for time, commitment and responsibilities. Due to the size of the Company, there is no Remuneration Committee so the Board determines payments to the Non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of Directors fees is subject to approval by shareholders at a General Meeting. Fees for Non-executive directors are not linked to the performance of the entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and may receive options if approved by shareholders.

### ***Fixed remuneration***

Fixed compensation consists of base compensation being a flat per month director's fee or person's salary as well as employer contributions to superannuation funds. Compensation levels are reviewed annually by the board through a process that considers individual, segment and overall performance of the Group. Senior executive compensation are also reviewed on promotion.

### ***Performance linked compensation***

Performance linked compensation includes long and short term incentives designed to reward key management personnel for meeting or exceeding specific objectives or as recognition for strong individual performance. Short-term incentives are provided in the form of cash bonuses or salary increases as set out in individual employment agreements.

### ***Short-term incentive bonus***

Short-term incentives are provided in the form of cash bonuses and/or salary increases. They are used to encourage and reward exceptional performance in the realisation of strategic outcomes and growth in shareholders' wealth.

### ***Options***

Options which are granted from time to time to encourage exceptional performance in the realisation of strategic outcomes and growth in shareholders wealth. Options are granted for no consideration and do not carry voting rights or dividend entitlements. Options are valued using the Black-Scholes methodology. Option exercise prices are determined based on a premium over and above weighted average share price at grant date. Both the number and exercise price of options issued are at the Board's discretion.

# Todd River Resources Limited

## Directors' Report

### Non-executive directors

Non-executive directors receive fixed remuneration being a flat per month director's fee and variable remuneration being long term incentives that may be issued from time to time. The maximum aggregate amount of fees that can be paid to Non- executive directors is subject to approval by shareholders. The annual aggregate amount of remuneration paid to Non- executive directors of \$500,000 was approved by shareholders when the Company listed on 4 April 2017.

Directors and executives may also receive either a salary plus superannuation guarantee contributions as required by law, or provide their services via a consultancy arrangement. Directors and executives do not receive any retirement benefits except as stated. Individuals may, however, choose to sacrifice part of their salary to increase payments towards superannuation.

### Voting and comments made at the Company's 2021 Annual General Meeting ('AGM')

At the 2021 AGM, held on 29 October 2021, 95% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2021. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

### Key management personnel remuneration

#### Amounts of remuneration

Details of the remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the Group consisted of the following Directors of Todd River Resources Limited:

- Edward Fry
- William Dix
- Geoffrey Crow
- Mark Bennett
- Su-Mei Sain (appointed 2 November 2021)
- Ian Murray (resigned 25 October 2021)

And the following person:

- Su-Mei Sain - Chief Financial Officer (until 1 November 2021)

	Cash salary and fees	Cash bonus	Non-monetary	Post-employment benefits	Long-term benefits	Share-based payments	Total
	\$	\$	\$	Super-annuation	Annual leave accrued	Equity-settled	\$
<b>30 June 2022</b>							
<i>Non-Executive Directors:</i>							
Edward Fry	80,000	-	-	-	-	51,720	131,720
Geoffrey Crow	60,000	-	-	-	-	51,720	111,720
Mark Bennett	54,628	-	-	5,462	-	51,720	111,810
Ian Murray *	-	-	-	-	-	-	-
<i>Executive Directors:</i>							
William Dix	307,500	-	6,406	25,000	22,733	51,720	413,359
Su-Mei Sain	103,091	-	-	10,309	5,671	51,720	170,791
	605,219	-	6,406	40,771	28,404	258,600	939,400

\* As per the Consulting Deed dated 2 September 2020 between Todd River Resources Limited ("the Company") and Marlee Minerals Pty Ltd ("Marlee Minerals") where Mr Ian Murray was nominated by Marlee Minerals to act and perform as a Director of the Company. During the financial year ended 30 June 2022, Marlee Minerals received \$15,000 in consulting fees for the services performed by Mr Murray.

## Todd River Resources Limited Directors' Report

30 June 2021	Cash salary and fees \$	Short-term benefits		Post- employment benefits	Long-term benefits	Share-based payments	Total \$
		Cash bonus \$	Non- monetary \$	Super- annuation \$	Annual leave accrued \$	Equity- settled \$	
<i>Non-Executive Directors:</i>							
Edward Fry	80,000	-	-	-	-	47,115	127,115
Geoffrey Crow	60,000	-	-	-	-	47,115	107,115
Mark Bennett	54,795	-	-	5,205	-	47,115	107,115
Ian Murray *	-	-	-	-	-	47,115	47,115
<i>Executive Directors:</i>							
William Dix	300,000	25,000	-	25,000	25,000	62,805	437,805
<i>Other Key Management Personnel:</i>							
Su-Mei Sain	32,616	-	-	3,098	1,576	53,419	90,709
	527,411	25,000	-	33,303	26,576	304,684	916,974

\* As per the Consulting Deed dated 2 September 2020 between Todd River Resources Limited ("the Company") and Marlee Minerals Pty Ltd ("Marlee Minerals") where Mr Ian Murray was nominated by Marlee Minerals to act and perform as a Director of the Company. During the financial year ended 30 June 2021, Marlee Minerals received \$50,000 in consulting fees for the services performed by Mr Murray.

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

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	30 June 2022	30 June 2021	30 June 2022	30 June 2021	30 June 2022	30 June 2021
<i>Non-Executive Directors:</i>						
Edward Fry	61%	63%	-	-	39%	37%
Geoffrey Crow	54%	56%	-	-	46%	44%
Mark Bennett	54%	56%	-	-	46%	44%
Ian Murray	-	-	-	-	-	100%
<i>Executive Directors:</i>						
William Dix	87%	80%	-	6%	13%	14%
Su-Mei Sain	69%	-	-	-	31%	-
<i>Other Key Management Personnel:</i>						
Su-Mei Sain	-	41%	-	-	-	59%

## Todd River Resources Limited Directors' Report

### **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: *Edward Fry*  
Title: *Non-Executive Chairman*  
Term of agreement: 6th April 2017 until terminated by either party.  
No notice period applicable.  
Details: Director's Fees - \$80,000 per annum including superannuation plus any expense incurred.  
Mr Fry's fees are paid to Gimbulki Resources Pty Ltd, a related entity of Mr Fry.

Name: *William Dix*  
Title: *Managing Director*  
Term of agreement: 01 February 2018 until terminated by either party.  
Details: Salary - \$315,000 per annum plus superannuation at the maximum concessional limit per year.

#### Termination of Services Agreement:

\* If the Company wishes to terminate the Agreement under no ground's of termination, one month's notice is required including one month's salary in thereof.

\* If the Managing Director wishes to terminate the Agreement under no grounds of termination, three months' notice is required and the Company may make payment in lieu of notice.

\* Any time after three years of employment, the Managing Director or the Company may terminate under no grounds of termination by giving three months' notice plus an additional on month (or part thereof) for each year (or part thereof) of employment beyond three years.

\* The Company may terminate the agreement at any time without notice if serious misconduct has occurred.

Name: *Geoffrey Crow*  
Title: *Non-Executive Director*  
Term of agreement: 6th April 2017 until terminated by either party.  
No notice period applicable.  
Details: Director's Fees - \$60,000 per annum including superannuation plus any expense incurred.  
Mr Crow's fees were paid to Salaris Consulting Pty Ltd, a related entity of Mr Crow.

Name: *Mark Bennett*  
Title: *Non-Executive Director*  
Term of agreement: 30 November 2018 until terminated by either party.  
No notice period applicable.  
Details: Director's Fees - \$60,000 per annum including superannuation plus any expense incurred.

## Todd River Resources Limited Directors' Report

Name: *Ian Murray*  
Title: *Non-Executive Director*  
Agreement commenced: 2 September 2020  
Term of agreement: The Company entered into a Consultancy agreement with Marlee Minerals on 2 September 2020 where Mr Murray was nominated by Marlee Minerals to act and perform as a Director of the Company.

### Termination of Services Agreement:

\* Both parties may mutually terminate the Consultancy agreement in writing without cause.

\* The Company may terminate the Consultancy agreement with Marlee Metals Pty Ltd ("Marlee") with immediate effect by giving written notice to the parties if:

- (i) the Consultant ceases to have the right to appoint a nominee of the Board pursuant to the share purchase agreement between the Company and Marlee;
- (ii) if Marlee or Mr Murray is subject to an insolvency event or;
- (iii) if the Company is subject to an insolvency event then Marlee may terminate the Consultancy agreement without notice.

This Consultancy agreement with Mr Murray was terminated on 25 October 2021 to reflect his resignation as director of the Company.

Details: Director fees are invoiced by Marlee Minerals Pty Ltd to the Company for \$60,000 per annum (exclusive of GST).

Name: *Su-Mei Sain*  
Title: *Finance Director*  
Term of agreement: 14 January 2020 until terminated by either party.  
Details: Salary - \$120,000 per annum (being 0.4 of \$300,000 per annum for a full-time equivalent plus superannuation).

### Termination of Services Agreement:

\* If the Company wishes to terminate the Agreement under ground's of termination, either the Company will terminate the agreement effectively immediately without payment of any salary other than salary accrued to the date of termination or one month's notice is required including one month's salary in thereof.

\* If the Finance Director or Company wishes to terminate the Agreement under no grounds of termination, three months' notice is required and the Company may make payment in lieu of notice.

\* Any time after three years of employment, the Finance Director or the Company may terminate under no grounds of termination by giving three months' notice plus an additional on month (or part thereof) for each year (or part thereof) of employment beyond three years.

\* The Company may terminate the agreement at any time without notice if serious misconduct has occurred.

### **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 30 June 2022.

## Todd River Resources Limited Directors' Report

### Options

The terms and conditions of each grant of options over ordinary shares affecting remuneration of Directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Edward Fry	1,500,000	29 October 2021	29 October 2021	1 November 2024	\$0.107	\$0.034
William Dix	1,500,000	29 October 2021	29 October 2021	1 November 2024	\$0.107	\$0.034
Mark Bennett	1,500,000	29 October 2021	29 October 2021	1 November 2024	\$0.107	\$0.034
Geoffrey Crow	1,500,000	29 October 2021	29 October 2021	1 November 2024	\$0.107	\$0.034
Su-Mei Sain	1,500,000	29 October 2021	29 October 2021	1 November 2024	\$0.107	\$0.034

Options granted carry no dividend or voting rights.

The fair value of the options has been determined using a Black-scholes option pricing model with assumptions as setup out in note 34.

The number of options over ordinary shares granted to and vested by Directors and other key management personnel as part of compensation during the year ended 30 June 2022 are set out below:

Name	Number of options granted during the year 30 June 2022	Number of options granted during the year 30 June 2021	Number of options vested during the year 30 June 2022	Number of options vested during the year 30 June 2021
Edward Fry	1,500,000	2,000,000	1,500,000	2,000,000
William Dix	1,500,000	2,523,000	1,500,000	2,523,000
Mark Bennett	1,500,000	2,000,000	1,500,000	2,000,000
Geoffrey Crow	1,500,000	2,000,000	1,500,000	2,000,000
Ian Murray	-	2,000,000	-	2,000,000
Su-Mei Sain	1,500,000	2,000,000	1,500,000	2,000,000

Values of options over ordinary shares granted, exercised and lapsed for Directors and other key management personnel as part of compensation during the year ended 30 June 2022 are set out below:

Name	Value of options granted during the year \$	Remuneration consisting of options for the year %
Edward Fry	51,720	39%
William Dix	51,720	13%
Mark Bennett	51,720	46%
Geoffrey Crow	51,720	-
Ian Murray	-	-
Su-Mei Sain	51,720	31%

# Todd River Resources Limited

## Directors' Report

### Additional information

#### Company performance and its consequences on shareholder wealth

It is not possible at this time to evaluate the Company's financial performance using generally accepted measures such as profitability and total shareholder return as the Company is an exploration company with no significant revenue stream. This assessment will be developed if and when the Company moves from explorer to producer.

The earnings of the Group for the five years to 30 June 2022 are summarised below:

	2022	2021	2020	2019*	2018*
	\$	\$	\$	\$	\$
Loss after income tax	(4,330,728)	(5,762,139)	(5,083,810)	(6,946,169)	(3,335,437)

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

	2022	2021	2020	2019*	2018*
Share price at financial year end (\$)	0.03	0.08	0.03	0.04	0.09
Basic earnings per share (cents per share)	(0.77)	(1.27)	(2.28)	(5.69)	(5.13)

\* 2018 and 2019 were restated for change of accounting policy for exploration and evaluation expenditure in 2020.

### 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 Group, 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
<i>Ordinary shares</i>					
Edward Fry	52,207	-	-	-	52,207
William Dix	1,954,040	-	-	-	1,954,040
Mark Bennett	2,466,000	-	6,976,048	-	9,442,048
Geoffrey Crow	326,718	-	5,177,981	(4,699)	5,500,000
Ian Murray *	1,666,667	-	8,231,702	(9,898,369)	-
Su-Mei Sain	-	-	70,000	-	70,000
	6,465,632	-	20,455,731	(9,903,068)	17,018,295

\* Resigned 25 October 2021.

## Todd River Resources Limited Directors' Report

### 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 Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired **/ other*	Balance at the end of the year
<i>Options over ordinary shares</i>					
Edward Fry	4,000,000	1,500,000	-	(2,000,000)	3,500,000
William Dix	4,939,666	1,500,000	-	(2,000,000)	4,439,666
Mark Bennett	2,000,000	1,500,000	-	-	3,500,000
Geoffrey Crow	4,000,000	1,500,000	-	(2,000,000)	3,500,000
Ian Murray *	2,833,333	-	-	(2,833,333)	-
Su-Mei Sain	2,000,000	1,500,000	-	-	3,500,000
	19,772,999	7,500,000	-	(8,833,333)	18,439,666

\* Resigned 25 October 2021.

\*\* Options which lapsed unexercised during the year has a value of nil.

***This concludes the remuneration report, which has been audited.***

### Shares under option

Unissued ordinary shares of Todd River Resources Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
13 November 2019	15 November 2022	\$0.112	2,870,000
3 September 2020	3 September 2023	\$0.061	17,000,000
27 October 2020	27 October 2022	\$0.060	54,707,427
28 April 2021	29 April 2024	\$0.126	523,000
23 September 2021	28 September 2024	\$0.085	2,000,000
29 October 2021	1 November 2024	\$0.107	9,000,000
			86,100,427

### Shares issued on the exercise of options

There were no ordinary shares of Todd River Resources Limited issued on the exercise of options during the year ended 30 June 2022 and up to the date of this report.

### 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.



## **Todd River Resources Limited Directors' Report**

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**

There were no non-audit services provided during the financial year by the auditor.

### **Officers of the Company who are former partners of HLB Mann Judd (WA Partnership)**

There are no officers of the Company who are former partners of HLB Mann Judd (WA Partnership).

### **Auditor's independence declaration**

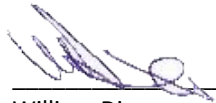
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

### **Auditor**

HLB Mann Judd (WA Partnership) 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



William Dix  
Managing Director

16 September 2022

## AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Todd River Resources Limited for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Perth, Western Australia  
16 September 2022



**L Di Giallonardo**  
Partner

**hlb.com.au**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 E: mailbox@hbw.com.au

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HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

# Todd River Resources Limited

## Financial Report

### Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
Other income	5	-	2,174
Finance income		8,380	4,519
<b>Expenses</b>			
Corporate and administration expenses	6	(540,268)	(559,107)
Employment expenses	7	(893,136)	(983,740)
Exploration expenditure incurred and expensed		(2,813,446)	(1,291,469)
Depreciation and amortisation expense		(30,536)	(27,842)
Impairment and write off of plant and equipment	15	-	(74,761)
Impairment of exploration and evaluation	16	(58,894)	(2,831,675)
Finance costs		(2,828)	(238)
<b>Loss before income tax expense</b>		<b>(4,330,728)</b>	<b>(5,762,139)</b>
Income tax expense	8	-	-
<b>Loss after income tax expense for the year attributable to the owners of Todd River Resources Limited</b>	24	<b>(4,330,728)</b>	<b>(5,762,139)</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Gain on the revaluation of equity instruments at fair value through other comprehensive income, net of tax	14	32,805	252,027
Other comprehensive income for the year, net of tax		32,805	252,027
<b>Total comprehensive loss for the year attributable to the owners of Todd River Resources Limited</b>		<b>(4,297,923)</b>	<b>(5,510,112)</b>
		<b>Cents</b>	<b>Cents</b>
Basic loss per share	37	(0.77)	(1.27)
Diluted loss per share	37	(0.77)	(1.27)

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

# Todd River Resources Limited

## Financial Report

### Consolidated Statement of Financial Position as at 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	4,605,312	6,450,667
Trade and other receivables	10	17,889	62,143
Restricted cash	11	193,672	196,135
Prepayments	12	81,325	42,318
		4,898,198	6,751,263
Held for sale assets	13	-	500,000
<b>Total current assets</b>		<b>4,898,198</b>	<b>7,251,263</b>
<b>Non-current assets</b>			
Investments	14	201,709	237,202
Property, plant and equipment	15	17,639	26,786
Exploration and evaluation	16	5,857,996	5,916,890
Right-of-use assets	17	14,260	35,648
<b>Total non-current assets</b>		<b>6,091,604</b>	<b>6,216,526</b>
<b>Total assets</b>		<b>10,989,802</b>	<b>13,467,789</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	18	398,083	108,228
Lease liabilities	19	14,728	21,208
Provisions	20	114,640	56,572
Other liabilities	21	43,680	-
<b>Total current liabilities</b>		<b>571,131</b>	<b>186,008</b>
<b>Non-current liabilities</b>			
Lease liabilities	19	-	14,728
<b>Total non-current liabilities</b>		<b>-</b>	<b>14,728</b>
<b>Total liabilities</b>		<b>571,131</b>	<b>200,736</b>
<b>Net assets</b>		<b>10,418,671</b>	<b>13,267,053</b>
<b>Equity</b>			
Issued capital	22	34,906,808	33,740,249
Reserves	23	693,136	1,759,504
Accumulated losses	24	(25,181,273)	(22,232,700)
<b>Total equity</b>		<b>10,418,671</b>	<b>13,267,053</b>

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

## Todd River Resources Limited Financial Report

### Consolidated Statement of Changes in Equity for the year ended 30 June 2021

	Issued capital \$	Finance assets at fair value through OCI reserve \$	Share based payment reserve \$	Capital contribution reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2020	21,501,151	9,301	622,590	240,731	(16,524,061)	5,849,712
Loss after income tax expense for the year	-	-	-	-	(5,762,139)	(5,762,139)
Other comprehensive income for the year, net of tax	-	252,027	-	-	-	252,027
Total comprehensive income/(loss) for the year	-	252,027	-	-	(5,762,139)	(5,510,112)
<i>Transactions with owners in their capacity as owners:</i>						
Share placement	7,819,802	-	-	-	-	7,819,802
Share issue costs	(608,800)	-	162,195	-	-	(446,605)
Shares issued for the acquisition of projects	4,825,000	-	-	-	-	4,825,000
Share-based payments expense	25,210	-	526,160	-	-	551,370
Options expired	-	-	(53,500)	-	53,500	-
Options converted	177,886	-	-	-	-	177,886
Balance at 30 June 2021	33,740,249	261,328	1,257,445	240,731	(22,232,700)	13,267,053

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

## Todd River Resources Limited Financial Report

### Consolidated Statement of Changes in Equity for the year ended 30 June 2022

	Issued capital \$	Finance assets at fair value through OCI reserve \$	Share based payment reserve \$	Capital contribution reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2021	33,740,249	261,328	1,257,445	240,731	(22,232,700)	13,267,053
Loss after income tax expense for the year	-	-	-	-	(4,330,728)	(4,330,728)
Other comprehensive income for the year, net of tax	-	32,805	-	-	-	32,805
Total comprehensive income/(loss) for the year	-	32,805	-	-	(4,330,728)	(4,297,923)
<i>Transactions with owners in their capacity as owners:</i>						
Contributions of equity, net of transaction costs (note 22)	1,118,095	-	(94,230)	-	-	1,023,865
Share-based payments (note 34)	48,464	-	377,212	-	-	425,676
Options expired	-	-	(549,000)	-	549,000	-
Financial assets disposed	-	(592,424)	-	-	592,424	-
Transfer capital contribution reserve	-	-	-	(240,731)	240,731	-
Balance at 30 June 2022	34,906,808	(298,291)	991,427	-	(25,181,273)	10,418,671

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

# Todd River Resources Limited

## Financial Report

### Consolidated Statement of Cash Flows for the year ended 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
<b>Cash flows from operating activities</b>			
Payments for corporate and administrative activities		(970,316)	(988,777)
Payments for exploration and evaluation activities		(2,497,688)	(1,281,606)
Interest received		8,380	8,149
Interest and other finance costs paid		(2,828)	(238)
Net cash used in operating activities	36	(3,462,452)	(2,262,472)
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment	15	-	(1,288)
Payments for exploration and evaluation project acquisition	16	-	(253,992)
Proceeds from disposal of investments		568,298	74,126
Net cash from/(used in) investing activities		568,298	(181,154)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	22	1,023,866	7,997,687
Proceeds received in advance for option conversion		43,680	-
Share issue transaction costs		-	(446,596)
Repayment of lease liabilities		(21,210)	(21,298)
Security deposits paid		2,463	-
Net cash from financing activities		1,048,799	7,529,793
Net increase/(decrease) in cash and cash equivalents		(1,845,355)	5,086,167
Cash and cash equivalents at the beginning of the financial year		6,450,667	1,364,500
Cash and cash equivalents at the end of the financial year	9	4,605,312	6,450,667

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

# Todd River Resources Limited

## Notes to the financial statements

### Note 1. Reporting Entity

The financial statements cover Todd River Resources Limited as a Group consisting of Todd River 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 Todd River Resources Limited's functional and presentation currency.

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

Unit 4, 24 Parkland Road  
Osborne Park Western Australia 6017

The Group is a for profit entity and primarily is involved in the exploration of minerals within Australia.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 16 September 2022. The Directors have the power to amend and reissue the financial statements.

### Note 2. 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 Group 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. The Directors do not consider that any of these have had a material effect on the financial statements.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The Directors do not consider that any of these will have a material effect on the Group.

#### **Going concern**

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Directors are satisfied they will be able to raise additional funds as required and thus it is appropriate to prepare the financial statements on a going concern basis. If necessary the Group can delay exploration expenditures and directors can also institute cost saving measures to further reduce corporate and administrative costs or explore divestment opportunities. In the event that the Group is unable to obtain sufficient funding for ongoing operating and capital requirements, there is a material uncertainty that may cast significant doubt as to whether the Group will continue as a going concern and therefore proceed with realising its assets and discharging its liabilities in the normal course of business at the amounts stated in the financial report. The financials statements do not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that may be necessary should the Group not be able to continue as a going concern.

#### **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.



# Todd River Resources Limited

## Notes to the financial statements

### Note 2. 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 Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

#### **Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 32.

#### **Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Todd River Resources Limited ('Company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. Todd River Resources Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group 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 Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group 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 Group.

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.

Where the Group 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 Group 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.

#### **Revenue recognition**

The Group recognises revenue as follows:

##### *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.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 2. Significant accounting policies (continued)

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.

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.

#### Current and non-current classification

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

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

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

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.

#### Non-current assets or disposal groups classified as held for sale

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

# Todd River Resources Limited

## Notes to the financial statements

### Note 2. Significant accounting policies (continued)

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

#### Investments and other financial assets

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

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

#### *Financial assets at fair value through other comprehensive income*

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

#### *Impairment of financial assets*

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

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

For financial assets 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.

#### 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:

Leasehold improvements	4 years
Plant and equipment	3-8 years
Fixtures and fittings	3-8 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.

# Todd River Resources Limited

## Notes to the financial statements

### Note 2. Significant accounting policies (continued)

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

#### Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

#### 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.

#### 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 Group 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.

#### Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

# Todd River Resources Limited

## Notes to the financial statements

### Note 2. Significant accounting policies (continued)

#### Employee benefits

##### *Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

##### *Share-based payments*

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

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 the 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 Group 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.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the 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 Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group 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.

# Todd River Resources Limited

## Notes to the financial statements

### Note 2. Significant accounting policies (continued)

#### 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.

#### 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.

#### Earnings per share

##### *Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to the owners of Todd River 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.

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 Group for the annual reporting period ended 30 June 2022. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

### Note 3. Critical accounting judgements, estimates and assumptions

Set out below are the material areas of judgement, estimates and assumptions that have affected these financial statements.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 3. Critical accounting judgements, estimates and assumptions (continued)

##### *Coronavirus (COVID-19) pandemic*

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

##### *Share-based payment transactions*

The Group 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 the 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.

##### *Impairment of property, plant and equipment*

The Group assesses impairment of property, plant and equipment at each reporting date by evaluating conditions specific to the Group 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.

##### *Exploration and evaluation*

###### Exploration and evaluation assets acquired

Exploration and evaluation assets comprise of acquisition of mineral rights (such as joint ventures) and fair value (at acquisition date) of exploration and expenditure assets from other entities. As the assets are not yet ready for use they are not depreciated. Exploration and evaluation assets are assessed for impairment if:

- sufficient data exists to determine technical feasibility and commercial viability; or
- other facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the assets are demonstrable, exploration and evaluation assets are first tested for impairment and then reclassified to mine properties as development assets

###### Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is expensed in respect of each identifiable area of interest until such a time where a JORC 2012 compliant resource is announced in relation to the identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised mine development.

Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment annually in accordance with AASB 6. Where impairment indicators exist, recoverable amounts of these assets will be estimated based on discounted cash flows from their associated cash generating units.

The Statement of Profit or Loss and Other Comprehensive Income will recognise expenses arising from excess of the carrying values of exploration and evaluation assets over the recoverable amounts of these assets.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 3. Critical accounting judgements, estimates and assumptions (continued)

In the event that an area of interest is abandoned or if the Directors consider the expenditure to be of reduced value, accumulated costs carried forward are written off in the period in which that assessment is made. Each area of interest is reviewed at the end of each accounting period and accumulated costs are written off to the extent that they will not be recoverable in the future.

#### Note 4. Segment information

The Board has determined that the Group has one reportable segment, being mineral exploration in Australia. As the Group is focused on mineral exploration, the Board monitors the Group based on actual versus budgeted consolidated results. This internal reporting framework is the most relevant to assist the Board in making decisions regarding the Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date. The financial results from this segment are equivalent to the financial statements of the Group as a whole.

All of the Group's assets are located in one geographical segment being Australia.

#### Note 5. Other income

	30 June 2022	30 June 2021
	\$	\$
Other income	-	2,174

#### Note 6. Corporate and administration expenses

	30 June 2022	30 June 2021
	\$	\$
Travel, accommodation and conferences	60,166	26,385
Share registry and ASX compliance fees	88,012	99,144
Audit and tax consulting costs	42,696	43,626
Legal fees	12,849	35,019
Promotional	73,980	34,625
Contractors and consultancy	94,179	181,571
Occupancy	54,729	52,244
Other	113,657	86,493
	540,268	559,107

#### Note 7. Employment expenses

	30 June 2022	30 June 2021
	\$	\$
Wages, salaries and directors' fees	515,924	457,589
Share-based payment transactions *	377,212	526,151
	893,136	983,740

\* See note 34 for details.



## Todd River Resources Limited

### Notes to the financial statements

#### Note 8. Income tax expense

	30 June 2022	30 June 2021
	\$	\$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(4,330,728)	(5,762,139)
Tax at the statutory tax rate of 30%	(1,299,218)	(1,728,642)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Share-based payments - non-deductible for income tax purposes	127,703	157,845
Other non-deductible/non-assessable items	301,746	25,718
	(869,769)	(1,545,079)
Tax losses and temporary differences not brought to account	869,769	1,545,079
<b>Income tax expense</b>	<b>-</b>	<b>-</b>
	<b>30 June 2022</b>	<b>30 June 2021</b>
	<b>\$</b>	<b>\$</b>
Unused tax losses carried forward	22,065,454	17,894,680
Potential tax benefit @ 30%	6,619,636	5,368,404
Remaining deferred tax assets after offset against deferred tax liabilities	1,116,456	1,087,404
Unrecognised tax benefit	7,736,092	6,455,808

All unused tax losses were incurred by Australian entities.

Todd River Resources Limited and its 100% owned Australian subsidiary formed a tax consolidated group with effect from 23 March 2017. Todd River Resources Limited is the head entity of the tax consolidated group. Members of the group have not entered into a tax sharing agreement. All unused tax losses belong to the head entity being Todd River Resources Limited.

Potential future income tax benefits net of deferred tax liabilities attributable to tax losses (both consolidated and Parent Entity) have not been brought to account because the Directors do not believe it is appropriate to regard realisation of the future income tax benefits as probable.

The benefits of these tax losses will only be obtained if:

- (i) future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- (ii) the conditions for deductibility imposed by tax legislation continue to be complied with; and
- (iii) no changes in tax legislation adversely affect the Group in realising the benefit.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 8. Income tax expense (continued)

	30 June 2022	30 June 2021
	\$	\$
<b>Deferred income tax (recognised at 30%) relates to the following:</b>		
Deferred Tax Liabilities		
Other	-	48,520
<hr/>		
Deferred Tax Assets		
Exploration and evaluation assets	(985,077)	(1,113,152)
Other	(131,379)	(22,772)
	(1,116,456)	(1,135,924)
<hr/>		
Deferred tax assets (excluding tax losses) in excess of deferred tax liabilities	1,116,456	1,087,404
	-	-

#### Note 9. Cash and cash equivalents

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Cash at bank	4,605,312	6,450,667

#### Note 10. Trade and other receivables

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Other receivables	17,889	62,143

#### Note 11. Restricted cash

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Security Deposits	193,672	196,135

#### Note 12. Prepayments

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Prepayments	81,325	42,318

## Todd River Resources Limited

### Notes to the financial statements

#### Note 13. Held for sale assets

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Exploration and evaluation	-	500,000

On 21 July 2021, the Company announced that it had signed a Binding Agreement with Boab Minerals Limited ('Boab') to acquire 100% of the Manbarrum Project including associated mining leases, mining lease applications, exploration licences, and mining information ('Sale Assets'). The consideration for the Sale Assets was \$500,000 in Boab shares and this transaction completed on 30 August 2021.

The consideration for the Sale of Assets comprised:

- (a) 1,186,521 fully paid ordinary Boab shares at \$0.4214 per share (being equal to the 30-day VWAP prior to the execution of the Binding Agreement). These shares are subject to a voluntary escrow period of 12 months; and
- (b) a Net Smelter Return (NSR) Royalty of 1.25% payable on future revenue generated from the sale of minerals extracted from the Manbarrum Project. The Royalty will be secured by a mining mortgage over the Manbarrum Project tenements that may be subordinated to potential financiers provided certain conditions are met.

Boab has retained the right to buy-back the Royalty at market value subject to the completion of a Pre-Feasibility Study on the Manbarrum Project.

#### Note 14. Investments

	30 June 2022	30 June 2021
	\$	\$
<i>Non-current assets</i>		
Financial assets carried at fair value through other comprehensive income	201,709	237,202

#### *Reconciliation*

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

Opening fair value	237,202	134,772
Core Lithium Shares proceeds of sale (a)	(568,298)	(74,126)
Acquisition costs in relation to Moore River Metals Pty Ltd and Moonknight Pty Ltd (b)	-	(75,471)
Boab Metals Shares acquired (c)	500,000	-
Changes in the fair value during the period	32,805	252,027
Closing fair value	201,709	237,202

- (a) On 17 December 2019, Core Lithium Ltd (ASX: CXO) issued 1,317,792 shares as consideration for the purchase of the Group's Walabanba project. The shares were revalued in line with the Group's accounting policy to their fair value. The directors have made an irrevocable election to account for the shares as at fair value through other comprehensive income as the investment will be held for the medium to long term.

On 26 February 2021, 329,448 CXO shares were sold at an average price of \$0.225. The Group currently holds 988,344 CXO shares.

On 12 November 2021, 988,344 CXO shares were sold at an average price of \$0.575. The Group no longer holds any CXO shares.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 14. Investments (continued)

(b) On 1 July 2020 the Company announced that it had entered into two binding sale agreements to purchase 100% of private companies Moore River Metals Pty Ltd (previously named Marlee Base Metals Pty Ltd) and Moonknight Pty Ltd. The acquisition costs incurred prior to acquisition had been capitalised to Investments in the previous period. After the acquisition date these costs have been transferred to the capitalised exploration and evaluation asset.

(c) On 30 August 2021, Boab Metals Limited (ASX: BML) issued 1,186,521 fully paid shares as consideration for the acquisition of the Group's Manbarrum Project. The shares were revalued at 30 June 2022 in line with the Group's accounting policy to their fair value. The directors have made an irrevocable election to account for the shares as fair value through other comprehensive income as the investment will be held for the medium to long term.

#### Note 15. Property, plant and equipment

	30 June 2022	30 June 2021
	\$	\$
<i>Non-current assets</i>		
Plant and equipment - at cost	45,738	45,738
Less: Accumulated depreciation	(28,099)	(18,952)
	17,639	26,786

#### Reconciliations

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

	Plant and equipment	Total
	\$	\$
Balance at 1 July 2020	106,956	106,956
Additions	1,288	1,288
Impairment and write off of assets	(74,761)	(74,761)
Depreciation expense	(6,697)	(6,697)
	26,786	26,786
Depreciation expense	(9,147)	(9,147)
	17,639	17,639

#### Note 16. Exploration and evaluation

	30 June 2022	30 June 2021
	\$	\$
<i>Non-current assets</i>		
Exploration and evaluation phase	5,857,996	5,916,890

## Todd River Resources Limited

### Notes to the financial statements

#### Note 16. Exploration and evaluation (continued)

##### Reconciliations

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

	\$
Balance at 1 July 2020	4,194,573
Acquisition of tenements - Moore River Metals Pty Ltd and Moonknight Pty Ltd *	5,053,992
Transfer of writedown on Manbarrum asset to assets held for sale **	(500,000)
Impairment of Manbarrum asset -assets held for sale **	(2,831,675)
<hr/>	
Balance at 30 June 2021	5,916,890
Impairment of assets	(58,894)
<hr/>	
Balance at 30 June 2022	5,857,996

\* The Group acquired 100% of the shares in private companies Moore River Metals Pty Ltd (previously named Marlee Base Metals Pty Ltd) and Moonknight Pty Ltd, to secure the Berkshire Valley Project, on 2 September 2020. Consideration consisted of \$100,000 and the issue of a total of 100,000,001 ordinary shares at \$0.048. Acquisition costs of \$153,992 have also been capitalised.

\*\* The Group announced the divestment of 100% of the Manbarrum Project to Boab Metals Limited (ASX:BML) on 21 July 2021. The Group recognised the consideration of \$500,000 in Boab shares (an at issue price of \$0.4214) as an asset held for sale (note 13) and \$2,831,675 for the impairment of the capitalised exploration expenditure for the year ended 30 June 2021.

The ultimate recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

#### Note 17. Right-of-use assets

	30 June 2022	30 June 2021
	\$	\$
<i>Non-current assets</i>		
Premises - right-of-use	42,777	42,777
Less: Accumulated depreciation	(28,517)	(7,129)
<hr/>		
	14,260	35,648

## Todd River Resources Limited

### Notes to the financial statements

#### Note 17. Right-of-use assets (continued)

##### Reconciliations

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

	Premises \$	Total \$
Balance at 1 July 2020	14,017	14,017
Additions *	42,777	42,777
Depreciation expense	(21,146)	(21,146)
Balance at 30 June 2021	35,648	35,648
Depreciation expense	(21,388)	(21,388)
Balance at 30 June 2022	14,260	14,260

\* The premises lease was renewed on 1st March 2021 for a further 24 months.

#### Note 18. Trade and other payables

	30 June 2022 \$	30 June 2021 \$
<i>Current liabilities</i>		
Trade payables	254,315	26,817
Other payables	143,768	81,411
	398,083	108,228

Trade and other payables are normally settled on a 30-day basis.

#### Note 19. Lease liabilities

	30 June 2022 \$	30 June 2021 \$
<i>Current liabilities</i>		
Lease liability	14,728	21,208
<i>Non-current liabilities</i>		
Lease liability	-	14,728
	14,728	35,936

## Todd River Resources Limited

### Notes to the financial statements

#### Note 19. Lease liabilities (continued)

	Premises \$	Total \$
Opening balance at 1 July 2021	35,936	35,936
Principal repayments	(21,208)	(21,208)
Closing balance at 30 June 2022	14,728	14,728

The Company leases office premises. The average lease term is two years.

Underlying assets serve as security for the related lease liabilities. A maturity analysis of future minimum lease payments is presented below:

	<1 year \$	1 - 2 years \$	2 - 3 years \$	3 - 4 years \$	4 -5 years \$	Lease payments due > 5 years \$	Total \$
Lease payments	15,000	-	-	-	-	-	15,000
Interest	(272)	-	-	-	-	-	(272)
Net present values	14,728	-	-	-	-	-	14,728

#### Note 20. Provisions

	30 June 2022 \$	30 June 2021 \$
<i>Current liabilities</i>		
Annual leave	114,640	56,572

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Company does not have an unconditional right to defer settlement. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

#### Note 21. Other liabilities

	30 June 2022 \$	30 June 2021 \$
<i>Current liabilities</i>		
Funds received in advance from shareholders for conversion of options	43,680	-

#### Note 22. Issued capital

	30 June 2022 Shares	30 June 2021 Shares	30 June 2022 \$	30 June 2021 \$
Ordinary shares - fully paid	571,934,283	554,009,783	34,906,808	33,740,249

## Todd River Resources Limited

### Notes to the financial statements

#### Note 22. Issued capital (continued)

##### Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2020	246,583,357		21,501,151
Share placement	21 August 2020	60,637,770	\$0.030	1,819,133
Share issue for the acquisition of Marlee (b)	2 September 2020	66,666,667	\$0.048	3,200,000
Share issue for the acquisition of Moonknight (b)	2 September 2020	33,333,334	\$0.048	1,600,000
Share placement	27 October 2020	75,362,232	\$0.030	2,260,867
Share issue to Cratonix Pty Ltd for the option of the Nanutarra project (a)	27 October 2020	805,366	\$0.031	25,000
Share placement	3 March 2021	60,000,000	\$0.055	3,300,000
Share placement	5 March 2021	953,334	\$0.060	57,200
Shares issued for land access (c)	5 March 2021	178,086	\$0.070	12,466
Share placement	16 March 2021	6,376,699	\$0.060	382,602
Shares issued for land access (c)	16 March 2021	148,189	\$0.086	12,744
Option conversion	25 March 2021	1,530,195	\$0.060	91,812
Option conversion	13 April 2021	987,495	\$0.060	59,250
Option conversion	21 June 2021	447,059	\$0.060	26,824
Share issue costs		-	\$0.000	(608,800)
Balance	30 June 2021	554,009,783		33,740,249
Option conversion	13 July 2021	3,655,250	\$0.060	219,315
Option conversion	25 October 2021	333,334	\$0.060	20,000
Option conversion	16 November 2021	750,000	\$0.061	45,750
Option conversion	23 November 2021	1,250,000	\$0.061	76,250
Option conversion	23 November 2021	4,399,616	\$0.060	263,977
Option conversion	7 December 2021	2,132,554	\$0.060	127,953
Option conversion	7 January 2022	675,750	\$0.060	40,545
Option conversion	11 February 2022	1,801,252	\$0.060	108,075
Option conversion	11 February 2022	2,000,000	\$0.061	122,000
Shares issued for land access (c)	15 February 2022	75,000	\$0.053	3,975
Shares issued for land access (c)	18 March 2022	525,028	\$0.053	27,826
Shares issued for land access (c)	18 March 2022	326,716	\$0.051	16,663
Option conversion - transfer from share based payments reserve		-	\$0.000	94,230
Balance	30 June 2022	571,934,283		34,906,808

#### (a) Nanutarra option payment

The Group exercised its exclusive option over tenement E08/2942, the Nanutarra Nickel Project. To exercise the Option, 805,366 shares were issued to Cratonix Pty Ltd on 27 October 2020 at an issue price of \$0.031 each for consideration of \$25,000, which has been expensed to exploration and evaluation expenditure during the period.



## Todd River Resources Limited

### Notes to the financial statements

#### Note 22. Issued capital (continued)

##### (b) Moore River Metals and Moonknight Acquisition

On 2 September 2020 the Company acquired 100% of the shares in private companies Moore River Metals Pty Ltd (previously named Marlee Base Metals Pty Ltd) and Moonknight Pty Ltd. Consideration consisted of \$100,000 and a total of 100,000,001 ordinary shares, following approval by shareholders at a general meeting on 26 August 2020. The shares were valued at \$0.048 being the share price on acquisition. A total of \$4,800,000 for the shares issued together with the cash payment of \$100,000 and the transaction costs of \$153,992 were capitalised to exploration and evaluation assets.

##### (c) Land access

During the financial year ended 30 June 2021 and in relation to the Berkshire Valley project, the Company entered into Land Access Agreements ('Agreements') with certain landholders. In consequence for access to areas permitted by the landholders and subject to achievement of milestones over a 12 month period, the Agreements provide landholders to be compensated either in cash or shares of the Company for the period. The following shares were issued to landholders:

- 5 March 2020 the Company issued 178,086 shares at an issue price of \$0.070 each for consideration \$12,466
- 16 March 2021 the Company issued 148,189 shares at an issue price of \$0.086 each for consideration \$12,744
- 15 February 2022 the Company issued 75,000 shares at an issue price of \$0.053 each for consideration \$3,975
- 18 March 2022 the Company issued 525,028 shares at an issue price of \$0.053 each for consideration \$27,826
- 18 March 2022 the Company issued 326,716 shares at an issue price of \$0.051 each for consideration \$16,663

##### 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.

##### Movements in issued options

	Opening balance 1 July 2021	Granted in period	Exercised in period	Expired/ cancelled in period	Closing balance 30 June 2022
Exercisable at \$0.131 on or before 3 Nov 2021	10,000,000	-	-	(10,000,000)	-
Exercisable at \$0.134 on or before 7 Nov 2021	1,000,000	-	-	(1,000,000)	-
Exercisable at \$0.112 on or before 15 Nov 2022	2,870,000	-	-	-	2,870,000
Exercisable at \$0.061 on or before 3 September 2023	21,000,000	-	(4,000,000)	-	17,000,000
Exercisable at \$0.06 on or before 27 October 2022	75,035,216	-	(12,997,756)	-	62,037,460
Exercisable at \$0.126 on or before 29 April 2024	523,000	-	-	-	523,000
Exercisable at \$0.085 on or before 28 September 2024	-	2,000,000	-	-	2,000,000
Exercisable at \$0.107 on or before 2 November 2024	-	9,000,000	-	-	9,000,000
<b>Total unlisted options</b>	<b>110,428,216</b>	<b>11,000,000</b>	<b>(16,997,756)</b>	<b>(11,000,000)</b>	<b>93,430,460</b>

##### Share buy-back

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

# Todd River Resources Limited

## Notes to the financial statements

### Note 22. Issued capital (continued)

#### *Capital risk management*

The Group'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 Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group 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 Group 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 Group 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.

There were no changes in the Group's approach to capital management during the year. Risk management policies and procedures are established with regular monitoring and reporting.

### Note 23. Reserves

	30 June 2022	30 June 2021
	\$	\$
Financial assets at fair value through other comprehensive income reserve	(298,291)	261,328
Share-based payments reserve	991,427	1,257,445
Capital contribution reserve	-	240,731
	<hr/> 693,136	<hr/> 1,759,504

#### *Financial assets at fair value through other comprehensive income reserve*

The reserve is used to recognise increments and decrements in the fair value of financial assets at fair value through other comprehensive income.

#### *Share-based payments 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.

#### *Capital contribution reserve*

The reserve is used to recognise the value of additional capital contributions by owners or shareholders. The capital contribution balance relates to TNG Limited who was a major shareholder of the Group during the financial year ended 30 June 2018.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 23. Reserves (continued)

##### Movements in reserves

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

	Financial assets at fair value through OCI \$	Share-based payments \$	Capital contribution \$	Total \$
Balance at 1 July 2020	9,301	622,590	240,731	872,622
Revaluation	252,027	-	-	252,027
Options issued	-	688,355	-	688,355
Options expired transferred to accumulated losses	-	(53,500)	-	(53,500)
Balance at 30 June 2021	261,328	1,257,445	240,731	1,759,504
Revaluation	32,805	-	-	32,805
Options issued	-	377,212	-	377,212
Options expired transferred to accumulated losses	-	(549,000)	-	(549,000)
Options converted transferred to share capital	-	(94,230)	-	(94,230)
Financial assets disposed transferred to accumulated losses	(592,424)	-	-	(592,424)
Capital contribution reserve transferred to accumulated losses	-	-	(240,731)	(240,731)
Balance at 30 June 2022	(298,291)	991,427	-	693,136

#### Note 24. Accumulated losses

	30 June 2022 \$	30 June 2021 \$
Accumulated losses at the beginning of the financial year	(22,232,700)	(16,524,061)
Loss after income tax expense for the year	(4,330,728)	(5,762,139)
Transfer from revaluation reserve	592,424	-
Transfer from capital contribution reserve	240,731	-
Transfer from options reserve	549,000	53,500
Accumulated losses at the end of the financial year	(25,181,273)	(22,232,700)

#### Note 25. Dividends

##### Dividends

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

##### Franking credits

	30 June 2022 \$	30 June 2021 \$
Franking credits available for subsequent financial years based on a tax rate of 30%	-	-

## Todd River Resources Limited

### Notes to the financial statements

#### Note 25. Dividends (continued)

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

#### Note 26. Financial instruments

This note provides information about how the Group determines fair values of various financial assets and liabilities.

##### Fair value of the Group's financial assets and liabilities that are measured on a recurring basis

Some of the Group's financial assets and liabilities are measured at fair value at the end of the reporting period. The following table gives information about how their fair values of these financial assets and liabilities are determined (in particular, the valuation technique(s) and key input(s) used.

Financial assets/liabilities	Fair value as at 30 June 2021 \$	Fair value as at 30 June 2020 \$	Fair Value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Investments	201,709	237,202	Level 1	Share price	None	None

There have been no transfers between the levels of the fair value hierarchy during the year ended 30 June 2022.

The methods and valuation used for the purpose of measuring the fair value are unchanged compared to the previous reporting period.

##### Fair value of financial assets and liabilities that are not measured at fair value on a recurring basis

The Directors consider that the carrying values of the financial assets and financial liabilities in the consolidated statement of financial position approximate their fair values.

#### Note 27. Key management personnel disclosures

##### Directors

The following persons were Directors of Todd River Resources Limited during the financial year:

Edward Fry  
 William Dix  
 Geoffrey Crow  
 Mark Bennett  
 Su-Mei Sain (appointed 2 November 2021)  
 Ian Murray (resigned 25 October 2021)

## Todd River Resources Limited

### Notes to the financial statements

#### Note 27. Key management personnel disclosures (continued)

##### Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	30 June 2022	30 June 2021
	\$	\$
Short-term employee benefits	605,219	552,411
Post-employment benefits	40,771	33,303
Other benefits	34,810	26,576
Share-based payments	258,600	304,684
	<u>939,400</u>	<u>916,974</u>

Information regarding individual key management personnel compensation and equity disclosures as required by the Corporations Act s300A is provided in the remuneration report section of the Directors' Report.

#### Other transactions with key management personnel

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

As per the Consulting Deed dated 2 September 2020 between Todd River and Marlee Minerals where Mr Ian Murray was nominated by Marlee Minerals to act and perform as a Director of the Company. During the financial year ended 30 June 2022, Marlee Minerals received \$15,000 in consulting fees for the services performed by Mr Murray.

#### Note 28. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by HLB Mann Judd (WA Partnership), the auditor of the Company:

	30 June 2022	30 June 2021
	\$	\$
<i>Audit services - HLB Mann Judd (WA Partnership)</i>		
Audit or review of the financial statements	31,506	34,226

#### Note 29. Contingent liabilities

The details and estimated maximum amounts of contingent liabilities that may become payable are set out below. The Directors are not aware of any circumstance or information which could lead them to believe that these liabilities will crystallise and consequently no provisions are included in the financial statements in respect of these matters.

	30 June 2022	30 June 2021
	\$	\$
Guarantees		
A guarantee has been provided to support unconditional environmental performance bonds	103,672	106,135
Total estimated contingent liabilities	<u>103,672</u>	<u>106,135</u>

# Todd River Resources Limited

## Notes to the financial statements

### Note 29. Contingent liabilities (continued)

The unconditional environmental performance bonds have been paid to the Department of Primary and Industry Resources for various tenements.

#### *Indemnities of Directors and Officers*

Indemnities have been provided to Directors and certain executive officers of the Company in respect of liabilities to third parties arising from their positions, except where the liability arises out of conduct involving a lack of good faith. No monetary limit applies to these agreements and there are no known obligations outstanding at 30 June 2022.

#### *Land Access Agreements*

In relation to the Berkshire Valley project, the Company entered into Land Access agreements ('Agreement') with certain landholders. In consequence for access to areas permitted by the landholders and subject to achievement of milestones over a 12 month period, the Agreement provides landholders to be compensated either in cash or shares of the Company for the period. The Company has met its obligation of these Agreements as at 30 June 2022 as set out in note 22 of this report. The Company is required to review its obligation for each landholder on the relevant anniversary date and provide a summary of milestones and the amount of compensation achieved for the corresponding 12 month period.

### Note 30. Commitments

#### **Exploration expenditure commitments**

In order to maintain current rights of tenure to exploration tenements, the Company is required to perform minimum exploration work to meet the minimum expenditure requirements specified by various State governments. These requirements are subject to renegotiation when application for a mining lease is made and at other times. These obligations are not provided for in the financial report.

	30 June 2022	30 June 2021
	\$	\$
Exploration commitments payable not provided for in the financial report:		
Within one year	888,000	1,046,500

### Note 31. Related party transactions

#### *Parent entity*

Todd River Resources Limited is the parent entity.

#### *Subsidiaries*

Interests in subsidiaries are set out in note 33.

#### *Key management personnel*

Disclosures relating to key management personnel are set out in note 27 and the remuneration report included in the Directors' report.

#### *Transactions with related parties*

There were no transactions with related parties during the current and previous financial year.

#### *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.

#### *Loans to/from related parties*

There were no loans to or from related parties at the current and previous reporting date.

## Todd River Resources Limited

### Notes to the financial statements

#### Note 32. Parent entity information

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

##### Statement of profit or loss and other comprehensive income

	30 June 2022	30 June 2021
	\$	\$
Loss after income tax	(5,495,637)	(1,616,849)
Total comprehensive loss	(5,495,637)	(1,616,849)

##### Statement of financial position

	30 June 2022	30 June 2021
	\$	\$
Total current assets	9,303,250	6,585,116
Total assets	9,320,889	12,943,165
Total current liabilities	556,403	132,582
Total liabilities	556,403	132,582
Equity		
Issued capital	34,906,808	33,740,249
Share-based payments reserve	991,427	1,257,445
Capital contribution reserve	-	240,731
Accumulated losses	(27,133,749)	(22,427,842)
Total equity	8,764,486	12,810,583

##### Tax consolidation

Todd River Resources Limited and its 100% owned Australian subsidiary formed a tax consolidated group. Todd River Resources Limited is the head entity of the tax consolidated group. Members of the group have not entered into a tax sharing agreement.

#### Note 33. 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 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		30 June 2022	30 June 2021
		%	%
Todd River Metals Pty Ltd	Australia	100.00%	100.00%
Moore River Metals Pty Ltd	Australia	100.00%	100.00%
Moonknight Pty Ltd	Australia	100.00%	100.00%

## Todd River Resources Limited

### Notes to the financial statements

#### Note 34. Share-based payments

##### Options issued to Directors, Consultants and Employees

On 28 September 2021, 2,000,000 options were issued to employees. They were issued with an exercise price of \$0.085 on or before 28 September 2024. As a result, \$66,894 was expensed as share based payment transactions during the year ended 30 June 2022. The employee options were issued under the Incentive Option Plan.

On 2 November 2021, 9,000,000 options were issued to Directors (7,500,000), and employees (1,500,000) as approved at the general meeting on 29 October 2021. They were issued with an exercise price of \$0.107 on or before 2 November 2024. As a result, \$310,318 was expensed as share based payment transactions during the year ended 30 June 2022. The Directors' and employee options were issued under the Incentive Option Plan.

A share option plan has been established by the Group and approved by shareholders at a general meeting, whereby the Group may, at the discretion of the Board, grant options over ordinary shares in the company to certain key management personnel, employees and contractors of the Group. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Board.

Set out below are summaries of options granted under the plan:

	Number of options 30 June 2022	Weighted average exercise price 30 June 2022	Number of options 30 June 2021	Weighted average exercise price 30 June 2021
Outstanding at the beginning of the financial year	45,393,000	\$0.082	14,870,000	\$0.130
Granted	11,000,000	\$0.103	31,523,000	\$0.062
Exercised	(16,997,756)	\$0.060	-	\$0.000
Expired	(11,000,000)	\$0.131	(1,000,000)	\$0.175
<b>Outstanding at the end of the financial year</b>	<b>28,395,244</b>	<b>\$0.077</b>	<b>45,393,000</b>	<b>\$0.082</b>
<b>Exercisable at the end of the financial year</b>	<b>28,395,244</b>	<b>\$0.077</b>	<b>45,393,000</b>	<b>\$0.082</b>

The options outstanding at 30 June 2022 have a remaining contractual life between 4 and 44 months respectively and an exercise price ranging from \$0.06 to \$0.134.

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

	Employee options	Director & employee options
<b>Number of options</b>	2,000,000	9,000,000
<b>Grant/Valuation date</b>	23 September 2021	29 October 2021
<b>Expiry date</b>	28 September 2024	2 November 2024
<b>Share price at valuation/grant date</b>	\$0.062	\$0.069
<b>Exercise price</b>	\$0.085	\$0.107
<b>Expected volatility</b>	97.61%	95.19%
<b>Dividend yield</b>	-	-
<b>Risk-free interest rate</b>	0.02%	0.06%
<b>Fair value at grant date</b>	\$0.033	\$0.034



## Todd River Resources Limited

### Notes to the financial statements

#### Note 34. Share-based payments (continued)

##### Land access

During the year the Company issued shares for land access for exploration activities, which has been expensed to exploration and evaluation expenditure:

- 15 February 2022 the Company issued 75,000 shares at an issue price of \$0.053 each for consideration \$3,975
- 18 March 2022 the Company issued 525,028 shares at an issue price of \$0.053 each for consideration \$27,826
- 18 March 2022 the Company issued 326,716 shares at an issue price of \$0.051 each for consideration \$16,663

Total expense of the share based payments for the year was:

	30 June 2022	30 June 2021
	\$	\$
Total expense recognised as employee expenses	377,212	526,151
Total expense recognised as exploration and evaluation expense	48,464	-
Total expense recognised in share issue costs	-	162,195
	<u>425,676</u>	<u>688,346</u>

#### Note 35. Events after the reporting period

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

#### Note 36. Reconciliation of loss after income tax to net cash used in operating activities

	30 June 2022	30 June 2021
	\$	\$
Loss after income tax expense for the year	(4,330,728)	(5,762,139)
Adjustments for:		
Depreciation and amortisation	30,536	27,842
Share-based payments	425,676	526,151
Impairment of exploration and evaluation	58,894	-
Impairment and write off of plant and equipment	-	74,761
Loss on asset held for sale	-	2,831,675
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	44,254	(6,065)
Increase in prepayments	(39,007)	-
Increase in trade and other payables	289,855	45,303
Increase in other provisions	58,068	-
Net cash used in operating activities	<u>(3,462,452)</u>	<u>(2,262,472)</u>

## Todd River Resources Limited

### Notes to the financial statements

#### Note 37. Earnings per share

	30 June 2022	30 June 2021
	\$	\$
Loss after income tax attributable to the owners of Todd River Resources Limited	(4,330,728)	(5,762,139)
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	564,856,919	455,402,980
Weighted average number of ordinary shares used in calculating diluted earnings per share	564,856,919	455,402,980
	<b>Cents</b>	<b>Cents</b>
Basic loss per share	(0.77)	(1.27)
Diluted loss per share	(0.77)	(1.27)

Todd River's potential ordinary shares at 30 June 2022, being its options, are not considered dilutive as the conversion of these options would not increase the net loss per share.

At balance date the Group has options which were not yet exercised as per note 22.

## Todd River Resources Limited Directors' Declaration

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 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 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



---

William Dix  
Managing Director

16 September 2022

## INDEPENDENT AUDITOR'S REPORT

To the members of Todd River Resources Limited

### Report on the Audit of the Financial Report

#### *Opinion*

We have audited the financial report of Todd River Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *Basis for Opinion*

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

We 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 your attention to Note 2 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. 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 above, we have determined the matters described below to be the key audit matters to be communicated in our report.

**hlb.com.au**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 E: mailbox@hlbwa.com.au

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Key Audit Matter	How our audit addressed the key audit matter
<p><b>Carrying amount of exploration and evaluation expenditure</b> Refer to Note 16</p>	<p>Our procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• We obtained an understanding of the key processes associated with management’s review of the carrying values of each area of interest;</li> <li>• We considered the Directors’ assessment of potential indicators of impairment;</li> <li>• We obtained evidence that the Group has current rights to tenure of its areas of interest;</li> <li>• We examined the exploration budget for the year ending 30 June 2023 and discussed with management the nature of planned ongoing activities;</li> <li>• We enquired with management, reviewed ASX announcements and reviewed minutes of Directors’ meetings to ensure that the Group had not resolved to discontinue exploration and evaluation at any of its areas of interest; and</li> <li>• We examined the disclosures made in the financial report relating to capitalised exploration and evaluation expenditure generally.</li> </ul>

*Information Other than the Financial Report and Auditor’s Report Thereon*

The directors are responsible for the other information. The other information comprises the information included in the Group’s annual report for the year ended 30 June 2022, but does not include the financial report and our auditor’s report thereon.

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

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

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

*Responsibilities of the Directors for the Financial Report*

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

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

#### *Auditor's Responsibilities for the Audit of the Financial Report*

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public

disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on the Remuneration Report**

#### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Todd River Resources Limited for the year ended 30 June 2022 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.

*HLB Mann Judd*

**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**16 September 2022**



**L Di Giallonardo**  
**Partner**

# Todd River Resources Limited

## Corporate Governance Statement

The Board of Directors of Todd River Resources Limited ('Company') is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place throughout the financial year in accordance with 4<sup>th</sup> edition of the ASX Principles of Good Corporate Governance and Best Practice Recommendations.

This Statement was approved by the Board of Directors and is current as at 16 September 2022.

### PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

**ASX Recommendation 1.1: A listed entity should have and disclose a Board Charter setting out:**

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

The Board has adopted a formal charter that details the respective Board and management functions and responsibilities. A copy of the Board Charter is available in the corporate governance section of the Company's website at [www.trrltd.com.au](http://www.trrltd.com.au)

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

- (a) undertake appropriate checks before appointing a Director or senior executive or putting someone forward for election as a Director; and
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

The Company considers the character, industry and relevant experience, education and skill set, as well as interests and associations of candidates for appointment to the Board and conducts appropriate checks to verify the suitability of the candidate, prior to their appointment.

The Company ensures all information in relation to Directors seeking reappointment is set out in the Directors report and Notice of Annual General Meeting.

**ASX Recommendation 1.3: A listed entity should have a written agreement with each Director and Senior Executive setting out the terms of their appointment.**

The Company has in place written agreements with each Director and senior executives.

**ASX Recommendation 1.4: The Company Secretary of a listed company should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.**

The Board Charter provides for the Company Secretary to be accountable directly to the Board through the Chair.

**ASX Recommendation 1.5: A listed entity should:**

- (a) have and disclose a diversity policy;
- (b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
  - (1) the measurable objectives set for that period to achieve gender diversity;
  - (2) the entity's progress towards achieving those objectives; and
  - (3) either:
    - i. the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
    - ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.3.

The Company has adopted a Diversity Policy which is available in the corporate governance section of the Company's website at [www.trrltd.com.au](http://www.trrltd.com.au).

The Board considers that, due to the size, nature and stage of development of the Company, setting measurable objectives for the Diversity Policy at this time is not practical. The Board will consider setting measurable objectives as the Company increases in size and complexity.



## Todd River Resources Limited Corporate Governance Statement

As at 30 June 2022, the Company has one female Board member (2021: nil). Of the balance of the Company's employees 28% are female (2021: 60%). 27% (2021: 30%) of the Company's employees in total, including Directors, are female.

### **ASX Recommendation 1.6: A listed entity should:**

- (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

The Board reviews its performance annually, having adopted a self-evaluation process, as well as the performance of individual Directors (including the performance of the Chair as Chair of the Board). The review includes the performance of the Managing Director.

A performance review for the year ended 30 June 2022 was undertaken post year.

### **ASX Recommendation 1.7: A listed entity should:**

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and**
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.**

The performance of the Managing Director is considered as part of the Board evaluation process.

The performance of other executives was reviewed and monitored by the Managing Director on an ongoing basis throughout the year.

Performance reviews were undertaken during the reporting period on the above basis.

## **PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE**

### **ASX Recommendation 2.1: The Board of a listed entity should**

- (a) have a nomination committee which:**
  - (1) has at least three members, a majority of whom are Independent Directors; and**
  - (2) is chaired by an Independent Director,**

**and disclose:**

- (1) the charter of the committee;**
  - (2) the members of the committee; and**
  - (3) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.**

Due to the size and nature of the existing Board and the magnitude of the Company's operations, the Company does not currently have a Nomination Committee. The full Board considers Board composition and identifies and assesses candidates to fill any casual vacancy which may arise from time to time. The Board considers that at this stage no efficiencies or other benefits would be gained by establishing a separate Nomination Committee.

### **ASX Recommendation 2.2: A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.**

On a collective basis the Board's skills matrix indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board. The matrix reflects the Board's objective to have an appropriate mix of specific industry and professional experience including skills such as geology, leadership, governance, strategy, finance, risk management, Government and Native Title engagement and international business operations.

# Todd River Resources Limited

## Corporate Governance Statement

### **ASX Recommendation 2.3: A listed entity should disclose:**

- (a) the names of the Directors considered by the Board to be Independent Directors;
- (b) if a Director has an interest, position or relationship of the type described in 2.3 (factors relevant to assessing the independence of a Director) but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and
- (c) the length of service of each Director.

Non-Executive Chairman, Mr Edward Fry and Non-Executive Director Mr Geoffrey Crow are considered Independent Directors.

As Managing Director Mr Will Dix is not considered to be an Independent Director.

Dr Mark Bennett is a nominee of S2 Resources Limited, a substantial shareholder of the Company, and as such is not considered to be an Independent Director.

Mr Ian Murray was a nominee of Marlee Minerals Pty Ltd, a substantial shareholder of the Company, and as such was not considered to be an Independent Director.

As Finance director Mrs Su-Mei Sain is not considered to be an Independent Director.

The respective appointment date of each Director is:

Edward Fry	4 April 2017
Will Dix	30 November 2018
Mark Bennett	30 November 2018
Geoffrey Crow	24 June 2014
Ian Murray	2 September 2020 (resigned 25 October 2021)
Su-Mei Sain	2 November 2021

### **ASX Recommendation 2.4: The majority of the Board of a listed entity should be Independent Directors.**

The majority of the Board are not Independent Directors. Whilst the Company does not have a majority of Independent Directors, the Board considers the current balance of skills and expertise is appropriate for the Company given its size and operations.

The Company will consider appointing additional Independent Directors once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude to justify such appointments.

Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic unless other Directors agree to their attendance. Directors having a conflict must absent themselves from the meeting while any decisions are being made on the business.

### **ASX Recommendation 2.5: The Chair of a listed entity should be an Independent Director and, in particular, should not be the same person as the CEO of the entity.**

The Chairman, Eddie Fry is an independent Non-Executive Director.

Mr Will Dix is Managing Director of the Company.

### **ASX recommendation 2.6: A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.**

Upon appointment to the Board new Directors will be provided with Company policies and procedures will be provided an opportunity to discuss the Company's operations with senior executives and the Board.

The Company encourages its Directors to participate in professional development opportunities to maintain the skills and knowledge needed to perform their role as Directors effectively.

# Todd River Resources Limited

## Corporate Governance Statement

### PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

#### ASX Recommendation 3.1: A listed entity should articulate and disclose its values.

The Board has approved a statement of values and charges the Directors with the responsibility of inculcating those values across the Company.

A copy of the Company's statement of values is available on the Company's website [www.trrltd.com.au](http://www.trrltd.com.au).

#### ASX Recommendation 3.2: A listed entity should:

- (a) have and disclose a code of conduct for its Directors, senior executives and employees; and
- (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.

The Company has established a code of conduct that sets out standards which the Board, management and employees of the Company are to comply with when dealing with each other, shareholders, customers and the broader community.

A copy of the Company's Code of Conduct is available in the corporate governance section of the Company's website at [www.trrltd.com.au](http://www.trrltd.com.au).

#### ASX Recommendation 3.3: A listed entity should:

- (a) have and disclose a whistleblower policy; and
- (b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.

The Board has adopted a Whistleblower Protection Policy to ensure concerns regarding unacceptable conduct including breaches of the Company's Code of Conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.

The policy contains a procedure for reporting material breaches of the policy.

A copy of the Company's Whistleblower Protection Policy is available on the Company's website, [www.trrltd.com.au](http://www.trrltd.com.au).

#### ASX Recommendation 3.4: A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and
- (b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.

The Board has adopted an Anti-Bribery and Anti-Corruption Policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption and providing information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

The policy contains a procedure for reporting material breaches of the policy.

A copy of the Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website, [www.trrltd.com.au](http://www.trrltd.com.au).

### PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

#### ASX Recommendation 4.1: The Board of a listed entity should:

- (a) have an audit committee which:

- (1) has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and
- (2) is chaired by an Independent Director, who is not the chair of the Board,

and disclose:

- (1) the charter of the committee;
- (2) the relevant qualifications and experience of the members of the committee; and
- (3) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

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

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity that a separate Audit Committee is required.

# Todd River Resources Limited

## Corporate Governance Statement

The full Board carries out the duties that would ordinarily be assigned to the Audit Committee.

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

The Board has received the assurance required by ASX Recommendation 4.2 in respect of the financial statements for the half year ended 31 December 2020 and the full year ended 30 June 2021. The Board has formed the view that, given the size and nature of the business of the Company, such a process is not required in relation to the Company's quarterly cash flow reports.

**ASX Recommendation 4.3: A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor**

Periodic corporate reports that are not audited or reviewed by the auditor, are circulated to members of the Board prior to release for comment. Board members may provide verbal or written contribution into each announcement circulated, prior to its release.

### PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

**ASX Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.**

The Company has established a continuous disclosure policy which forms part of its overall corporate governance policy which is designed to guide compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Board has designated the managing Director as the person responsible for ensuring that all required price sensitive information is disclosed to the ASX as required. The managing Director may delegate aspects of administering the continuous disclosure policy to other Directors or Company employees which may be a general delegation or specific to a particular matter.

In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is posted to its website at [www.trrltd.com.au](http://www.trrltd.com.au) after ASX confirms an announcement has been made.

Information in relation to the Company's continuous disclosure requirements is set out in the Company's Continuous Disclosure Policy available at [www.trrltd.com.au](http://www.trrltd.com.au).

**ASX Recommendation 5.2: A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.**

The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX. When the confirmation of a release is received from the ASX the Company Secretary promptly forwards a copy to the Board.

**ASX Recommendation 5.3: A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.**

The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX. The Company Secretary releases any new and substantive presentation to the ASX Market Announcements Platform ahead of the presentation, a copy of which is available on the Company's website, [www.trrltd.com.au](http://www.trrltd.com.au) when released.

### PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

**ASX Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.**

The Company's website at [www.trrltd.com.au](http://www.trrltd.com.au) contains information about the Company's projects, Directors and management and the Company's corporate governance practices, policies and charters. All ASX announcements made to the market, including annual, half year and quarterly reports are posted on the website as soon as they have been released by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations are posted on the Company's website.

# Todd River Resources Limited

## Corporate Governance Statement

**ASX Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.**

The Company's Managing Director is currently the Company's contact for investors and potential investors and makes himself available to discuss the Company's activities when requested. Where appropriate Directors provide assistance to the Managing Director in dealing with investor relations.

In addition to announcements made in accordance with its continuous disclosure obligations the Company, from time to time, prepares and releases general investor updates about the Company.

The Company may engage the services of an Investor Relations company to assist the Company with its investor relations activities.

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's electronic mailing list.

**ASX Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.**

The Company encourages participation of shareholders at any general meetings and its Annual General Meeting each year. Shareholders are encouraged to lodge direct votes or proxies subject to the adoption of satisfactory authentication procedures if they are unable to attend the meeting.

The full text of all notices of meetings and explanatory material are posted on the Company's website at [www.trrltd.com.au](http://www.trrltd.com.au)

**ASX Recommendation 6.4: A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.**

The Company will conduct a poll at meetings of security holders to decide each resolution.

**ASX Recommendation 6.5: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.**

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's electronic mailing list.

The Company's share register provides a facility whereby investors can provide email addresses to receive correspondence from the Company electronically and investors can contact the share register via telephone, facsimile or email.

### PRINCIPLE 7: RECOGNISE AND MANAGE RISK

**ASX Recommendation 7.1: The Board of a listed entity should**

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

- (1) has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and
- (2) is chaired by an Independent Director, who is not the chair of the Board,

and disclose:

- (1) the charter of the committee;
- (2) the relevant qualifications and experience of the members of the committee; and
- (3) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

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

Due to the size and nature of the existing Board and the magnitude of the Company's operations the Company does not currently have a Risk Committee. The full Board carries out the duties that would ordinarily be assigned to the Risk Committee.

Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Managing Director and Chief Financial Officer (or equivalent) having ultimate responsibility to the Board for the risk management and control framework (in the meantime, to be the responsibility of the full Board). Arrangements put in place by the Board to monitor risk management include regular reporting to the Board in respect of operations and financial position of the Company.

# Todd River Resources Limited

## Corporate Governance Statement

**ASX Recommendation 7.2: The Board or a committee of the Board, of a listed entity should:**

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

The Board conducted such a review during the reporting period.

**ASX Recommendation 7.3: A listed entity should disclose:**

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

Given the Company's current size and level of operations it does not have an internal audit function. The Board oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements and monitors the quality of the accounting function.

In addition, the Board monitors the integrity of the financial statements of the Company, the appropriateness of accounting policies adopted by the Company and review significant financial reporting judgements.

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

The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Framework and Policy.

**Environmental:** The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

**Social:** The Board recognises that a failure to manage community and stakeholder expectations may lead to disruption to the Company's operations. The Company's Corporate Code of Conduct outlines the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees when dealing with stakeholders.

### PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

**ASX Recommendation 8.1: The Board of a listed entity should**

- (a) have a Remuneration Committee which:
  - (1) has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and
  - (2) is chaired by an Independent Director,and disclose:
  - (1) the charter of the Committee;
  - (2) the members of the Committee; and
  - (3) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a Remuneration Committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Due to the size and nature of the existing Board and the magnitude of the Company's operations the Company does not currently have a Remuneration Committee. The full Board carries out the duties that would ordinarily be assigned to the Remuneration Committee.

The Board considers that at this stage no efficiencies or other benefits would be gained by establishing a separate Remuneration Committee.

## Todd River Resources Limited Corporate Governance Statement

**ASX Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives.**

Non-Executive Directors are paid a fixed annual fee for their service to the Company. Non-Executive Directors may, subject to shareholder approval, be granted equity securities as remuneration. Non-Executive Directors may also be paid a fee on a per day rate for services in addition to the normal duties of a Non-Executive Director.

Executives of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their employment agreements with the Company and potentially the ability to participate in bonus arrangements and may, subject to shareholder approval if appropriate, be granted equity securities as remuneration.

Further information in relation to the Company's remuneration policies and practices are set out in the Remuneration Report which forms part of the Directors' Report in the annual financial statements.

**ASX Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:**

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and**
- (b) disclose that policy or a summary of it.**

A participant in an equity-based remuneration plan operated by the Company must not enter into a transaction (whether through the use of derivatives or otherwise) which limits the economic risk of participating in the equity-based remuneration plan.

## Todd River Resources Limited ASX Additional Information

### Twenty largest shareholders as at 9 September 2022

	Name	Units	% Units
1	BNP PARIBAS NOMS PTY LTD <DRP>	40,632,699	7.10
2	SOUTHERN STAR EXPLORATION PTY LTD	40,366,000	7.06
3	SOUTHERN STAR EXPLORATION PTY LTD	34,887,867	6.10
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	21,136,777	3.70
5	DEUTSCHE BALATON AKTIENGESELLSCHAFT	15,391,473	2.69
6	CITICORP NOMINEES PTY LIMITED	15,303,669	2.68
7	AVENGER PROJECTS LIMITED	12,533,334	2.19
8	MR ADAM FURST	12,000,000	2.10
9	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	11,496,659	2.01
10	ZERO NOMINEES PTY LTD	11,306,453	1.98
11	TK7 HOLDINGS PTY LTD <TK7 FAMILY A/C>	10,532,727	1.84
12	GLADPEAK PROPRIETARY LIMITED <THE WILLOW A/C>	10,500,000	1.84
13	CCGF HOLDING PTY LIMITED	8,473,334	1.48
14	LEIGH MARTIN MARINE PTY LTD	8,000,000	1.40
15	TNG LIMITED	7,000,000	1.22
16	REVENDOR PTY LTD <BENNETT A/C>	6,976,048	1.22
17	NATIONAL HEALTH RECOVERY AGENTS PTY LTD	5,620,457	0.98
18	DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	5,571,065	0.97
19	MR CRAIG ANTHONY BARNES	5,525,200	0.97
20	CRITAN PTY LTD	5,300,000	0.93
		<b>288,553,762</b>	<b>50.45</b>

### Distribution of shareholders as at 9 September 2022

Range	Total holders	Units	% Units
1 - 1,000	120	27,580	0.00
1,001 - 5,000	85	258,754	0.05
5,001 - 10,000	214	1,791,775	0.31
10,001 - 100,000	d1,025	41,359,045	7.23
100,001 Over	491	528,497,129	92.41
<b>Total</b>	<b>1,935</b>	<b>571,934,283</b>	<b>100.00</b>

The number of shareholders holding less than a marketable parcel is 660.

### Substantial shareholders as at 9 September 2022

Substantial holders in the Company are set out below:

Shareholder	Number
S2 Resources Ltd and its related bodies corporate	75,253,867
Acorn Capital Limited	40,632,699



## Todd River Resources Limited

### ASX Additional Information

#### Class of shares and voting rights

At meetings of members or classes of members each member entitled to vote may vote in person or by proxy or attorney; and on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each ordinary share held.

#### On-market buy-back

There is no current on-market buy-back.

#### Unlisted Options as at 9 September 2022

##### Unlisted options issued under the Incentive Option Plan

	exercisable at \$0.112 expiring 15 November 2022	exercisable at \$0.061 expiring 3 September 2023	exercisable at \$0.126 expiring 29 April 2024	Exercisable at \$0.06 expiring 22 October 2022
Total on issue	2,870,000	17,000,000	523,000	54,707,427
Number of holders (>100,000)	3	9	1	78

##### Other unlisted options on issue

	Exercisable at \$0.085 expiring 28 September 2024	Exercisable at \$0.107 expiring 2 November 2024
Total on issue	2,000,000	9,000,000
Number of holders (>100,000)	1	6

## Todd River Resources Limited

### ASX Additional Information

The Group holds an interest in the following tenements at 9 September 2022

Project	Tenements	Equity
Berkshire Valley	E70/5385, E70/5204	100%
Nerramyne	E70/5289, E70/5825, E70/6133(A)	100%
Mount Hardy	EL27892, EL29219, ELA33283, ELA33284	100%
Pingrup	E70/5954	100%
Bangemall (includes) Pingandy	E08/3161, E52/3959, E52/3960, E08/3363	100%
Berala	E09/2648	100%
Perry Creek	E52/4016, E52/4015(A)	100%
Ashton Hills	E52/4017	100%
McArthur	EL27711, EL30085, EL31703, EL30704, EL32597, ELA28509	100%
Petermanns	ELA25562, ELA25564, ELA26382, ELA26383, ELA26384, ELA31924, ELA31925, ELA32583, ELA32584	100%
Croker Island	ELA29164	100%
Goddards	ELA24260	100%
Berkshire Valley	E70/5385, E70/5204	100%

EL: Exploration Licence (N.T)

ELA: Exploration Licence Application

MLC: Mineral Lease Central (N.T)

MLA: Mineral Lease Application (N.T)

E: Exploration Licence (W.A)

E(A): Exploration Licence Application (W.A)

## Todd River Resources Limited ASX Additional Information

### Mineral Reserves and Resources as at 30 June 2022

#### Hendrix Mineral Resource

Cut off Zn%	Tonnage	Metal Grade					Metal Tonnes			
		Zn Eq%	Zn%	Cu%	Pb%	Ag g/t	Zn(t)	Cu(t)	Pb (t)	Ag (oz)
0.5	2,700,000	10.3	6.5	0.9	1.5	34	176,000	23,200	40,000	3,000,000
1.0	2,600,000	10.4	6.6	0.9	1.5	34	175,000	22,700	40,000	2,900,000
<b>1.5</b>	<b>2,600,000</b>	<b>10.5</b>	<b>6.7</b>	<b>0.9</b>	<b>1.5</b>	<b>35</b>	<b>175,000</b>	<b>22,500</b>	<b>40,000</b>	<b>2,900,000</b>
2.0	2,500,000	10.7	6.8	0.9	1.6	35	173,000	22,000	40,000	2,900,000
2.5	2,500,000	10.8	7.0	0.9	1.6	35	172,000	21,500	39,000	2,800,000
3.0	2,400,000	11.0	7.1	0.9	1.6	36	170,000	21,100	38,000	2,800,000
3.5	2,300,000	11.2	7.2	0.9	1.6	36	167,000	20,600	37,000	2,700,000
4.0	2,200,000	11.5	7.5	0.9	1.6	37	162,000	19,900	35,000	2,600,000
4.5	2,000,000	12.0	7.8	1.0	1.7	39	153,000	18,800	34,000	2,400,000
5.0	1,700,000	12.7	8.2	1.0	1.8	41	142,000	17,300	32,000	2,300,000

\*Note: Zinc Equivalent (ZnEq%) is based on the following formula:

$$\text{ZnEq \%} = \text{Zn\%} + (\text{Cu\%} \times (5900/2550)) + (\text{Pb\%} \times (1900/2550)) + (\text{Ag ppm} \times ((15/31.103475)/(2550/100)))$$

Where: Zn = \$2,550 USD/ tonne

Cu = \$5,900 USD / tonne Pb = \$1,900

USD / tonne Ag = \$15 USD / ounce

Appropriate rounding has been applied.

The Company engaged independent consultants to prepare Mineral Resource estimates, in the course of doing so the consultants have:

- Reviewed the 3D geological models that represent the interpreted geology, mineralisation and oxidation profiles, based on drilling and geological information supplied by Todd River Resources Limited.
- Completed statistical analysis and variography for economic elements.
- Estimated grades of economic elements using ordinary kriging and completed model validity checks.
- Classified the Mineral Reserve and Resource estimate in accordance with the JORC Code.
- Reported the estimates and compiled supporting documentation in accordance with JORC Code guidelines.

There has been no change in the Hendrix Mineral Resource since 10 July 2019.

#### Sandy Creek Mineral Resource (1.0 % zinc cut-off) as at 30 June 2021

Classification	Material	Tonnes (millions)	Zn %	Pb %	Ag g/t
Indicated	Oxide	0.6	1.45	0.43	5.14
	Primary	4.5	2.00	0.88	5.91
Total Indicated		5.1	1.94	0.82	5.82
Inferred	Oxide	0.9	1.26	0.28	3.24
	Primary	16.5	1.80	0.33	4.24
Total Inferred		17.4	1.77	0.33	4.19
<b>Grand total</b>		<b>22.5</b>	<b>1.81</b>	<b>0.44</b>	<b>4.56</b>

There has been no change in the Sandy Creek Mineral Resource since 30 June 2018. Subsequent to the financial year end 30 June 2021, the Company sold the Manbarrum Project which included the Sandy Creek Mineral Resource to Boab and the sale finalised on 30 June 2021.

## Todd River Resources Limited

### ASX Additional Information

The Company engaged independent consultants to prepare Resource estimates, in the course of doing so the consultants have:

- Reviewed Todd River Resources' assay and QAQC data.
- Generated electronic models that represent the interpreted geology, mineralisation and oxidation profiles, based on drilling and geological information supplied by Todd River Resources Limited.
- Completed statistical analysis and variography for economic elements.
- Estimated grades of economic elements using ordinary kriging and completed model validity checks.
- Classified the Mineral Reserve and Resource estimate in accordance with the JORC Code.
- Reported the estimates and compiled supporting documentation in accordance with JORC Code guidelines.

#### Competent Persons Statements

This information in this annual report that relates to exploration results is extracted from ASX Announcements titled:

- "Maiden Mineral Resource Estimate at Mt Hardy" lodged on 10 July 2019"
- "Todd River to Acquire Highly Prospective Ni-Cu-PGE Projects" lodged on 1 July 2020
- "Ni-Cu-PGE Anomalism Shows Prospectivity of Berkshire Valley" lodged on 13 July 2020
- "Todd River Exercises Option over Nanutarra Nickel Project" lodged on 27 October 2020
- "Berkshire Valley Initial Aircore Drilling Update" lodged on 15 June 2021
- "Pingandy Base Metal Project Update" Lodged on 21 June 2021
- "Extensive Ni-Cu-PGE Auger Anomalies at Berkshire Valley" lodged on 29 June 2021
- "Geochem Anomalies Confirmed and Expanded at Berkshire Valley" lodged on 2 August 2021

which are available to view at [www.trrltd.com.au](http://www.trrltd.com.au) and [www.asx.com.au](http://www.asx.com.au). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this annual report that relates to the estimation and reporting of the Hendrix Mineral Resource is extracted from the ASX announcement dated 10 July 2019 which is available to view at [www.trrltd.com.au](http://www.trrltd.com.au) and [www.asx.com.au](http://www.asx.com.au). The Company confirms that it is not aware of any new information or data that materially affects the information included in the announcement and that all material assumptions and technical parameters underpinning the Mineral Resource estimate continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from announcement.

The information in this annual report that relates to the estimation and reporting of the Sandy Creek Mineral Resource is extracted from the Independent Geologists Report included in the Prospectus lodged on 31 January 2017 and the Supplementary Prospectus lodged on 10 February 2017 which are available to view at [www.trrltd.com.au](http://www.trrltd.com.au) and [www.asx.com.au](http://www.asx.com.au). The Company confirms that it is not aware of any new information or data that materially affects the information included in the Independent Geologists Report included in the Prospectus and Supplementary Prospectus and that all material assumptions and technical parameters underpinning the Mineral Resource estimate in the Independent Geologists Report included in the Prospectus and Supplementary Prospectus continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the Independent Geologists Report included in the Prospectus and Supplementary Prospectus.

