ANNUAL REPORT 2022

TRUSCOTT MINING CORPORATION LIMITED ACN 116 420 378

TRUSCOTT
MINING CORPORATION LIMITED

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COMPANY DIRECTORY

DIRECTORS

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

COMPANY SECRETARY

M J Povey

REGISTERED OFFICE

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Scarborough WA 6109
(All mail to PO Box 2805, West Perth WA 6872)

Telephone 0419 956 232

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Australian Securities Exchange Ltd
Exchange Plaza
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Perth WA 6000

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CHAIRMAN'S REPORT

I am pleased to present the Company's Annual Report for 2021/22, and a summary of the exploration activities and commercial initiatives for the year. During this period Truscott Mining Corporation Limited (Truscott) has maintained its operational focus within the Tennant Creek Mineral Field in the Northern Territory.

Truscott's research and development program has now reached a stage of maturity where it is providing a clear understanding of the extent to which gold mineralisation is subject to structural control. Further, mathematical modelling of the strike-slip regime of the host environment has provided a basis for describing discrete sets of observations. Separate phases of exploration activities proceed within a structural context that accords with the size or scale of structural elements defined by the modelling.

Structural observations provide the support for the selection of the most recently acquired tenement areas and now application of modelling at Reconnaissance Scale exploration has defined the target zones over which significant anomalism occurs. This being the commencement of identification of important new green-fields mineralisation within the Barkly Region.

Support for initial drilling at the company's Westminster high grade gold project was based on local observations and a less mature structural understanding. The company can now apply its more contemporary research findings at Ore Body Scale to make better targeted and risk managed applications of capital to resource extension drilling.

With the setting of the Westminster mineralisation better understood, the company recently added further extensions to the potential mining area. The company has completed the surveying and pegging out of the newly extended mining lease, and a provisional full management schedule for design and study activities for when project development is to hand.

As a company planning to transition to project development the company has maintained one hundred percent ownership of all assets, including the additional exploration project areas. The confluence of circumstance, with the company reaching an elevated level of intellectual knowledge at a time of a fluctuating gold market sets a need for asset protection. To this end major shareholdings by Directors and staff provide a defence against aggressive external actions related to opportunist re-assessment of the appreciating asset value.

Exploration in the Tennant Creek Mineral Field has historically strongly relied on geophysics as a primary exploration tool. Observing the large sums of capital consumed by explorers in recent years without commensurate commercial returns. Truscott has decided, to engage in its social license to operate, by supporting new explorers in the region as a contribution to collective enhancement. To this end Truscott will provide research findings to new companies to provide them with understandings that should prevent "standard practices" that are not effective when exploring for structurally controlled mineralisation of this character.

Truscott continues to maintain extreme levels of financial control over the business whilst building a unique knowledge base. The company's low corporate overheads have in part been the result of maintaining an operational office on its mining lease at Tennant Creek and by moving other business functions into the electronic domain.

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

Peter N Smith
Executive Chairman

30 September 2022

REVIEW OF OPERATIONAL ACTIVITIES

Status of the Greenfields Exploration Work Programs:

Research & Development Findings **Advanced Stage & Back-Testing**

Observations on magnetic imagery of large-scale structures provide a visual appreciation of the framework under which gold mineralisation has been subject to structural control.

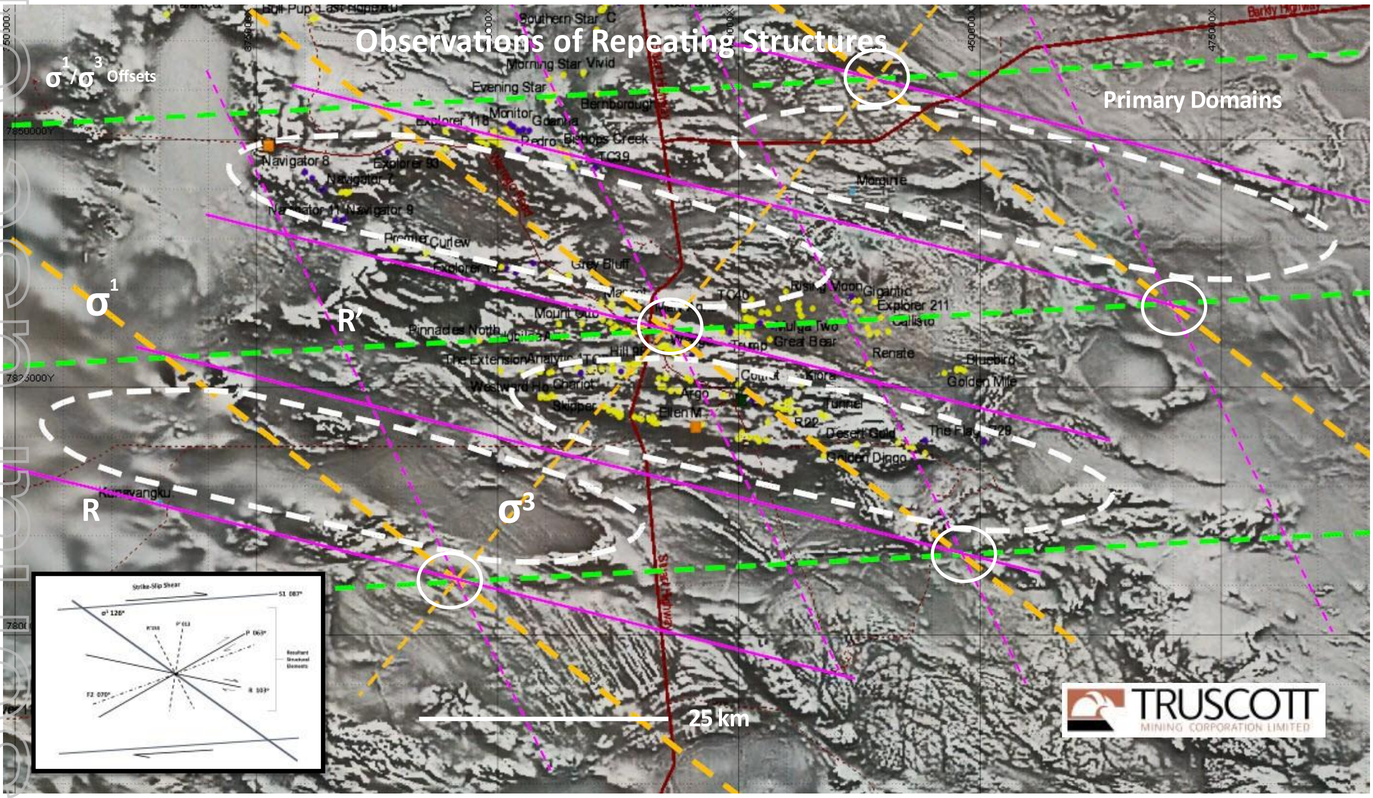


Figure One: Structural Domains within the Strike-Slip Corridor (1VD Magnetics)

Identification of Primary Domains

Focusing on a field of view 120 km's across, centred on Tennant Creek, allows the observer to have a first comprehension of how repeating structures (Figure 1) which enables interpreters to describe and constrain the distribution of mineralisation.

Spatially located repeating areas are evident as primary domains within the Strike Slip Corridors.

The primary domains exhibit outer boundaries falling within structures on the R (103^{0}) direction and the Strike Slip direction S (087^{0}).

The image also supports the mapping of the alignment of discrete primary domains along the principal primary stress direction sigma 1 (126^{0}), that drives the Orogenic Scale Strike Slip activity.

These domains then provide a context within which to develop a predictive model for describing the structural controls over gold mineralisation.

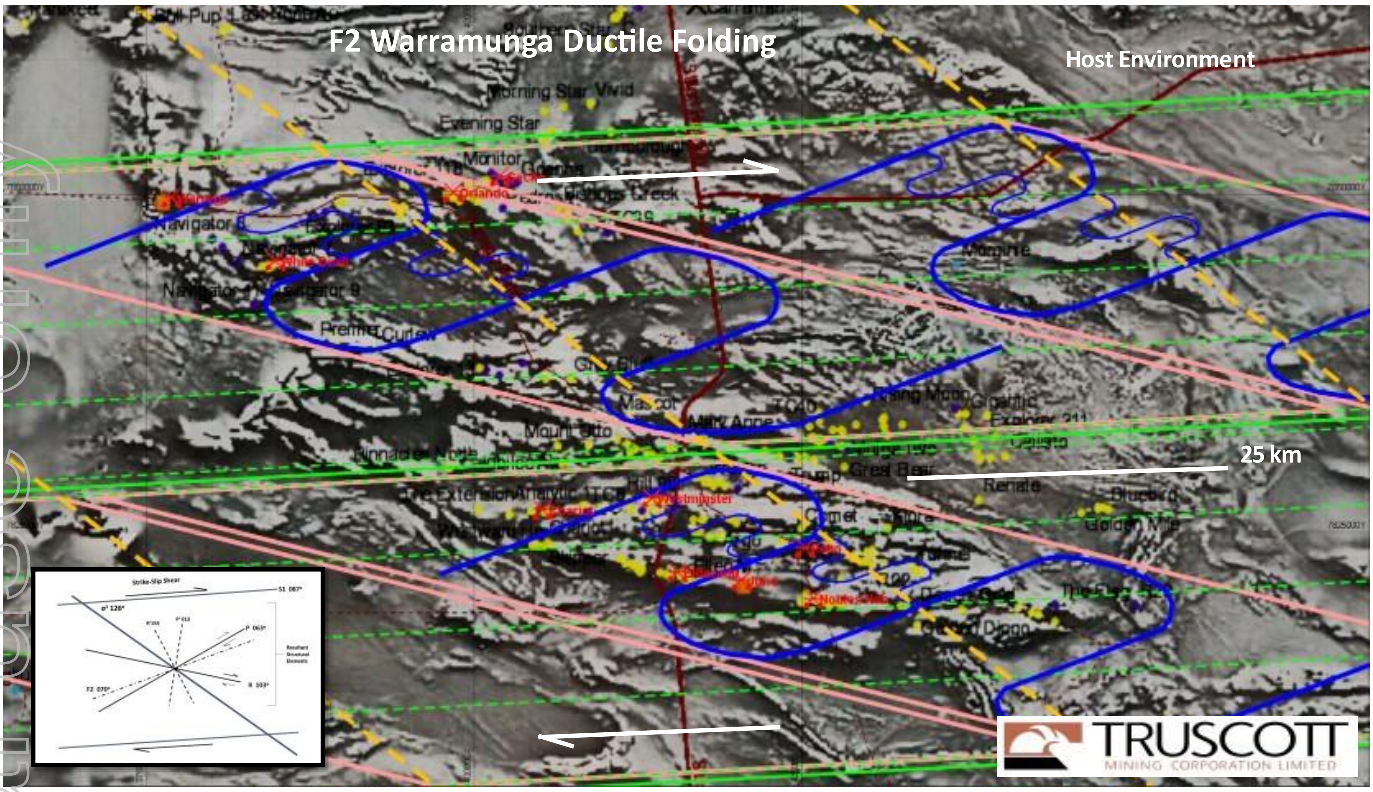


Figure Two: Primary and Parasitic Ductile Folding (Blue) within Domains

The Structural Controls for Mineral Deposition

At the same 120 km field (Figure 2) of view, it is possible to overlay a fold sequence (blue) that accords with mapped geological features and landforms.

This early phase of ductile folding establishing a broad framework for controlling the flows of mineralized fluids in the underlying Warramunga meta-sediments.

With major deposits (red) at the intersection of strike slip shear S (087^{0}) and the direction of ductile folding F2 (070^{0}), giving an indication of the diagnostic potential of this basic model.

To provide a context within which to interpret all field observations work has undertaken to write a mathematical model that links those observations to a particular size of scale of activity.

In application this provides for a description of the size of the nested levels of parasitic folding that occurs in the host environment. Based on size, these folds are grouped into sets, which have a reference, or are referrable to, in terms of fractal sets.

Working at Reconnaissance scale, the first level below the primary domains, it is possible to search for structural interactions that define preferred locations for major ore bodies and the project scale areas that contain them.

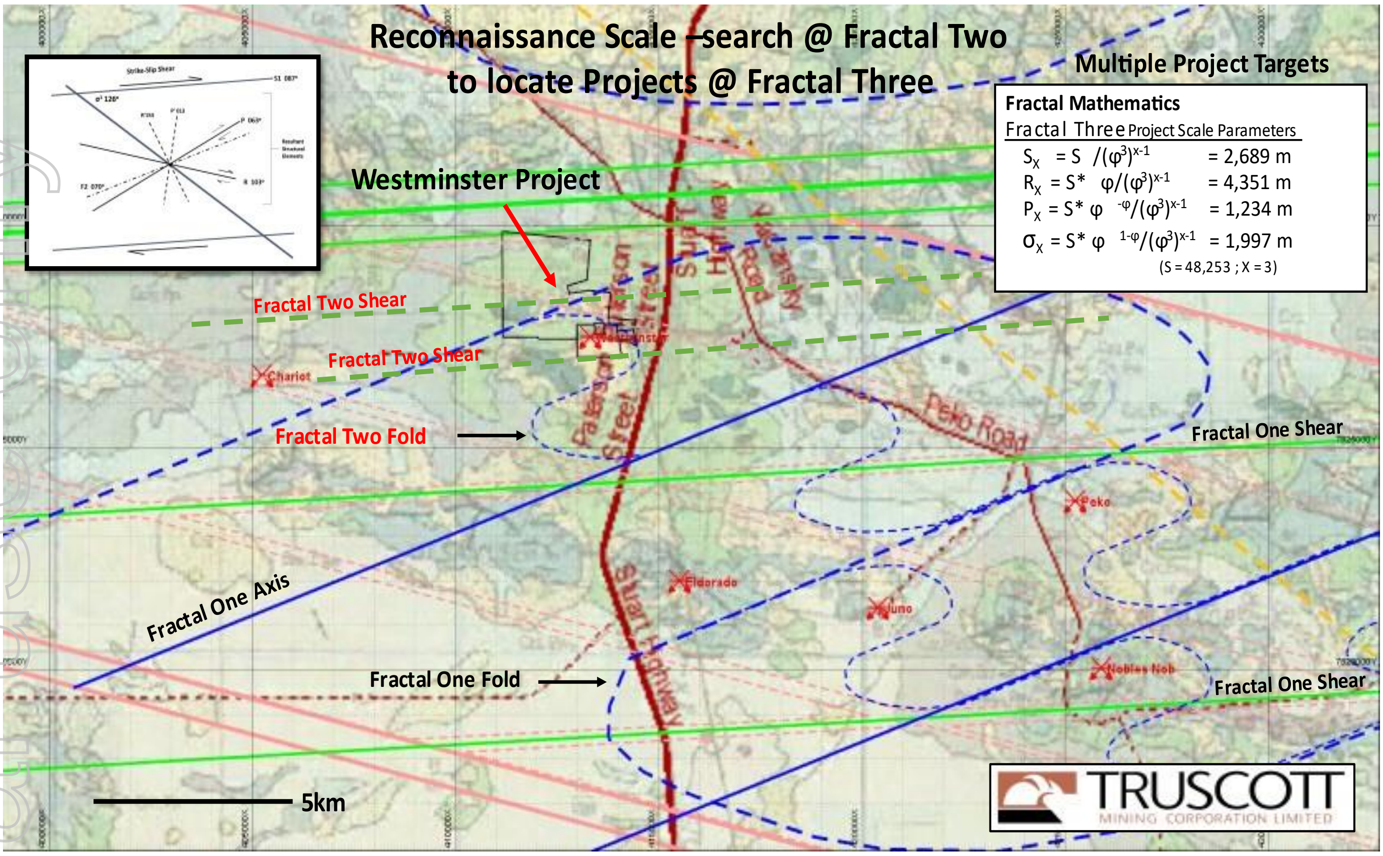


Figure Three: The Structural Framework Setting Project Locations

Project Locations at Reconnaissance Scale

Applying the fractal model allows observations at scales that are relevant to the nature of the field work undertaken.

Stepping inside primary domains (Bold Pink) provides a basis for reconnaissance scale activity where we are searching for project locations.

It is evident that project locations (Figure 3) fit a model of occurring within smaller parasitic fractal two folds nested within larger fractal one folds

All the major Tennant Creek mines Chariot, Eldorado, Juno, Peko, & Noble's Nob (red), including Westminster, are associated with the fractal two folds.

The Westminster Project can be characterised as being located, where there is interaction between the second order ductile fold element F2 (070^0) within a fractal two slip shear S (087^0) corridor.

Strategic Initiatives & Field Programs **Application & Outcomes**

The structural model is now a tool to apply strategically for selecting new exploration areas for assessment.

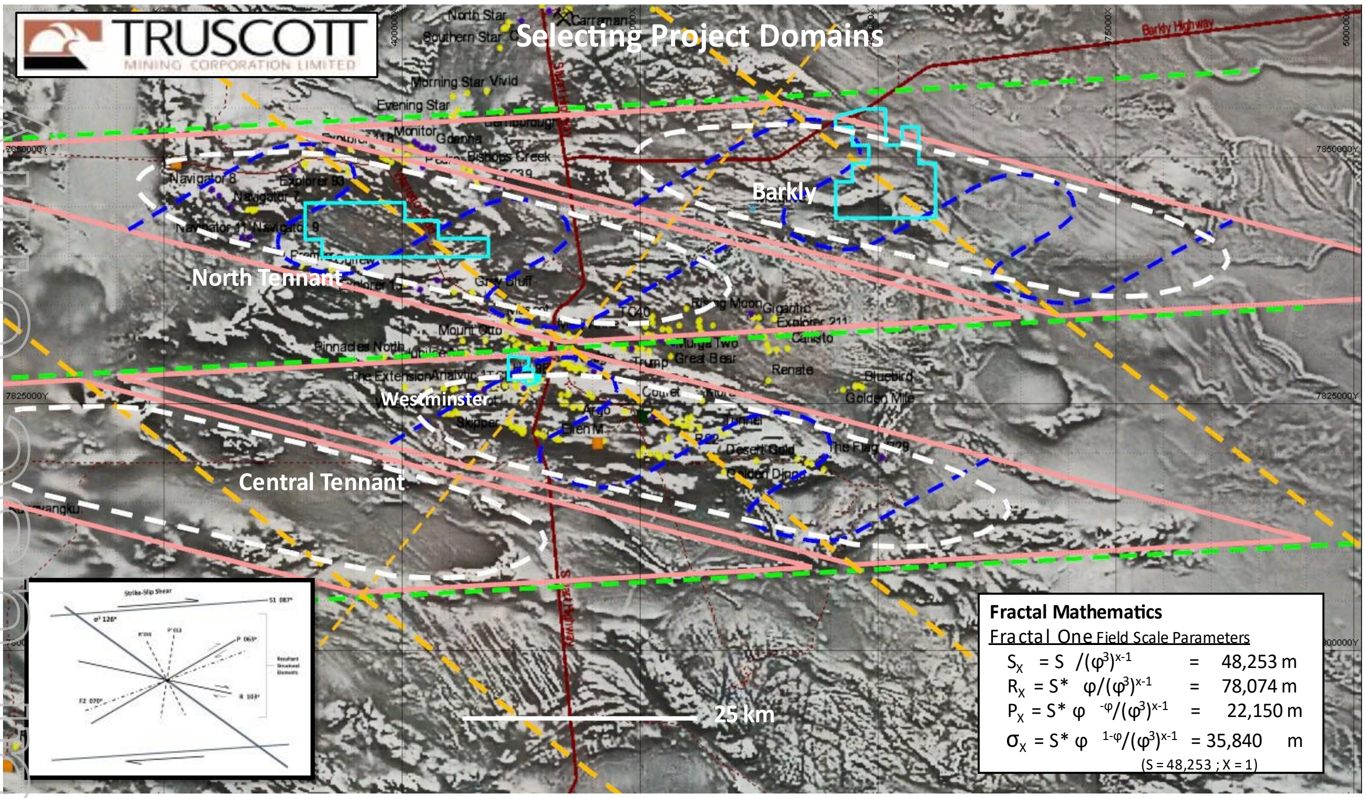


Figure Four: Exploration Initiatives referenced to Primary Domains (Fractal One)

Conducting Exploration Within a Structural Context

Truscott has selected tenements from within the central region of two primary domains (Fields) for reconnaissance scale exploration.

For both the areas the internal distances from the major principal stress axis sigma one (126^0) is within that observed for all the large historical mines.

The two new tenement areas are also central to their primary domains (figure 4) where a prevalence of mineralisation has been in the more heavily explored and mined southern domain.

Exploration has typically been heavily reliant on geophysical analysis which has resulted in poorly executed drill programs with inadequate structural context.

A structural context for all levels of exploration, inclusive of drilling and in effect from initiation by utilizing structural analysis to support tenement selection.

The findings for the new area selected in the Barkly region demonstrate the application of structural controls in reconnaissance work.

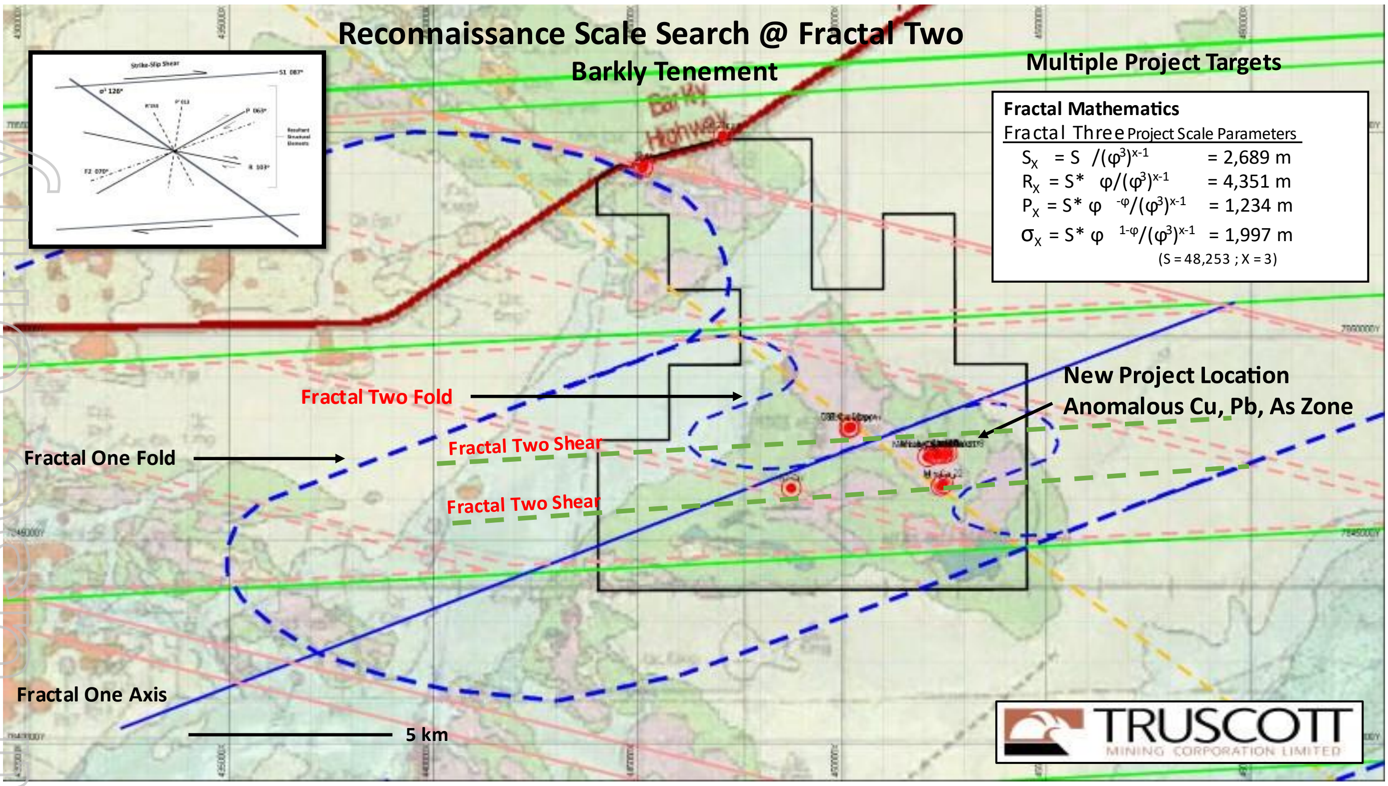


Figure Five: Barkly Project -Applying Structural Controls for Reconnaissance

Structurally Defined – New Project Areas

Reconnaissance field work undertaken by the company, to define new project areas for exploration, proceeds within the context of the structural model.

At Barkly (Figure 5), traverses of two locations of intersection for fractal two folding F2 (070^0) and fractal two strike slip shear S (087^0) make up the first phase of exploration.

In this work significant anomalous zones of Cu, Pb & As have been located at a particular location as indicated (red) on the reconnaissance scale map.

The size or the extent of the anomalous results are consistent with ore body scale mineralisation within a discrete new Project Area that potentially ranks with the Westminster Project in scale

This is the first mineralisation recorded in this area, and as such is a completely new green fields discovery for the Barkly Region.

The commercial implications of the potential for multiple other projects with exploration proceeding across the large tenement area are significant.

Resource & Technical Drilling Controls Systems Established

Truscott has prioritised research to allow new knowledge to place the company in a position to make targeted and risk managed applications of capital funds to exploration drilling.

The company is now in a position, to drive project value by expanding the resource base at its High-Grade Gold Project Westminster.

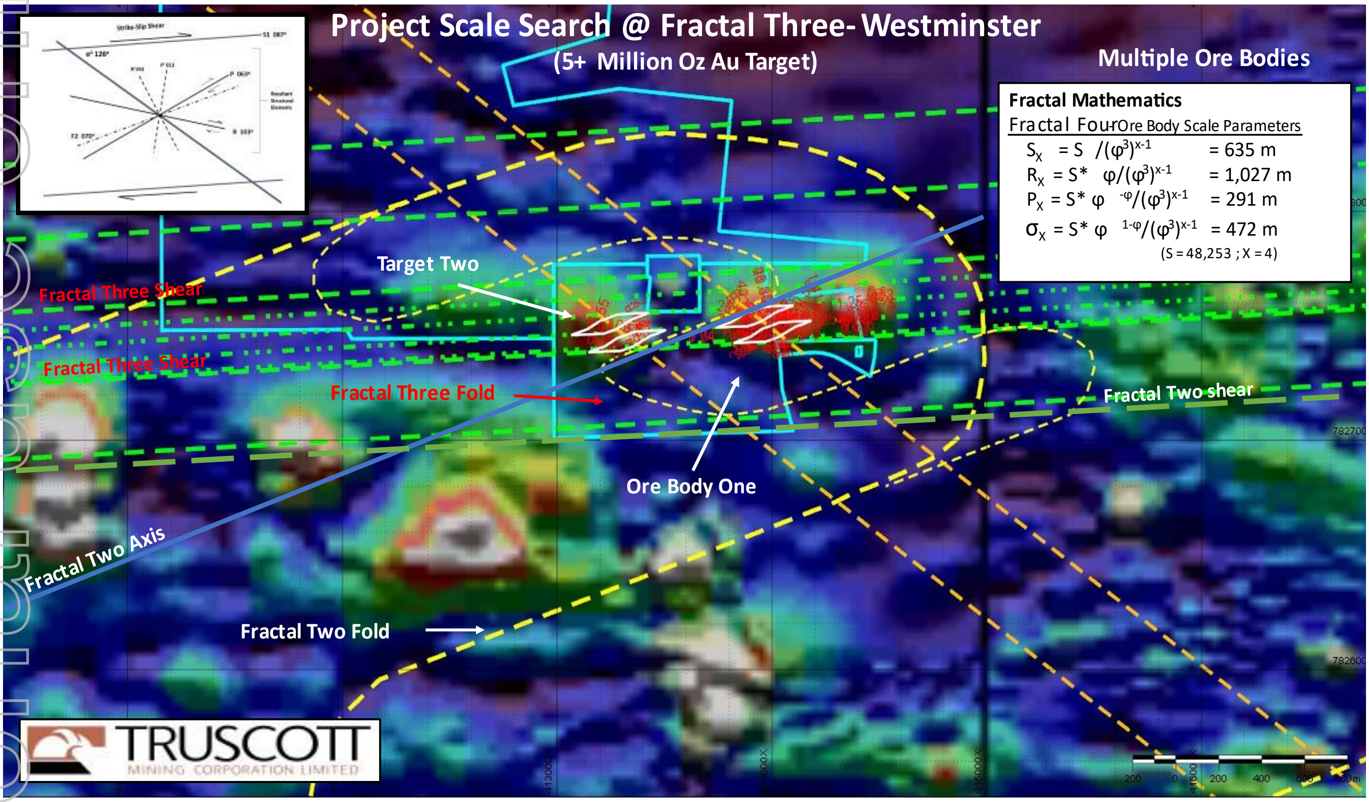


Figure Six: The Structural Framework Setting Ore Body locations

Ore Body Locations at Project Scale

Working at Project scale, it is possible to search for structural interactions that define preferred locations for ore bodies within the project scale area.

Using a model of the Westminster Project Area (Figure 6) the relationship between Ore Body locations and folding has been determined.

The ore bodies and major targets within the Project, are associated with fractal three folds (070^0) centred within the larger fractal two-fold (070^0).

Ore body one and major targets are also located within fractal three lines of slip shear S (087^0) activity within the project area.

The intersection between all elements of shear and folding providing a dilated fractured host environment for mineralisation.

Working at Ore Body Scale, it is possible to search for structural interactions that define preferred locations for Ore Pods within an Ore Body.

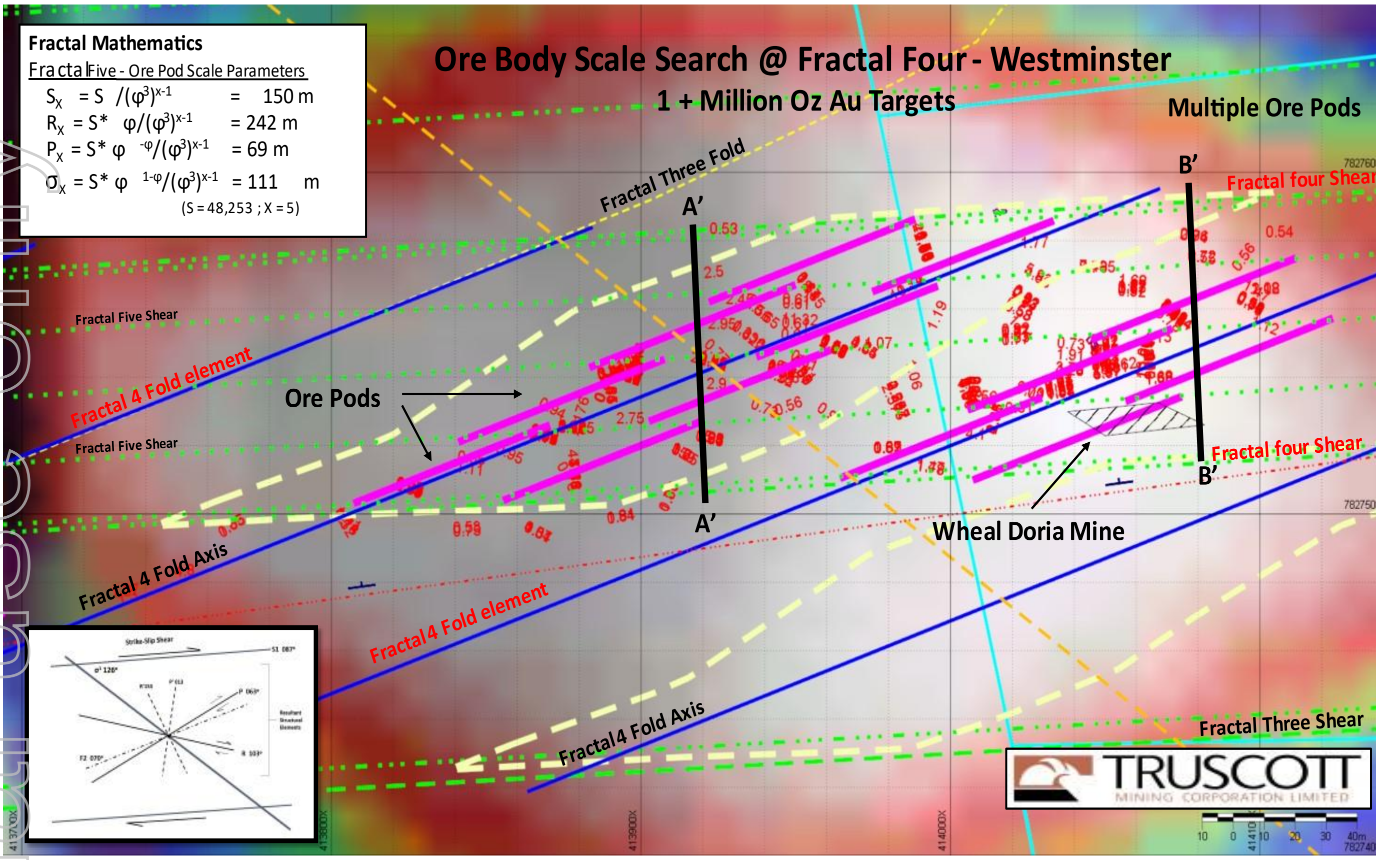


Figure Seven: The Structural Framework Setting Ore Pod Locations

Ore Pod Locations at Ore Body Scale

Using a model of Ore Body One (Figure 7) from Westminster, we can describe the relationship between Ore Pod locations and folding.

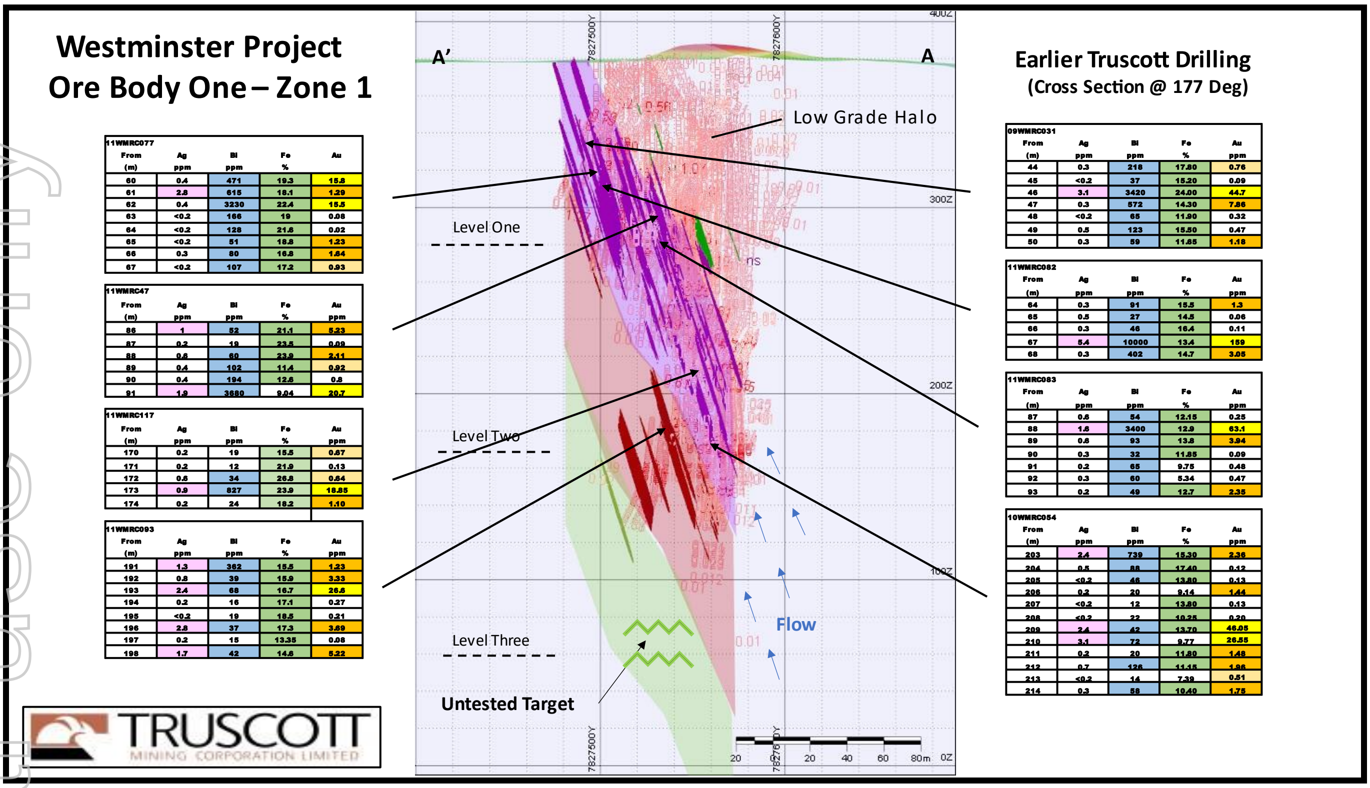
In the magnetic image the Ore Pods within Ore Body One, are associated with fractal four folds (070^{0}) that occur within the larger fractal three folding (070^{0}).

Ore Pods are also located within fractal four lines of slip shear S (087^{0}) activity within the Ore Body.

The intersection between elements of shear and folding provides a locus for the formation of highly mineralised Ore Pods. Those ore pods align in zones of mineralisation with plan lengths of three hundred metres.

The projected level of gold hosted in the cumulative ore zones from within an orebody is potentially more than one million ounces.

Having described the structural controls over the host environment the next consideration becomes the nature of the mineralisation.



11WMRC077

From (m)	Ag ppm	Bi ppm	Fe %	Au
60	0.4	471	19.3	15.8
61	2.8	615	18.1	1.29
62	0.4	3230	22.4	15.5
63	<0.2	166	19	0.08
64	<0.2	128	21.6	0.02
65	<0.2	51	18.8	1.23
66	0.3	80	16.8	1.64
67	<0.2	107	17.2	0.93

11WMRC47

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
86	1	52	21.1	5.23
87	0.2	19	23.5	0.09
88	0.6	60	23.9	2.11
89	0.4	102	11.4	0.92
90	0.4	194	12.6	0.8
91	1.9	3680	9.04	20.7

11WMRC117

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
170	0.2	19	15.5	0.67
171	0.2	12	21.9	0.13
172	0.6	34	26.8	0.64
173	0.9	827	23.9	18.85
174	0.2	24	18.2	1.10

11WMRC093

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
191	1.3	362	15.5	1.23
192	0.8	39	15.9	3.33
193	2.4	68	16.7	26.6
194	0.2	16	17.1	0.27
195	<0.2	19	18.5	0.21
196	2.8	37	17.3	3.69
197	0.2	15	13.35	0.08
198	1.7	42	14.6	5.22

09WMRC031

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
44	0.3	218	17.80	0.76
45	<0.2	37	15.20	0.09
46	3.1	3420	24.00	44.7
47	0.3	572	14.30	7.86
48	<0.2	65	11.90	0.32
49	0.5	123	15.50	0.47
50	0.3	59	11.65	1.18

11WMRC082

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
64	0.3	91	15.5	1.3
65	0.5	27	14.5	0.06
66	0.3	46	16.4	0.11
67	5.4	10000	13.4	159
68	0.3	402	14.7	3.05

11WMRC083

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
87	0.6	54	12.15	0.25
88	1.6	3400	12.9	63.1
89	0.6	93	13.8	3.94
90	0.3	32	11.85	0.09
91	0.2	65	9.75	0.48
92	0.3	60	5.34	0.47
93	0.2	49	12.7	2.35

10WMRC054

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
203	2.4	739	15.30	2.36
204	0.5	88	17.40	0.12
205	<0.2	46	13.80	0.13
206	0.2	20	9.14	1.44
207	<0.2	12	13.80	0.13
208	<0.2	22	10.25	0.20
209	2.4	42	13.70	46.05
210	3.1	72	9.77	26.55
211	0.2	20	11.80	1.48
212	0.7	126	11.15	1.96
213	<0.2	14	7.39	0.51
214	0.3	58	10.40	1.75

Figure Eight: Ore Body One- Zone One – Cross Section A-A' +/- 120 Metres

Establishing Controls for Targeting Mineralisation at Depth

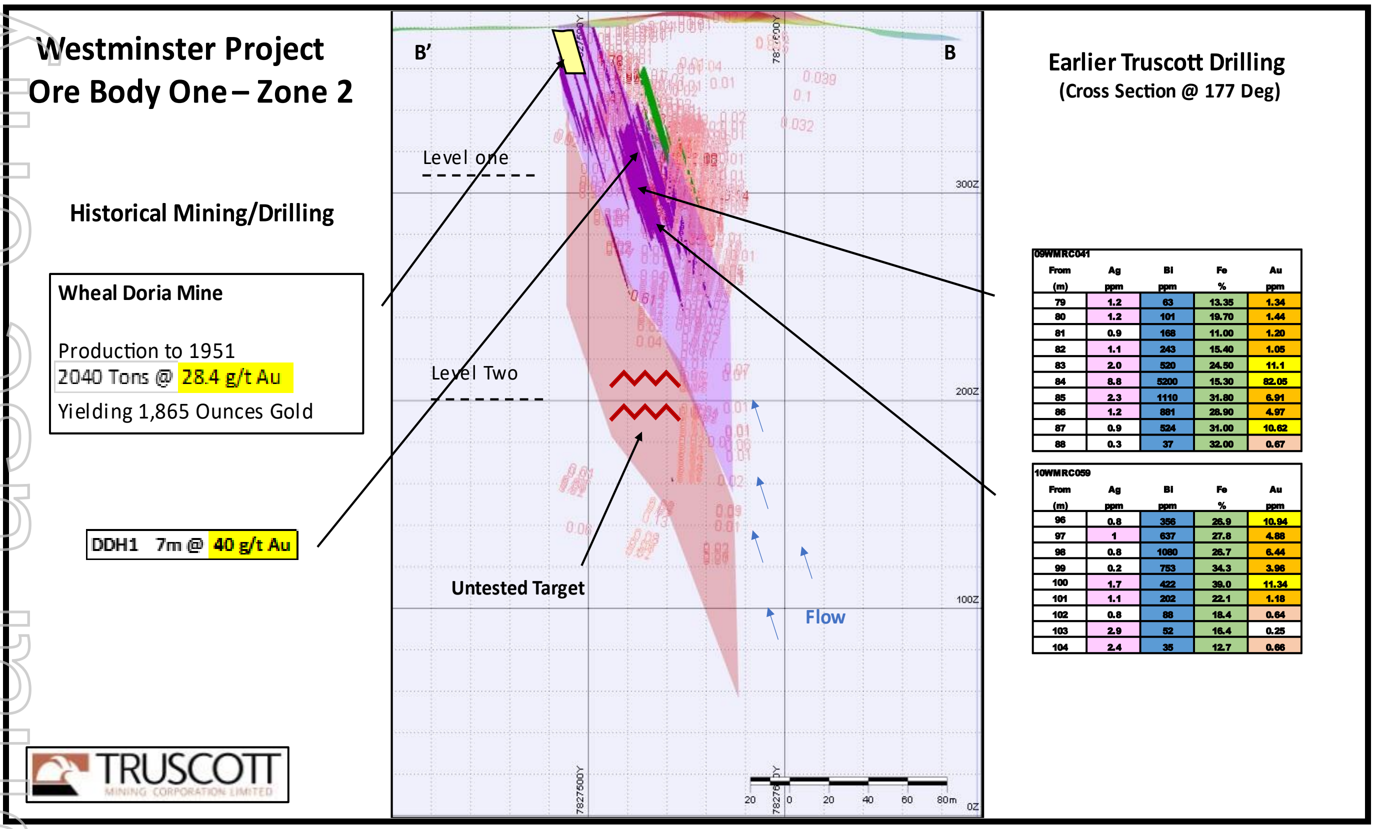
Sections A-A' (Figure 8) is a section drawn orthogonal to the corridor illustrated (Figure 7) within the fractal four lines of slip shear S (087^0) activity.

Mineralised fluids flow up planes striking D (083^0) of true dip 072^0, into the dilation spaces resulting from strike slip shear action. Larger accumulations of gold mineralisation are typically centrically located within the strike slip corridor.

The larger accumulations of mineralisation repeat at intervals, the vertical levels of which these are forming defining the centroids of future mining levels.

Drilling to date within the dilation envelope has frequently intersected mineralisation intervals exceeding 10g/t Au. Observations from other historical mines show even more extensive mineralisation as the centres of the zones drilled within the deeper levels.

The adjacent mineralised zone on section B-B' contains the historical Wheal Doria mine.



09WMRC041

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
79	1.2	63	13.35	1.34
80	1.2	101	19.70	1.44
81	0.9	168	11.00	1.20
82	1.1	243	15.40	1.05
83	2.0	520	24.50	11.1
84	8.8	5200	15.30	82.05
85	2.3	1110	31.80	6.91
86	1.2	881	28.90	4.97
87	0.9	524	31.00	10.62
88	0.3	37	32.00	0.67

10WMRC059

From (m)	Ag ppm	Bi ppm	Fe %	Au ppm
96	0.8	356	26.9	10.94
97	1	637	27.8	4.88
98	0.8	1080	26.7	6.44
99	0.2	753	34.3	3.96
100	1.7	422	39.0	11.34
101	1.1	202	22.1	1.18
102	0.8	88	18.4	0.64
103	2.9	52	16.4	0.25
104	2.4	35	12.7	0.66

Figure Nine: Ore Body One- Zone Two – Cross Section B-B'

Targeting - Selective High-Grade Mining @ 10-15 G/T Au

Sections B-B' (Figure 9) is a section drawn orthogonal to the corridor illustrated (Figure 7) within the fractal four lines of slip shear S (087^{0}) activity.

Again, drilling to date within the dilation envelope has intersected mineralisation intervals exceeding 10g/t Au.

Historical mining has also resulted in the production of a small tonnage of ore with an average recovery of 24.8g/t Au.

The nature of the mineralisation lends itself to selective underground mining with a much lower carbon footprint than bulk mining of lower grade ores.

Historically the underground mining grade for the field has averaged 17g/t Au.

The most recent, more mechanised underground mining at White Devil still achieved a recovered grade of 14.6 g/t Au.

Future resource extension drilling planning now accounts for knowledge of the constraints over mineralisation and its expected distribution.

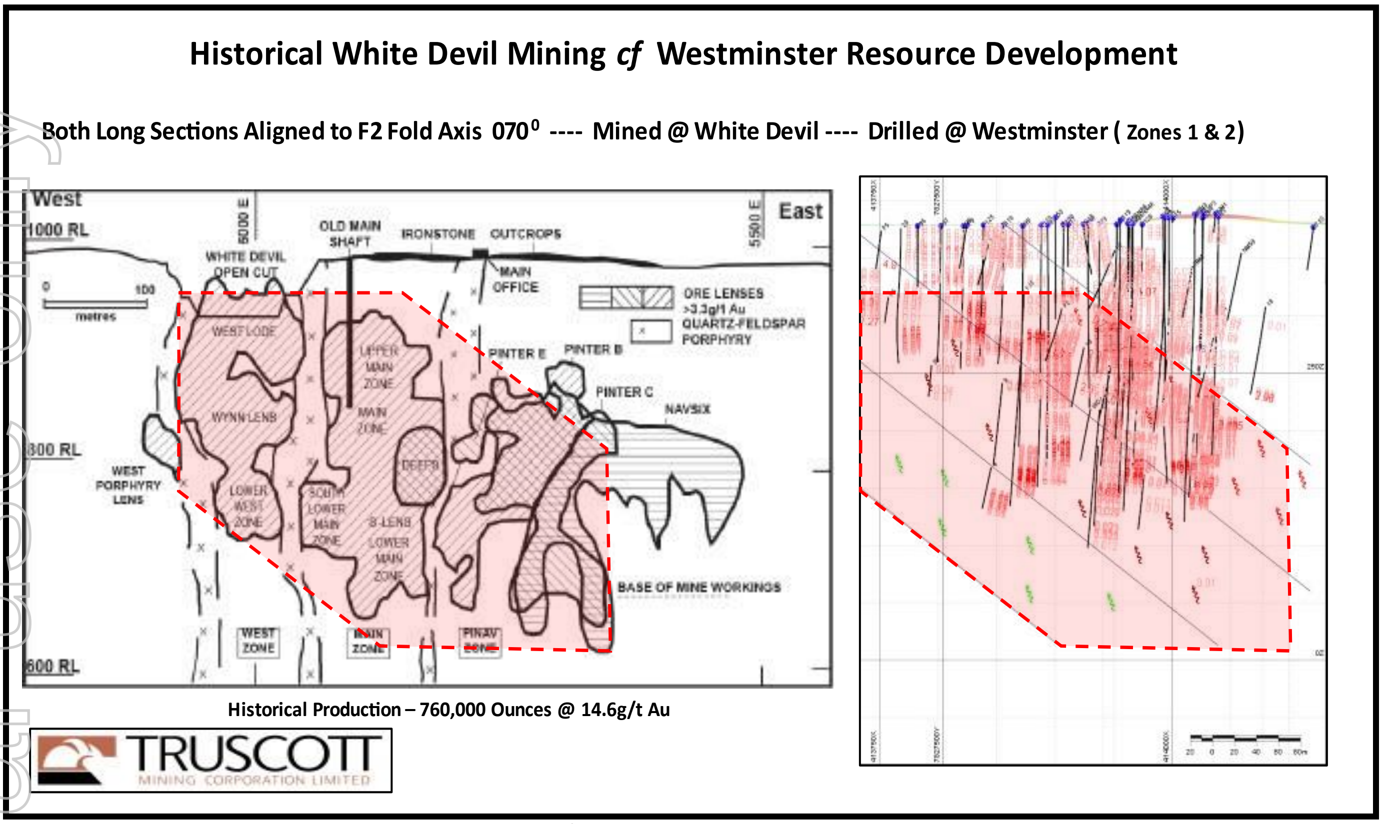


Figure Ten: Dilation Openings Orientated at (070⁰), White Devil Mine - Development at Westminster

Modelling to Provide a Scope for Resource Targeting

White Devil Mine produced 760,000 ounces of gold plus other metal credits, which in today's marketplace has a value approaching Two Billion Dollars.

A composite of long sections (Figure 10), aligned to the F2(087^{0}) fold direction, for both the White Devil Mine, and drilling at Westminster at ore body scale (Fractal Four).

The tenor of the mineralisation intersected in the ore system at Westminster as described earlier is of the same character as that within the White Devil deposit.

Typically, the broadest zones of mineralisation report from intersections deeper in the orebody and in the core of the system.

The long section for Westminster provides a context for observing the drilling completed to date and the scope for ongoing resource extension drilling.

The next step in the analysis is to determine which are the existing drill holes to extend and what the position of any new holes should be.

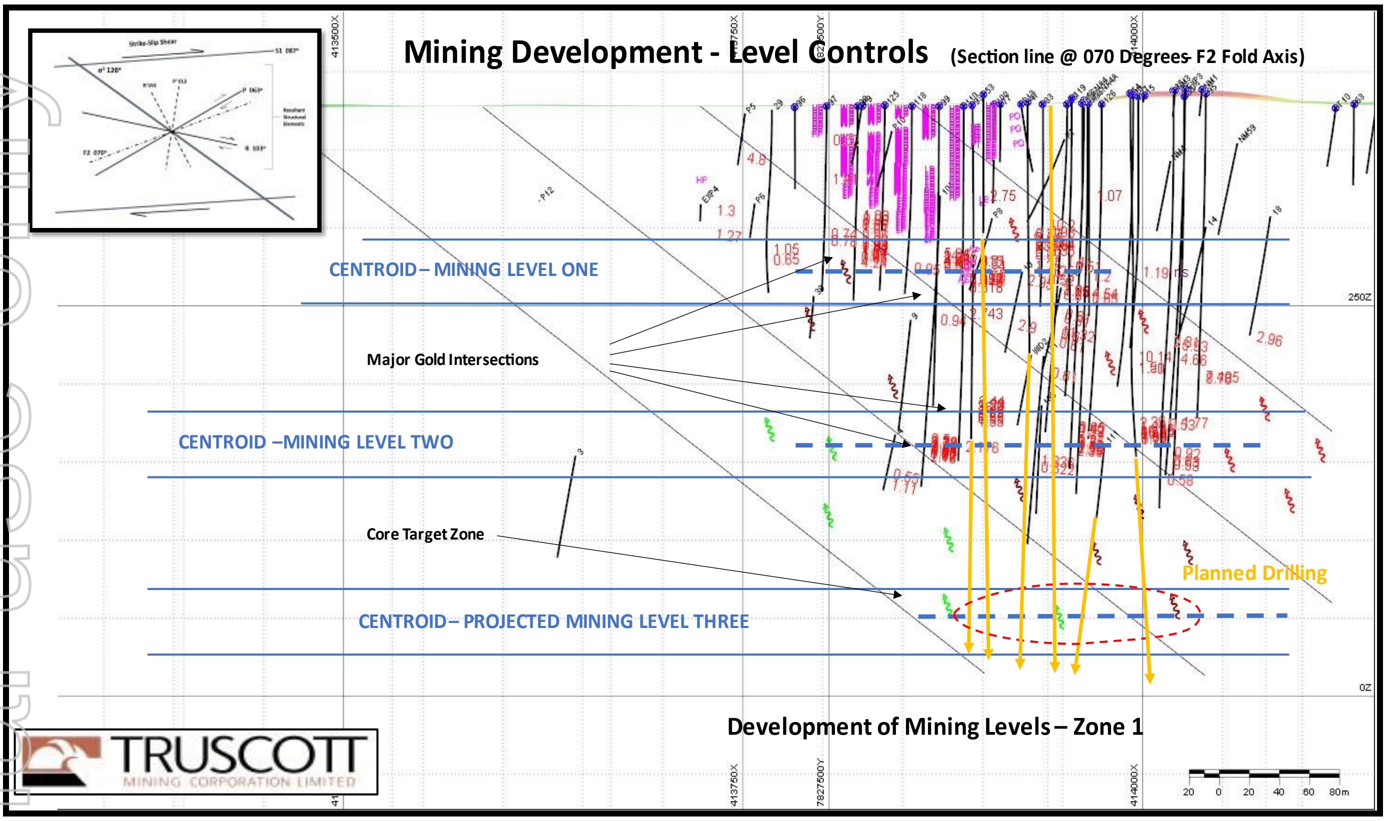


Figure Eleven: Core Target Zone Definition - Westminster - Ore Body One

Defining the Structural Framework to Support – Mine Design

Drilling to date, supported by structural assessment has indicated (Figure 11) that the major ore levels cantered at vertical intervals of 110 metres.

The upper level has a substantial number of drill intersections recorded, the emphasis will be on increasing the number of intersections within level two and establishing a series of intersections within untested level three.

This and the following phases of drilling will be establishing an initial framework for underground mine design and the establishment of grade control drill platforms.

Pre-development the structural framework established will provide a greater understanding of the distribution of mineralisation than that available to the developers of historical mines.

Project Development Area Selection Parameters Established

Truscott's research and development work has indicated the potential for multiple orebodies (Figure 12) existing along particular zones of shear S (087^0) and that more than one line of mineralised shear is evident within the Westminster Project Area. This became a primary consideration when determining the required extent of the proposed area for the extended mining lease.

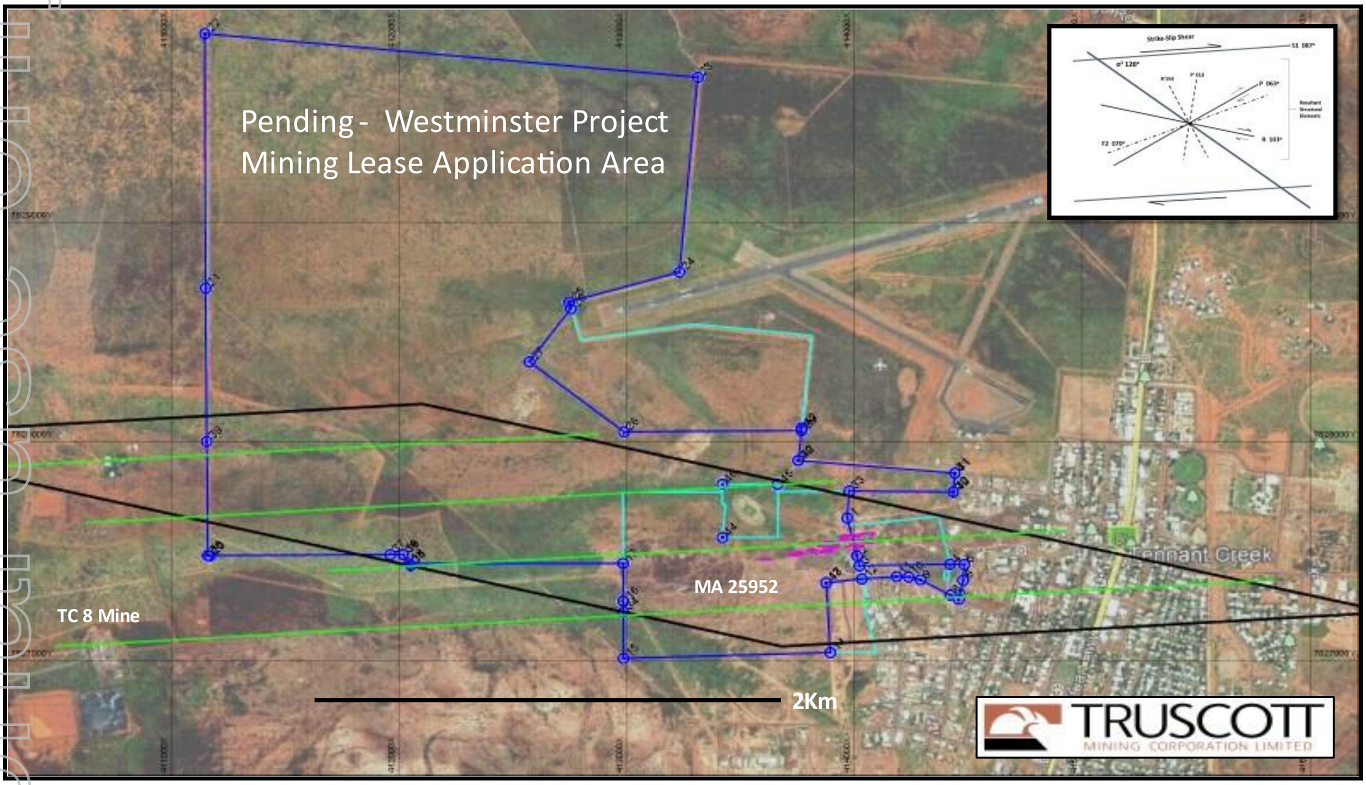


Figure Twelve: Project Area & Logistics – Westminster

During the year, the company installed, a series of two-metre-high steel pegs, to define the boundaries (Figure 12) of the proposed operating area. The survey pegs were located at all corner points and changes of direction along tenement boundaries. The triggering of a full project development schedule will follow the conclusion of the current period of market consolidation.

The nature of the high-grade mineralisation and the selective underground mining techniques shall lead to operations that are of lower energy intensity than typical mining operations. Sufficient additional area is included within the proposed operations area to establish solar power installations and other energy offsetting activities.

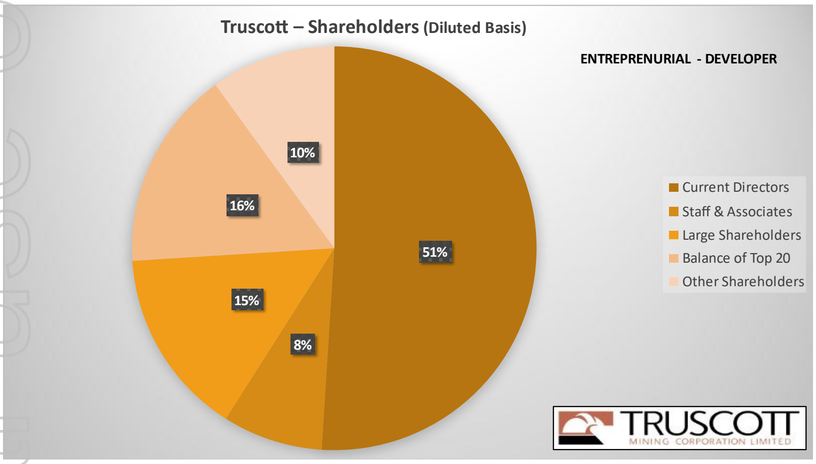
The railway line is approximately five hundred metres to the west of the proposed tenement boundary, a gas pipeline runs through the southern margin of tenure, presenting no impediment to exploration. The proximity to the commercial airstrip is evident as is access via the major Stuart Highway five hundred metres to the east of the proposed tenement boundary.

Issued Capital Controls & Equity Raising → Market Consolidation →

Truscott positioned itself during the year to allow for the current period of consolidation within the gold market to conclude. The strategic position taken, over the longer term, by the company, has seen an enhancement of the dollar value of the underlying asset base occurring with the market price of target minerals increasing by approximately three hundred percent since initiation of exploration activities.

Research and development initiatives establish new understandings with the potential to drive value. In the interim, the intangible value of the company's research and development initiatives shall appreciate by bringing it to the attention of other new explorers in the region to contribute to collective advancement.

Major shareholdings by Directors and Staff on a diluted basis exceed fifty percent, providing a defence against any aggressive external actions related to opportunist re-assessment of the appreciating asset value. A small group of sophisticated long-term investors, with the capacity to understand long term investment, takes the total nominal partition of tightly held shares in the company to an even higher percentage. Considerations on future capital raisings will factor in both market conditions and asset protection.



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

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

Forward-Looking Statements: *This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Truscott Mining Corporations Limited's planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "expect," "intend," "may" "potential," "should," and similar expressions are forward-looking statements. Although Truscott believes that its expectations reflected in these forward- looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that further exploration will result in the estimation of a Mineral Resource.*

Peter N Smith

Peter N Smith
Executive Chairman
Authorised by: By the Board
30 September 2022

Appendix 1

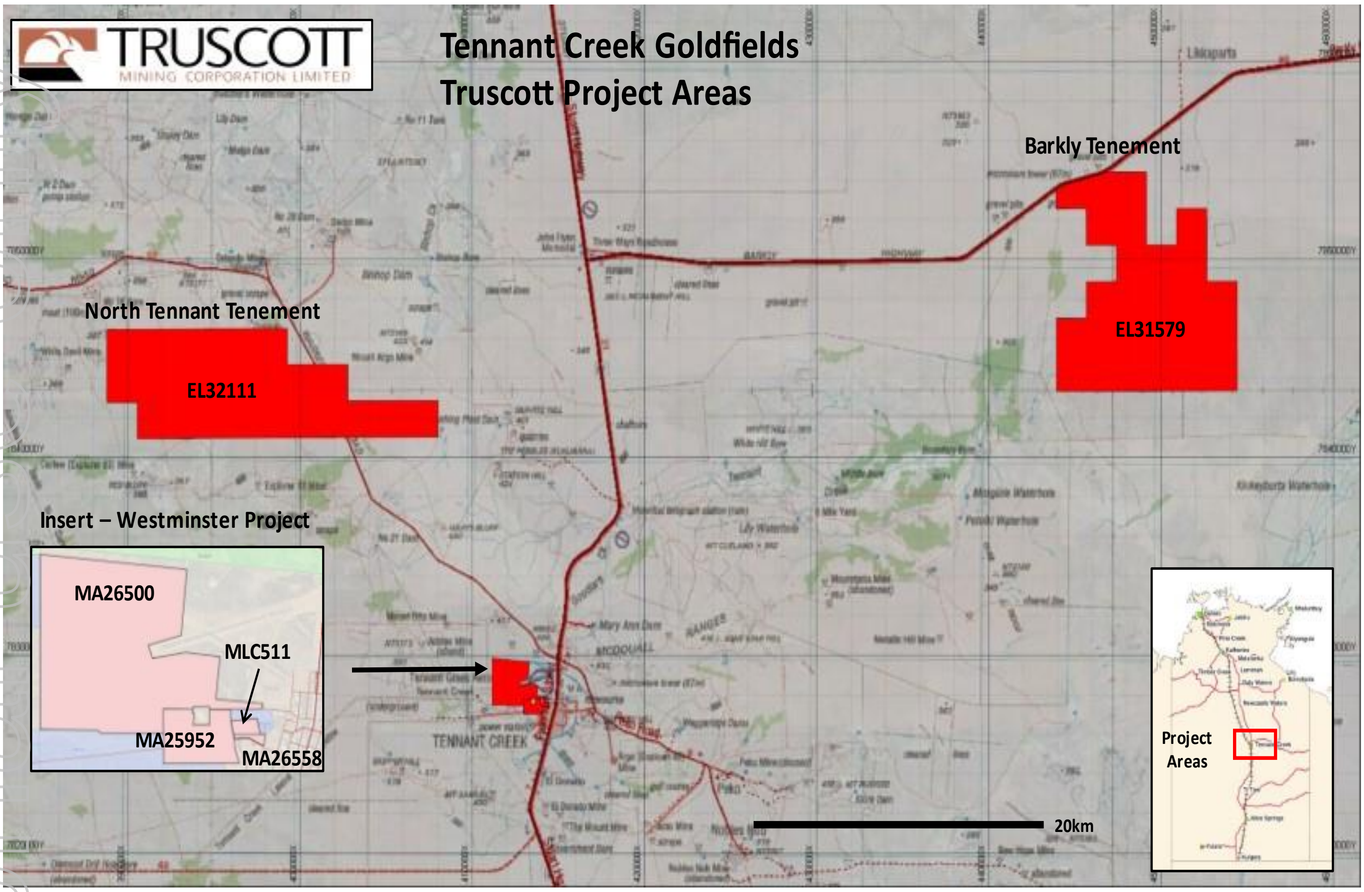


Figure Thirteen: Truscott Exploration & Development Projects

Mining Tenements Held on 30 June 2022 (Table 1)

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

Truscott Mining Corporation Limited's Corporate Governance Arrangements

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

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

The Company sets out below its report in relation to its compliance with the ASX Recommendations and those matters of corporate governance where the Company's practice departs from the ASX Recommendations to the extent that they are currently applicable to the Company. This statement is current as at 30 September 2022 and has been approved by the Board of the Company.

ASX Corporate Governance Principles and Recommendations

1. Principle 1: Lay solid foundations for management and oversight: A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

1.1 **Recommendation**

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.

Compliance with ASX Recommendation: followed

The Company has adopted a Board Charter.

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

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

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

1.2 **Recommendation 1.2**

A listed entity should:

(a) undertake appropriate checks before appointing a 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.

Compliance with ASX Recommendation: followed

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

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

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

1.3 **Recommendation 1.3**

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

Compliance with ASX Recommendation: followed

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

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

1.4 **Recommendation 1.4**

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

Compliance with ASX Recommendation: followed

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

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

1.5 **Recommendation 1.5**

A listed entity should:

(a) have 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:

(A) 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
(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

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

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

As at 30 June 2022, women made up 40% of the total Company. The Board comprises three men, the only employee is a women and we have 1 female casual contractor.

1.6 **Recommendation 1.6**

A listed entity should:

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

Compliance with ASX Recommendation: not followed

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

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

1.7 **Recommendation 1.7**

A listed entity should:

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

Compliance with ASX Recommendation: not followed

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

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

2. Principle 2: Structure the board to be effective and add value: The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

2.1 **Recommendation 2.1**

The board of a listed entity should:

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

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

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

The Company does not have a nomination committee.

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

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

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

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

2.2 **Recommendation 2.2**

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

Compliance with ASX Recommendation: not followed

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

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

2.3 **Recommendation** 2.3

A listed entity should disclose:

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

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

(c) the length of service of each director.

Compliance with ASX Recommendation: followed

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

The Board currently comprises the following members:

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

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

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

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

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

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

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

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

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

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

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

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

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

2.6 **Recommendation 2.6**
A listed entity should have a program for inducting new directors 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.

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

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

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

3. Principle 3: Instil a culture of acting lawfully, ethically and responsibly: A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

3.1 **Recommendation 3.1**
A listed entity should articulate and disclose its values.

3.2 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.

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

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

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

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

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

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

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

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

3.3 Recommendation 3.3

A listed entity should:

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

Compliance with* ASX *Recommendation: followed

The Board has implemented a whistle-blower policy and all employees have been made aware of it. The policy is also included the welcome package to be given to all new employees.

3.4 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 incidents reported under that policy.

The Board has implemented an anti-bribery and corruption policy and all employees have been made aware of it. The policy is also included the welcome package to be given to all new employees.

4. Principle 4: Safeguard the integrity of corporate reports: A listed entity should have appropriate processes to verify the integrity of its corporate reports.

4.1 Recommendation 4.1

The board of a listed entity should:

(a) have an audit committee which:

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

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

Compliance with ASX Recommendation not followed

The Company does not have an Audit Committee as there are only 3 members on the board, none of whom are considered independent.

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

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

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

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

4.2 **Recommendation 4.2**

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

Compliance with ASX Recommendation: followed

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

4.3 **Recommendation 4.3**

A listed entity 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.

Compliance with ASX Recommendation: followed

Any periodic corporate report prepared for release is first reviewed by at least 2 directors prior to release.

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

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

5.1 **Recommendation 5.1**

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

Compliance with ASX Recommendation: followed

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

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

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

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

5.2 **Recommendation 5.2**

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

Compliance with ASX Recommendation: followed

Any director not involved in the preparation of a market announcement is sent a copy prior to its release.

5.3 **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.

Compliance with ASX Recommendation: followed

All disclosures are made to the market prior to any presentations, investors, analysts or conferences.

6. **Principle 6: Respect the rights of security holders: A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.**

6.1 **Recommendation 6.1**

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

Compliance with ASX Recommendation: not followed

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

6.2 **Recommendation 6.2**

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

Compliance with ASX Recommendation: followed

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

The Company communicates with shareholders:

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

6.3 **Recommendation 6.3**

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

Compliance with ASX Recommendation: followed

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

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

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

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

6.4 **Recommendation 6.4**

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

6.5 **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 registry electronically.

Compliance with ASX Recommendation: followed

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

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

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

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

7.1 **Recommendation 7.1**

The board of a listed entity should:

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

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

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

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

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

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

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

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

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

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

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and 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.

Compliance with ASX Recommendation: not followed
As the Board has responsibility for the monitoring of risk management it has not required a formal report regarding the material risks and whether those risks are managed effectively. The Board believes that the Company is currently effectively communicating its significant and material risks to the Board and its affairs are not of sufficient complexity to justify the implementation of a more formal system for identifying, assessing, monitoring and managing risk in the Company.

7.3 **Recommendation 7.3**

A listed entity should disclose:

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

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

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

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

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

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

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

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

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

(a) **Exploration:** The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. The actual costs of exploration may materially differ from those estimated by the Company.

(b) **Title risks:** All exploration leases held by the Company may be subject to overlapping applications. The Company has in place both internal and external land management and land monitoring to ensure appropriate objections are lodged and protection of the leases is maintained.

(c) **Future capital requirements:** The Company will need to raise funding for working capital from time to time. However, there is no guarantee that appropriate or adequate funding will be available.

(d) **Commodity price fluctuations:** The Company's future revenue will depend upon demand and commodity prices for its products.

(e) **Exchange rate fluctuations:** The revenue and/or the expenditure of the Company will be taken into account in Australian and US currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the US dollar and the Australian dollar as determined in international markets.

(f) **Environmental risks:** The operations and activities of the Company are subject to environmental laws and regulations. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.

(g) **Securities market conditions:** As with all securities markets, the price of the Company's shares and other securities is subject to fluctuations in the market.

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

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

8.1 **Recommendation 8.1**

The board of a listed entity should:

(a) have a remuneration committee which:

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

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

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

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

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

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

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

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

8.2 **Recommendation 8.2**

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

Compliance with ASX Recommendation: followed

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

8.3 **Recommendation 8.3**

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

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

Compliance with ASX Recommendation:
The Company does not currently have an equity-based remuneration scheme.

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

The Board of Directors has pleasure in presenting its report on the company for the financial year ended 30 June 2022.

Directors

Names, Qualifications and Experience
The names and details of the company's directors in office at any time during the year ended 30 June 2022 and until the date of this report are as follows. Directors were in office for the entire period.

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

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

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

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

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

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

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

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

Principal Activities
The principal activities of the company are the exploration and development of gold and base metal projects in the Northern Territory. No significant changes in the nature of these activities occurred during the year ended 30 June 2022.

Operating Results
The loss of the company after providing for income tax amounted to $2,671,850 (2021: loss $359,157), 2021 amount was restated – see note 1.

Dividends
No dividend has been declared or paid by the company during the year ended 30 June 2022 and the directors do not at present recommend a dividend.

Review of Operations
Research & Development Activities
Ongoing work during the year focused on further developing the context for exploration by trialling the application of structural models to the company's more recently acquired exploration areas. The work includes auditing of the mathematics utilised to characterise the strike slip stress continuum evident in the Proterozoic rocks and subsequent field proofing of findings.

Financial Position
The net assets of the company were $1,122,118 at 30 June 2022 (2021: $3,489,282). 2021 amount was restated – see note 1.

Significant Changes in the State of Affairs
Other than listed below, there were no significant changes in the state of affairs of the company that occurred during the year ended 30 June 2022.
On 9 July 2021 the Company issued 6,000,000 fully paid ordinary shares at 3.5 cents to sophisticated and professional investors. On 14 July 2021 the 9,000,000 Class K Performance Rights reached their Milestone and were subsequently converted to fully paid ordinary shares on 15 July 2021.
As approved at the AGM on 5 November 2021 the Company issued 3,200,000 Class M performance rights to the Directors in lieu of Director fees for the year ended 30 June 2020 and also issued 2,000,000 Class N performance rights to the executive directors for various sacrifices that had been made on behalf of the Company. Full details of the share issues are included in Note 11 to the Financial Statements. At year end the Directors, in light of the current emphasis on impairment, wrote down the value of deferred exploration expenditure by $2,421,626 – see note 1.

After Balance Date Events
On 29 July 2022 the 5,929,000 Class G Performance Rights, which had reached their Milestone, were converted to fully paid ordinary shares. Other than this issue, the Directors are not aware of any other matter or circumstance since the end of the financial year that has significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs of the company in subsequent financial years.

Business Strategies, Future Developments and Exploration
The conversion of the required parts of the Westminster Project Area, not currently under mining lease entitlements, will be proceeded with to facilitate development. Further work will be undertaken on research and development activities, and updated findings will be provided to other explorers in the region as a social licence to operate initiative. The research and technical inputs to establishing controls over the Westminster Project are at high level. Positive results following from the next test phase is expected to substantiate the findings of the research and development work completed to date and act to further stimulate gold exploration activity for a growing number of participants in the region.

Remuneration Report – audited

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

Remuneration Policy

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

Details of remuneration

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

	Deferred benefits		Short-term benefits		
Name	**Directors' fees $**	**Consulting fees $**	**Consulting fees $**	**Share based payments $**	**Totals $**
Executive directors					
PN Smith					
2022	57,600	109,440	72,960	30,459	270,459
2021	57,600	85,380	71,040	41,353	255,373
MJ Povey					
2022	43,200	12,000	19,200	10,153	84,553
2021	43,200	14,500	19,200	31,015	107,915
Non-executive director					
EE Smith					
2022	43,200	0	0	0	43,200
2021	43,200	0	0	0	43,200
Totals					
2022	**144,000**	**121,440**	**92,160**	**40,612**	**398,212**
2021	**144,000**	**99,880**	**90,240**	**72,368**	**406,488**

For the years ended 30 June 2021 and 2022 Mr PN Smith's Company and Mr MJ Povey's accounting practice elected to invoice less than the minimum amount payable as per their contracts.

In the below table the 2021 figures have been adjusted to reflect that at the 2021 AGM, the shareholders voted to approve the issue of performance rights in lieu of directors' fees and superannuation that were payable for the year ended 30 June 2021. The consulting fees shown above and below have been paid to the directors, or to entities associated with the directors and are also disclosed in Note 16 – Related Party Disclosures. The above consulting fees are not additional to those related party transactions.

	Deferred benefits		Short-term benefits		
Name	**Directors' fees $**	**Consulting fees $**	**Consulting fees $**	**Share based payments $**	**Totals $**
Executive directors					
PN Smith					
2022	57,600	109,440	72,960	30,459	270,459
2021	0	85,380	71,040	68,915	225,335
MJ Povey					
2022	43,200	12,000	19,200	10,153	84,553
2021	0	14,500	19,200	51,686	85,386
Non-executive director					
EE Smith					
2022	43,200	0	0	0	43,200
2021	0	0	0	20,671	20,671
Totals					
2022	**144,000**	**121,440**	**92,160**	**40,612**	**398,212**
2021	**0**	**99,880**	**90,240**	**141,272**	**331,392**

As approved at the 2021 AGM, the directors' fees and superannuation payable for the year ended 30 June, 2021 were replaced with Class M performance rights. The above 2021 share based payments were independently valued using the Monte Carlo simulation methodology.

At the AGM held on 5 November 2021 the shareholders also approved the issue of Class N Performance Rights to the Executive Directors as follows:

	Class N Rights value $	Number of rights
Mr PN Smith	30,459	1,500,000
Mr MJ Povey	10,153	500,000
Totals	**40,612**	**2,000,000**

These rights values were independently valued using the Monte Carlo simulation methodology and were issued in recognition of sacrifices made to the company for the year ended 30 June 2021.
For the unpaid consulting fees (net of GST) from 1 July 2014 to 30 June 2022, the directors have agreed to defer payment, free of interest, the following amounts until 31 December 2023, or until the Company has the necessary funding to move onwards with exploration of the Company's projects:

	2022 $	2014 to 2021 $	Totals $
Mr PN Smith	109,440	715,084	824,524
Mr MJ Povey	12,000	137,340	149,340
Totals	**121,440**	**852,424**	**973,864**

The above amounts are included in non-current trade and other payables.

(1) In order to conserve cash for research, exploration and working capital purposes the directors have agreed to receive Class O Performance rights, subject to shareholder approval, for the director fees that were payable for the year ended 30 June 2022. These Class O Performance rights will only be issued if approved by the shareholders and will only subsequently convert to fully paid ordinary shares if a milestone is reached.

Under the proposed milestone for the Class O rights, each right will automatically convert into one Fully Paid Ordinary Share, as long as the Fully Paid Ordinary shares have an average last sale price, whether traded or not, on closing on ASX of at least 7 cents on 20 consecutive trading days. The rights will expire 4 years from the date of issue. Even if the milestone is reached, the rights will not vest before 1 July 2023. Provided the milestone has been reached before the expiry date, they will not expire.

In the event that the Class O rights issue is approved at the 2022 AGM, then the remuneration would be as per the below table:

	Deferred benefits		**Short-term benefits**	**Share based payments**		
Name	**Directors' fees $**	**Consulting**	**Consulting fees $**	**Valuation $**	**Deemed value $**	**Totals $**
Executive directors						
PN Smith						
2022	0	109,440	72,960	30,459	57,600	270,459
2021	0	85,380	71,040	68,915	0	255,373
MJ Povey						
2022	0	12,000	19,200	10,153	43,200	84,553
2021	0	14,500	19,200	51,686	0	85,386
Non-executive director						
EE Smith						
2022	0	0	0	0	43,200	43,200
2021	0	0	0	20,671	0	20,671
Totals						
2022	**0**	**121,440**	**92,160**	**40,612**	**144,000**	**398,212**
2021	**0**	**99,880**	**90,240**	**141,272**	**144,000**	**331,392**

The above table assumes that the deemed value of the proposed Class O Performance rights to be granted in lieu of the directors' fees is equal to the cash value of the fees.
Note: If approved by the Members at the 2022 AGM, the actual value of the Class O Rights will be independently determined as at the date of their grant.

The number of Class O Performance Rights in lieu of director fees proposed to be issued for 2022, and the Class M Performance Rights issued in 2021 were:

	2022 Class O Proposed	2021 Class M Issued
Mr P N Smith	2,450,000	1,280,000
Mr M J Povey	1,850,000	960,000
Mr EE Smith	1,850,000	960,000
Total	**6,150,000**	**3,200,000**

In the event that the performance rights to be issued in lieu of the Directors' fees is not approved by the shareholders at the 2022 AGM, the directors have agreed to defer payment of the Directors' fees until after 31 December 2023, or until the Company has the necessary funding to move onwards with exploration of the Company's projects.

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

30 June 2022	**Balance at Beginning of Year**	**Shares acquired from conversion of rights**	**Shares purchased**	**Shares sold**	**Balance at End of Year**
Peter N Smith	28,187,453	3,600,000	1,700,398	0	33,487,851
Michael J Povey	7,854,944	2,430,000	0	954,100	9,330,844
Ewan E Smith	18,920,400	2,700,000	576,000	0	22,196,400
	54,962,797	**8,730,000**	**2,276,398**	**954,100**	**65,015,095**

The above shareholdings include both direct and indirect holdings as at 30 June 2022.

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

30 June 2021	Balance at Beginning of Year	Shares acquired from conversion of rights	Shares purchased during the Year	Balance at End of Year
Peter N Smith	24,171,553	3,600,000	415,900	28,187,453
Michael J Povey	5,424,944	2,430,000	0	7,854,944
Ewan E Smith	15,924,893	2,700,000	295,507	18,920,400
	45,521,390	**8,730,000**	**711,407**	**54,962,797**

The above shareholdings include both direct and indirect holdings as at 30 June 2021.

Director Performance Rights Holdings – year ended 30 June 2022

The number of performance rights directly held by each Director of the Company during the financial year were as follows:

	Balance at beginning of year	Granted as remuner-ation during the year	Expired or converted during the year	Balance at end of year	Vested during the year	Not vested	Vested and unexer-cisable
Peter N Smith							
Class E rights	2,200,000	0	2,200,000(1)	0	0	0	0
Class F rights	2,200,000	0	2,200,00091)	0	0	0	0
Class G rights	3,388,000	0	0	3,388,000	0	0	0
Class H rights	3,388,000	0	0	3,388,000	0	0	3,388,000
Class J rights	3,600,000	0	0	3,600,000	0	0	3,600,000
Class K rights	3,600,000	0	3,600,000(2)	0	3,600,000	0	0
Class L rights	3,000,000	0	0	3,000,000	3,000,000	0	0
Class M rights	0	1,280,000	0	1,280,000	0	1,280,000	1,280,000
Class N Rights	0	1,500,000	0	1,500,000	0	1,500,000	1,500,000
Michael J Povey							
Class E rights	1,650,000	0	1,650,000(1)	0	0	0	0
Class F rights	1,650,000	0	1,650,000(1)	0	0	0	0
Class G rights	2,541,000	0	0	2,541,000	0	0	2,541,000
Class H rights	2,541,000	0	0	2,541,000	0	0	2,541,000
Class J rights	2,700,000	0	0	2,700,000	2,700,000	0	2,700,000
Class K rights	2,700,000	0	2,700,000(2)	0	2,700,000	0	0
Class L rights	2,250,000	0	0	2,250,000	2,250,000	0	0
Class M rights	0	960,000	0	960,000	0	960,000	960,000
Class N rights	0	500,000	0	500,000	0	500,000	500,000
Ewan E Smith							
Class K rights	2,700,000	0	2,700,000 (2)	0	2.700.000	0	0
Class M rights	0	960,000	0	960,000	0	960,000	960,000
Totals:							
Class E rights	3,850,000	0	3,850,000(1)	0	0	0	0
Class F rights	3,850,000	0	3,850,000(1)	0	0	0	0
Class G rights	5,929,000	0	0	5,929,000	0	0	0
Class H rights	5,929,000	0	0	5,929,000	0	0	5,929,000
Class J rights	6,300,000	0	0	6,300,000	0	0	6,300,000
Class K rights	9,000,000	0	9,000,000(2)	0	9,000,000	0	0
Class L rights	5,250,000	0	0	5,250,000	5,250,000	0	0
Class M rights	0	3,200,000	0	3,200,000	0	3,200,000	3,200,000
Class N rights	0	2,000,000	0	2,000,000	0	2,000,000	2,000,000

(1) Expired
(2) Converted

Director Performance Rights Holdings – year ended 30 June 2021

The number of performance rights directly held by each Director of the Company during 2021 financial year were as follows:

	Balance at beginning of year	Granted as remuner-ation during the year	Expired during the year	Balance at end of year	Vested during the year	Not vested	Vested and unexercisable
Peter N Smith							
Class C rights	1,500,000	0	1,500,000(1)	0	0	0	0
Class D rights	1,500,000	0	1,500,000(1)	0	0	0	0
Class E rights	2,200,000	0	0	2,200,000	0	0	2,200,000
Class F rights	2,200,000	0	0	2,200,000	0	0	2,200,000
Class G rights	3,388,000	0	0	3,388,000	0	0	3,388,000
Class H rights	3,388,000	0	0	3,388,000	0	0	3,388,000
Class I rights	3,600,000	0	3,600,000(2)	0	3,600,000	0	0
Class J rights	3,600,000	0	0	3,600,000	3,600,000	0	3,600,000
Class K rights	0	3,600,000	0	3,600,000	0	3,600,000	0
Class L rights	0	3,000,000	0	3,000,000	0	3,000,000	0
Michael J Povey							
Class C rights	1,100,000	0	1,100,000(1)	0	0	0	0
Class D rights	1,100,000	0	1,100,000(1)	0	0	0	0
Class E rights	1,650,000	0	0	1,650,000	0	0	1,650,000
Class F rights	1,650,000	0	0	1,650,000	0	0	1,650,000
Class G rights	2,541,000	0	0	2,541,000	0	0	2,541,000
Class H rights	2,541,000	0	0	2,541,000	0	0	2,541,000
Class I rights	2,700,000	0	2,700,000(2)	0	2,700,000	0	0
Class J rights	2,700,000	0	0	2,700,000	2,700,000	0	2,700,000
Class K rights	0	2,700,000	0	2,700,000	0	2,700,000	0
Class L rights	0	2,250,000	0	2,250,000	0	2,250,000	0
Ewan E Smith							
Class I rights	2,700,000	0	2,700,000(2)	0	2.700.000	0	0
Class K rights	0	2,700,000	0	2,700,000	0	2,700,000	0
Totals:							
Class C rights	3,700,000	0	3,700,000(1)	0	0	0	0
Class D rights	2,600,000	0	2,600,000(1)	0	0	0	0
Class E rights	3,850,000	0	0	3,850,000	0	0	3,850,000
Class F rights	3,850,000	0	0	3,850,000	0	0	3,850,000
Class G rights	5,929,000	0	0	5,929,000	0	0	5,929,000
Class H rights	5,929,000	0	0	5,929,000	0	0	5,929,000
Class I rights	9,000,000	0	9,000,000(2)	0	9,000,000	0	0
Class J rights	6,300,000	0	0	6,300,000	6,300,000	0	6,300,000
Class K rights	0	9,000,000	0	9,000,000	0	9,000,000	0
Class L rights	0	5,250,000	0	5,250,000	0	5,250,000	0

Other KMP Transactions

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

(1) Expired
(2) Converted

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

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

Mr PN Smith	$57,600
Mr MJ Povey	$43,200
Mr EE Smith	$43,200

- Minimum annual consultancy fees payable are:

Mr PN Smith	$230,400
Mr MJ Povey	$43,200
Mr EE Smith	$nil

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

Mr PN Smith	120 days	$2,400 per day
Mr MJ Povey	48 days	$1,800 per day
Mr EE Smith	36 days	$1,800 per day

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

End of Remuneration Report

Unlisted Share Options
There were no options on issue at any time during the year ended 30 June 2022.

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

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

There were no fees for non-audit services paid or payable to the external auditors during the year ended 30 June 2022.

Auditors' Independence Declaration
The auditors' independence declaration for the year ended 30 June 2022 has been received and can be found on page 30 of the Financial Report.

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

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

Directors' Meetings
During the financial year, 2 meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

	Directors' meetings	
	Number eligible to attend	**Number attended**
Director		
PN Smith	8	8
MJ Povey	8	8
EE Smith	8	8

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

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

Environmental Regulations and Native Title

Environmental
For exploration and mining licenses; MLC511, MA25952, MA26500, MA26558, EL31579 and EL32111 and the primary legislation in force is the Northern Territory Mining Management Act 2002, section 35 of which requires the application for authorisation of a Mine Management Plan on an annual basis.

Native Title
For activity zones within exploration and mining licenses; MLC511, MA25952, MA26500, MA26558, EL31579 and EL32111 an authority has been issued by the Aboriginal Areas Protection Authority for exploration and mining, including the construction of infrastructure.

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

DIRECTOR	DIRECTOR

Signed at Nedlands this 30th day of September 2022

SW Accountants & Advisors

Take the lead

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE *CORPORATIONS ACT 2001* TO THE DIRECTORS OF TRUSCOTT MINING CORPORATION LIMITED

As lead auditor, I declare that, to the best of my knowledge and belief, during the year ended 30 June 2022 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit, and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

SW Audit

SW Audit (formerly ShineWing Australia)
Chartered Accountants

Richard Gregson

Richard Gregson
Partner

Perth, 30 September 2022

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 June 2022

	NOTES	2022 $	2021 (restated) $
Other income	2	75,096	10,014
Consultants		(12,136)	(15,664)
Depreciation		(763)	(48)
Compliance and regulatory expenses		(89,995)	(87,624)
Directors' remuneration		(184,612)	(216,368)
Superannuation expenses		(1,392)	(1,351)
Employee benefits expense		(13,860)	(14,135)
Impairment of deferred exploration and evaluation expenditure		2,421,626	0
Administration expenses		(22,581)	(33,981)
Loss before income tax	3	(2,671,850)	(359,157)
Income tax expense	4	0	0
Loss for the year		(2,671,850)	(359,157)
Other comprehensive income			
Other comprehensive income for the year, net of tax		0	0
Total comprehensive loss for the year		(2,671,850)	(359,157)
Earnings per share			
Basic and diluted earnings per share – cents	14	(1.764)	(0.286)

The accompanying notes form part of these financial statements

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

AS AT 30 June 2022

	NOTES	2022	2021 (restated)
		$	$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	13	59,596	62,650
Trade and other receivables	5	105,502	74,357
Other assets	6	7,188	7,740
TOTAL CURRENT ASSETS		172,286	144,747
NON-CURRENT ASSETS			
Trade and other receivables	7	41,100	41,100
Plant and equipment	8	4,989	3,697
Deferred exploration and evaluation expenditure	9	2,392,195	4,688,080
TOTAL NON-CURRENT ASSETS		2,438,284	4,732,877
TOTAL ASSETS		2,610,570	4,877,624
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	10	46,424	48,899
TOTAL CURRENT LIABILITIES		46,424	48,899
NON-CURRENT LIABILITIES			
Trade and other payables	11	1,276,528	1,142,944
Loan – director		165,500	196,500
TOTAL NON-CURRENT LIABILITIES		1,442,028	1,339,444
TOTAL LIABILITIES		1,488,452	1,388,343
NET ASSETS		1,122,118	3,489,282
EQUITY			
Issued capital	12	9,233,528	8,883,173
Reserves	13	335,635	381,303
Accumulated losses		(8,447,045)	(5,775,195)
TOTAL EQUITY		1,122,118	3,489,281

The accompanying notes form part of these financial statements

FOR THE YEAR ENDED 30 June 2022

	Ordinary shares	Accumulated losses	Reserves	Total
	$	**$**	**$**	**$**
Balance at 30 June 2020 (As previously reported)	8,683,434	(5,416,038)	137,181	3,404,577
Prior year error (Note 1)	0	0	30,970	30,970
Balance at 30 June 2020 (restated)	8,683,434	(5,416,038)	168,151	3,435,547
Loss for the year	0	(359,157)	0	(359,157)
Total comprehensive loss for the year	0	(359,157)	0	(359,157)
Transactions with owners of the Company				
Shares issued during the year	202,000	0	0	202,000
Rights issued during the year	0	0	227,552	227,552
Rights converted during the year	14,400	0	(14,400)	-
Transaction costs	(16,661)	0	0	(16,661)
Balance at 30 June 2021 (restated)	8,883,173	(5,775,195)	381,303	3,489,281
Loss for the year	0	(2,671,850)	0	(2,671,850)
Total comprehensive loss for the year	0	(2,671,850)	0	(2,671,850)
Transactions with owners of the Company				
Shares issued during the year	210,000	0	0	210,000
Rights issued during the year	0	0	109,516	109,516
Rights converted during the year	155,184	0	(155,184)	(155,184)
Transaction costs	(14,829)	0	0	(14,829)
Balance at 30 June 2022	9,233,528	(8,447,045)	335,635	1,122,118

The accompanying notes form part of these financial statements

TRUSCOTT MINING CORPORATION LIMITED
ABN: 31 116 420 378
STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 June 2022

	NOTES	2022	2021
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		19	14
Payments to suppliers and employees		(127,563)	(121,766)
Covid-19 cashflow boost		0	10,000
Net cash (used) in operating activities	14(a)	(127,544)	(111,752)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation expenditure Net of R&D tax offset		(37,047)	(14,778)
Payment for computer equipment		(2,634)	0
Net cash used in from investing activities		(39,681)	(14,778)
CASH FLOWS FROM FINANCING ACTIVITIES			
Share issues		210,000	200,000
Capital raising costs		(14,829)	(16,661)
Loan from director		0	35,500
Repayment of director loan		(31,000)	(30,500)
Net cash provided by financing activities		164,171	188,339
Net (decrease)/ increase in cash held		(3,054)	61,809
Cash and cash equivalents at beginning of financial year		62,650	841
Cash and equivalents at end of financial year	14(b)	59,596	62,650

The accompanying notes form part of these financial statements

FOR THE YEAR ENDED 30 June 2022

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

The principal accounting policies adopted in the preparation of the financial report are set out below.
The financial statements were authorised for issue on 30 September 2022 by the Directors of the company.

(a) Basis of preparation

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

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

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

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

(b) Going concern

For the year ended 30 June 2022, the Company incurred a loss of $2,671,850 and had net cash outflows of $167,225 from operating and investing activities as disclosed in the Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash flows respectively. As a result of the need for continued cash outflows for future operating and investment activities the Directors have assessed the Company's ability to continue as a going concern and to pay its debts as and when they fall due.

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

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

- Directors have agreed to accept Performance Rights (subject to shareholder approval) in lieu of directors' fees for the year ended 30 June 2022 and have represented to the company that if the shareholder approval is not received, no directors' fees existing at 30 June 2022 will be payable prior to 31 December 2023 and that no consulting fees payable to directors or director associated entities that are unpaid at 15 July 2022 will be paid until 31 December 2023, or until the Company has the necessary funding to move onwards with exploration of the Company's projects;
- The Company expects to receive funds from the ATO of $94,728 resulting from an R&D concession claim for the 2021/22 financial year;
- Planning for a placement to a number of sophisticated and/or institutional investors to raise a further $250,000; and
- Negotiating a joint venture arrangement over some of the tenements of the Company which would result in an injection of funds into the Company.

Accordingly, the Directors have prepared the Financial Report on a going concern basis. As such, the financial statements do not include any adjustments as to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the entity not continue as a going concern. In the event that the Company is not able to achieve above requirements, there is a material uncertainty whether the Company will continue as a going concern and realise its assets and extinguish liabilities in the normal course of business and at the amounts stated in this financial report.

(c) Revenue

Interest revenue is recognised using the effective interest rate method.

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

(d) Income tax

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

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

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

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

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

FOR THE YEAR ENDED 30 June 2022

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

(d) Income tax (cont'd)

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

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

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

(e) Financial instruments

Recognition and initial measurement

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

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

Loans and receivables

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

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

Financial liabilities

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

(f) Impairment of assets

At the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (e.g. in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

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

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

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

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

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

(g) Cash and cash equivalents

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

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

(h) Plant and Equipment

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

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

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

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

Depreciation

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

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

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

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

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

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

(i) Deferred exploration and evaluation expenditure carried forward

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

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

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

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

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

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

(j) Trade and other payables

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

FOR THE YEAR ENDED 30 June 2022

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

(k) Employee benefits

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

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

(l) Issued capital

Ordinary shares are classified as equity.

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

(m) Goods and services tax (GST)

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

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

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

(n) Provisions

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

(o) Research & Development Tax Incentive

The R&D tax incentive is offset against the R&D expenditure incurred in gaining the tax offset. The amount receivable for the tax offset is recorded in the year in which the R&D expenditure was incurred and when the requirements under AASB 120 have been met.

(p) Critical Accounting Estimates and Judgments

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

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

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

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

FOR THE YEAR ENDED 30 June 2022

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

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

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

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

In the year ended 30 June 2022, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for annual reporting periods commencing on or after 1 July 2021.

(r) Restatement of expired rights

In completing the financials for 30 June 2022 it was noted that the Company was not complying with the conditions of AASB 2 Share-based payments and, a balance that was a deposit was being recognised as exploration expenditure when it should have been reclassified to non-current trade and other receivables. The Company has restated its opening retained earnings as disclosed in the statement of changes in equity and the balance sheet and profit or loss have been restated as below.

Adjustments made to the statement of financial position
As at 30 June 2021

	Previously reported $	Effect of the restatement $	As presented $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	62,650	0	62,650
Trade and other receivables	74,357	0	74,357
Other assets	7,740	0	7,740
TOTAL CURRENT ASSETS	144,747	0	144,747
NON-CURRENT ASSETS			
Trade and other receivables	0	41,100	41,100
Plant and equipment	3,697	0	3,697
Deferred exploration and evaluation expenditure	4,729,180	(41,100)	4,688,080
TOTAL NON-CURRENT ASSETS	4,729,180	0	4,732,877
TOTAL ASSETS	4,877,624	0	4,877,624
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	48,899	0	48,899
TOTAL CURRENT LIABILITIES	48,899	0	48,899
NON-CURRENT LIABILITIES			
Trade and other payables	1,142,944	0	1,142,944
Loan – director	196,500	0	196,500
TOTAL NON-CURRENT LIABILITIES	1,339,444	0	1,339,444
TOTAL LIABILITIES	1,388,343	0	1,388,343
NET ASSETS	3,489,282	0	3,489,282
EQUITY			
Issued capital	8,883,173	0	8,883,173
Reserves	295,473	85,830	381,303
Accumulated losses	(5,689,365)	(85,830)	(5,775,195)
TOTAL EQUITY	3,489,281	0	3,489,281

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

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

Adjustments made to the statement of profit or loss and other comprehensive income
For the year ended 30 June 2021

	As previously presented $	Effect of the restatement $	As presented $
Other income	64,874	(54,860)	10,014
Consultants	(15,664)	0	(15,664)
Depreciation	(48)	0	(48)
Compliance and regulatory costs	(87,624)	0	(87,624)
Directors' remuneration	(216,368)	0	(216,368)
Superannuation expenses	(1,351)	0	(1,351)
Employee benefits expense	(14,135)	0	(14,135)
Administration expenses	(33,981)	0	(33,981)
Net loss	(304,297)	(54,860)	(359,157)

2. OTHER INCOME

	2022 $	2021 $
Interest received from other persons	19	14
Gain on share-based payments	75,096	0
Covid-19 cashflow boost	0	10,000
Total revenue	75,115	10,014

3. AUDITORS REMUNERATION

Auditor's remuneration for audit or review of the financial reports of the company		
SW Audit	20,475	0
Walker Wayland Audit	7,400	26,261
Remuneration for other services	0	0
Total remuneration	27,875	26,261

4. INCOME TAX EXPENSE

(a) Income tax (benefit)/expense	**2022**	**2021**
Current income tax	0	0
Deferred tax		
Current year	0	0
Adjustment in respect of prior year	0	0
	0	0

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

Loss from continuing operations before income tax expense	(2,671,850)	(359,157)
Tax at the Australian tax rate of 25.0% (2021 26.0%)	(667,962)	(93,381)
Blackhole expenditure	(1,669)	(1,601)
Other expenses	(65,494)	(61,811)
Temporary differences	67,163	63,412
Tax losses	667,962	93,381
Income tax attributable to the Company	0	0

4. INCOME TAX EXPENSE (cont'd)

(c) Deferred tax liabilities/assets

	Opening balance	Movement	Closing Balance
Deferred tax liabilities			
Deferred exploration expenditure	1,237,366	(38,773)	1,198,593
Other	1,367	645	2,012
Deferred tax assets			
Accrued expenses & non-current creditors	(63,591)	1,781	(61,810)
Capital raising costs	(985)	(2,677)	(3,662)
Tax losses carried forward	(1,876,210)	(7,698)	(1,883,908)
Deferred tax asset not recognised	702,053	46,722	748,775
Net deferred tax liabilities as at 30 June 2021	0	0	0
Deferred tax liabilities			
Deferred exploration expenditure	1,198,593	(620,071)	578,522
Other	2,012	(215)	1,797
Deferred tax assets			
Accrued expenses & non-current creditors	(61,810)	1,500	(60,310)
Capital raising costs	(3,662)	(1,897)	(5,559
Tax losses carried forward	(1,883,908)	(43,154)	(1,927,062)
Deferred tax asset not recognised	748,775	663,837	1,412,612
Net deferred tax liabilities as at 30 June 2022	0	0	0

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

5. TRADE AND OTHER RECEIVABLES – CURRENT

	2022 $	2021 $
GST credit due	10,774	8,357
R&D tax concession amount	94,728	66,000
	105,502	74,357

6. OTHER CURRENT ASSETS

Prepayments	7,188	7,740
	7,188	7,740

7. TRADE AND OTHER RECEIVABLES – NON-CURRENT

Refundable security deposits	41,100	41,100
	41,100	41,100

8. PROPERTY PLANT AND EQUIPMENT

Leasehold improvements – at cost	3,746	3,746
Less accumulated depreciation	(3,419)	(3,361)
	327	385
Office furniture and equipment – at cost	6,339	11,950
Less accumulated depreciation	(4,377)	(11,859)
	1,962	91
Motor vehicle – at cost	26,561	26,561
Less accumulated depreciation	(25,338)	(25,056)
	1,223	1,505
Field equipment – at cost	35,018	35,018
Less accumulated depreciation	(33,542)	(33,302)
	1,476	1,716
	4,988	3,697

FOR THE YEAR ENDED 30 June 2022

8. PROPERTY PLANT AND EQUIPMENT (cont'd)

Movements in carrying amounts

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

	Building Improvements	Office furniture and equipment	Field equipment	Motor Vehicle	Totals
Balance at 1 July 2020	454	139	2,008	1,852	4,453
Additions	0	0	0	0	0
Disposals	0	0	0	0	0
Revaluation increments/decrements	0	0	0	0	0
Depreciation expense	(69)	(48)	(292)	(347)	(756)
Balance at 1 July 2021	385	91	1,716	1,505	3,697
Additions	0	2,634	0	0	2,634
Disposals/write-offs	0	(57)	0	0	(57)
Revaluation increments/decrements	0	0	0	0	0
Depreciation expense	(58)	(706)	(240)	(282)	(1,286)
Balance at 30 June 2022	327	1,962	1,476	1,223	4,988

9. DEFERRED EXPLORATION AND EVALUATION EXPENDITURE

	2022	2021
	$	**$**
Tenement acquisition costs – at cost	78,107	78,107
Security deposits – at cost	41,100	41,100
Deferred exploration expenditure – at cost	4,843,252	4,686,168
R&D tax offset – accrued for the year	(107,538)	(76,195)
Impairment	(2,421,626)	0
	2,433,295	4,729,180
Carrying amount at beginning of year	4,729,180	4,618,720
Deferred exploration and evaluation expenditure incurred	233,279	186,655
R&D tax offset – accrued for the year	(107,538)	(76,195)
Impairment	(2,421,626)	0
Carrying amount at end of year (at cost)	2,433,295	4,729,180

The ultimate recoupment of the above deferred exploration expenditure is dependent upon the successful development and commercial exploitation or, alternatively, sale of the respective areas of interest. All of the above expenditure relates to exploration phase.

For understandability the amount of the accumulated R&D that has been offset is disclosed in aggregate:

10 TRADE AND OTHER PAYABLES – CURRENT

Sundry payables and accrued expenses	46,424	48,899
	46,424	48,899

11. TRADE AND OTHER PAYABLES – NON-CURRENT

Amounts due to related parties:		
Consulting fees	1,071,250	937,666
Directors' fees	205,278	205,278
	1,276,528	1,142,944

The directors have agreed to defer receipt of some consulting fees, interest free, until after 31 December 2023 or until the Company has the necessary funding to move onwards with exploration of the Company's projects.

In order to conserve cash for research, exploration and working capital purposes the directors have agreed to receive Class O performance rights with a milestone attached, subject to shareholder approval, for their director fees that are payable for the year ended 30 June 2022. These performance rights will only be issued if approved by the shareholders and will only subsequently convert to fully paid ordinary shares if the milestone is reached. Under the proposed milestone for the rights, each right will automatically convert into one Fully Paid Ordinary Share, as long as the Fully Paid Ordinary shares have an average last sale price, whether traded that day or not, on closing on ASX of at least 7 cents on 20 consecutive days. Even if the milestone is reached the rights will not vest before 1 July 2023. At the 2021 AGM shareholder approval was given for performance rights to be issued in lieu of the executive directors' fees payable for the year ended 30 June 2021. Please refer to the remuneration report within the Directors' report for full details. Where there is no shareholder approval for the above, all directors have agreed to not request payment until after 31 December 2023 or until the company has the capacity to pay.

FOR THE YEAR ENDED 30 June 2022

12. ISSUED CAPITAL

a) **Ordinary Shares**

(i) Issued and paid-up capital
151,941,544 (2021:136,941,544) fully paid ordinary shares

	2022		2021	
	No. of Shares	**$**	**No. of Shares**	**$**
(ii) Movements in shares on issue				
Opening balance	136,941,544	8,883,173	117,841,544	8,683,434
Shares issued on 25/09/2020	0	0	5,100,000	102,000
Shares issued on 12/11/2020	0	0	5,000,000	100,000
Shares issued on 28/05/2021	0	0	9,000,000	14,400
Shares issued on 09/07/2021	6,000,000	210,000	0	0
Shares issued on 15/07/2021	9,000,000	155,184	0	0
	151,941,544	9,248,357	136,941,544	8,899,834
Less costs of issues	0	(14,829)	0	(16,661)
Closing balance	151,941,544	9,233,528	136,941,544	8,883,173

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

Share issues:

During the year ended 30 June 2022 the following shares were issued:

On 09/07/2021 6,000,000 fully paid ordinary shares were issued at 3.5 cents to professional investors

On 15/07/2021 9,000,000 fully paid ordinary shares were issued on conversion of Class K Performance Rights at a deemed value of 4.9 cents

During the year ended 30 June 2021 the following shares were issued:

On 25/09/2020 5,000,000 fully paid ordinary shares were issued at 2 cents with 1 for 2 free attached 4 cent options to professional investors

On 25/09/2020 200,000 fully paid ordinary shares were issued at 2 cents to a contractor for services

On 12/11/2020 5,000,000 fully paid ordinary shares were issued at 2 cents with 1 for 2 free attached 4 cents options to professional investors

On 28/05/2021 9,000,000 fully paid ordinary shares were issued on conversion of Class I Performance Rights at a deemed value of 2.9 cents

b) Options over Ordinary Shares

Options:

No options were issued during the year ended 30 June 2022

During the year ended 30 June 2021 the following unlisted options were issued.

On 25/09/2020 2,500,000 unlisted 4 cent options with an expiry of 24/09/2023 were issued.

On 12/11/2020 2,500,000 unlisted 4 cent options with an expiry of 24/09/2023 were issued

13. RESERVES

	2022	**2021**
	$	**$**
Opening balance	381,303	168,151
Grant of Class M Performance Rights	68,904	0
Grant of Class J Performance Rights	40,612	0
Grant of Class K Performance Rights	0	155,184
Grant of Class L Performance Rights	0	72,368
Conversion of Class I Performance Rights	0	(14,400)
Conversion of Class K Performance Rights	(155,184)	0
Closing balance	335,635	381,303

The reserve records items recognised as costs when:

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

13. RESERVES (cont'd)

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

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

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

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

Performance Rights:

Class E Rights – 3,850,000 granted on 3 November 2017 expired on 2 November 2021

Class F Rights – 3,850,000 granted on 3 November 2017 expired on 2 November 2021.

Class G Rights – 5,929,000 granted on 23 November 2018, have vested and have an expiry of 22 November 2022. These rights are subject to the Company's closing share price being at least 4 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. This milestone was achieved the rights converted on 29 July 2022.

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

Class J Rights – 6,300,000 granted on 22 November 2019, have vested and have an expiry of 21 November 2023. These rights are subject to the Company's closing share price being at least 7 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class K Rights – 9,000,000 granted on 23 November 2020, have vested and have an expiry of 22 November 2024. These rights are subject to the Company's closing share price being at least 3 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. This milestone was achieved and the rights converted on 15 July 2021.

Class L Rights – 5,250,000 granted on 23 November 2020, have vested and have an expiry of 22 November 2024. These rights are subject to the Company's closing share price being at least 5 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. This milestone was achieved and are awaiting conversion by the Board.

Class M Rights – 3,200,000 granted on 5 November 2021, have vested and have an expiry of 4 November 2025. These rights are subject to the Company's closing share price being at least 7 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

Class N Rights – 2,000,000 granted on 5 November 2021, have vested and have an expiry of 4 November 2025. These rights are subject to the Company's closing share price being at least 8 cents per share for 20 consecutive days on which the shares trade in the 4 years from date of issue. If this milestone is not achieved the rights will lapse.

14. CASH FLOW INFORMATION

		2022	2021
(a)	Reconciliation of the loss from continuing operations after income tax to the net cash flows used in operating activities	$	$
	Loss after income tax	(2,671,850)	(359,157)
	Gain on remuneration liability settled by share based payments	(75,096)	0
	Directors' fees to be satisfied by the issue of rights	144,000	144,000
	Rights issue as per AGM to executive directors	40,612	72,368
	Depreciation	763	48
	Contractor paid in shares	0	2,000
	Loss in settling share-based payments	0	11,184
	Changes in assets and liabilities:		
	Increase in receivables	(31,145)	(2,397)
	Increase in payables and accruals	140,302	24,187
	Increase/(Decrease) in prepayments	1,360	(3,985)
	Net cash flows (used in) operating activities	(146,068)	(111,752)
(b)	Reconciliation of cash and cash equivalents:		
	Cash and cash equivalents	59,596	62,650
	Closing Balance per Statement of Cash Flows	59,596	62,650

14. CASH FLOW INFORMATION (cont'd)

(c) Non-cash Financing and Investing Activities

The Company will issue, subject to shareholder approval, 6,150,000 Class O Performance Rights with a 4 year expiry in lieu of directors' fees of $144,000 for the year ended 30 June 2022. These rights are subject to the Company's average last sale price, whether traded that day or not, on closing on ASX being at least 7 cents per share for 20 consecutive trading days (Milestone). If this milestone is not achieved prior to the expiry date the rights will lapse. In the event that the shareholders do not agree to the issue of the rights the directors are entitled to receive their director's fees paid in cash. To assist the Company, in the event that the issue is not approved, the Directors have agreed to not request payment of the directors' fees until the Company has the funds for payment. The full amount of $144,000 for the directors' fees was expensed in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2022.

The above amounts of $144,000 of directors' fees for the year ended 30 June 2022 are included in Note 10 – Trade & other payables – non-current.

The Company received shareholder approval at the 2021 AGM to issue 3,200,000 Class M Performance Rights in lieu of directors' fees that were payable for the year ended 30 June 2021. The full amount of $144,000 for the Directors fees was expensed in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2021.

The Company received shareholder approval at the 2021 AGM to issue 2,000,000 Class N Performance Rights for sacrifices made by the Executive Directors during the year ended 30 June 2021. The value of those rights of $40,612 has been expensed in the Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2022.

15. LOSS PER SHARE

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

	2022	2021
	$	$
Loss used in calculating basic and diluted earnings per share	(2,671,850)	(359,157)
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted EPS	151,423,736	125,690,311

16. SEGMENT INFORMATION

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

17. RELATED PARTY DISCLOSURES

Transactions with related parties.

Peter N Smith is a director of Resource Investments & Consulting Pty Ltd (RIC) which provided mining engineering and geological services totalling $182,400 (2021 $156,420). RIC agreed to defer receipt of $109,440 (2021 $85,380) until 31 December 2023, or until the company has sufficient funds to make payment.

Michael J Povey is the principal of an accounting practice which provided accounting and company secretarial services totalling $31,200 (2021 $33,700). Mr Povey agreed to defer receipt of $12,000 (2021 $14,500) until 31 December 2023, or until the company has sufficient funds to make payment.

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

18. FINANCIAL RISK MANAGEMENT

(a) Financial risk management policies

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

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

Credit risk

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

18. FINANCIAL RISK MANAGEMENT (cont'd)

Liquidity risk

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

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

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

	Within one year		1 to 5 years		Over 5 years		Total	
	2022 $	2021 $	2022 $	2021 $	2022 $	2021 $	2022 $	2021 $
Financial liabilities due for payment								
Trade & other payables	46,424	48,899	1,276,528	1,142,944	0	0	1,322,952	1,191,843
Borrowings	0	0	165,500	196,500	0	0	165,500	196,500
Total contractual outflows	46.424	48.899	1,442,028	1,339,444	0	0	1,488,452	1,388,343

Interest Rate Risk

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

	Notes	Floating Interest Rate $		Fixed interest rate $		Non-Interest Bearing $		Total $	
		2022	2021	2022	2021	2022	2021	2022	2021
Financial Assets:									
Cash at bank and on hand	13(b)	0	0	0	0	18,590	15,649	18,590	15,649
Cash at call	13(b)	41,006	47,001	0	0	0	0	41,006	47,001
Trade and other receivables – Current	5	0	0	0	0	105,502	74,357	105,502	74,357
Total financial assets		41,006	47,001	0	0	124,092	90,006	165,098	137,007
Weighted average interest rate		0.01%	0.01%	-	-				
Financial Liabilities:									
Payables –									
Current	9	0	0	0	0	46,424	48,899	46,424	48,899
Non-current	10	0	0	0	0	1,276,528	1,142,944	1,276,528	1,142,944
Borrowings –									
Non-current	20	0	0	0	0	165,500	196,500	165,500	196,500
Total financial liabilities		0	0	0	0	1,488,452	1,388,343	1,488,452	1,388,343
Weighted average interest rate		-	-	-	-	-	-	-	-
Net financial assets (liabilities)		41,006	47,001	0	0	(1,364,360)	(1,298,337)	(1,323,354)	(1,251,336)

(b) Financial instruments

Net Fair Value

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

19. CAPITAL AND LEASING COMMITMENTS

Capital expenditure commitments

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

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

FOR THE YEAR ENDED 30 June 2022

19. CAPITAL AND LEASING COMMITMENTS (cont'd)

Exploration Expenditure Commitments

The company has certain obligations to perform minimum annual exploration work totalling $168,000 (2021 $163,000) on its Tennant Creek tenements.

20. CONTINGENT LIABILITIES

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

21. SHARE BASED PAYMENTS

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

Director shares

At the 2020, AGM 9,000,000 Class K Performance Rights and 5,250,000 Class L Performance Rights were issued to the directors as follows:

	Number	Director fees $	Valuation on issue
Directors in lieu of directors' fees:			
Class K Performance Rights	9,000,000	144,000	155,184
Directors for sacrifices made:			
Class L Performance Rights	5,250,000	0	72,268
Totals	14,250,000	144,000	227,552

The rights were independently valued using the Monte Carlo simulation methodology. The directors had agreed to receive the Class K Rights in lieu of the unpaid directors' fees. Details of the input data for the valuations are:

Class K Performance Rights: Volatility – 70.0%, interest rate 0.1051%, grant date 23/11/20, expiry date 23/11/24, spot price on granting $0.020, nil dividends to be paid.

Class L Performance Rights: Volatility – 70.0%, interest rate 0.1051%, grant date 23/11/20, expiry date 23/11/24, spot price on granting $0.020, nil dividends to be paid.

There were no options issued to directors during the years ended 30 June 2022 and 2021.

At the 2021, AGM 3,200,000 Class M Performance Rights and 2,000,000 Class N Performance Rights were issued to the directors as follows:

	Number	Director fees $	Valuation on issue
Directors in lieu of directors' fees:			
Class M Performance Rights	3,200,000	144,000	68,904
Directors for sacrifices made:			
Class N Performance Rights	2,000,000	0	40,612
Totals	5,200,000	144,000	109,516

The rights were independently valued using the Monte Carlo simulation methodology. The directors had agreed to receive the Class K Rights in lieu of the unpaid directors' fees. Details of the input data for the valuations are:

Class M Performance Rights: Volatility – 75.0, interest rate 0.9041%, grant date 05/11/21, expiry date 05/11/25, spot price on granting $0.029, nil dividends to be paid.

Class N Performance Rights: Volatility – 75.0, interest rate 0.9041%, grant date 05/11/21, expiry date 05/11/25, spot price on granting $0.029, nil dividends to be paid.

22. EVENTS OCCURRING AFTER BALANCE DATE

The 5,929,000 Class G Performance Rights had reached their Milestone and were subsequently issued on 29 July 2022. Other than this issue, the Directors are not aware of any other matter or circumstance since the end of the financial year that has significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs of the company in subsequent financial years.

DIRECTORS' DECLARATION

The directors of the Company declare that:

1. the financial statements and notes, as set out on pages 36 to 53, are in accordance with the Corporations Act 2001 and:

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

b) give a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the company;

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

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

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

DIRECTOR

DIRECTOR

Perth, WA

Dated this 30th day of September 2022

Accountants & Advisors

Take the lead

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TRUSCOTT MINING CORPORATION LIMITED

Report on the Audit of the Financial Report

Qualified Opinion

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

In our opinion, except for the effects of the matter described in the *Basis for Qualified Opinion* section of our report, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

a. giving a true and fair view of the Company's financial position as at 30 June 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 Qualified Opinion

The directors have recognised an impairment provision of $2,421,626 against the carrying value of deferred exploration, evaluation and development expenditure. The remaining balance of the deferred exploration, evaluation and development expenditure is reported at $2,392,195. In determining this impairment, the directors have not completed a detailed impairment assessment supported by an independent valuation of the underlying mining tenements. As a result of this matter, we have been unable to determine whether any adjustments are required to the impairment recognised. Any such adjustment would result in a corresponding increase or decrease in the net loss reported, and the accumulated losses of the Company.

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

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

Material Uncertainty Regarding Going Concern

Without further modifying our opinion, we draw attention to Note 1(b) in the financial report, which indicates that the Company incurred a net loss of $2,671,850 and had net cash outflow of $146,068 from operating activities during the year ended 30 June 2022. These conditions, along with other matters as set forth in Note 1(b), indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report.

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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 qualified opinion thereon, and we do not provide a separate opinion on these matters.

1. Share-Based Payments

Key audit matter	How our audit addressed the key audit matter
Note Note 20 *Share-based payments*	**Our audit procedures included:**
The Company has entered into several share-based payment arrangements during the year, including: • 3,200,000 performance rights issued for nil consideration as compensation for past performance of the directors (in lieu of director fees); and • 2,000,000 performances rights issued for nil consideration as compensation for past services of the directors (secretarial and other services). Each of these arrangements required significant judgments and estimations by management, including the following: • the evaluation of the grant date of each arrangement, and the evaluation of the fair value of the underlying share price of the company as at that grant date • the evaluation of the vesting charge taken to the profit or loss to recognise the service and performance conditions attached to those share-based payment arrangements, and • the evaluation of key inputs into the option pricing model, including the significant judgment of the forecast volatility of the share option over its exercise period. The results of these share-based payment arrangements materially affect the profit or loss which requires judgement as to valuation and how the amounts should be recognised.	• Evaluating the fair values of share-based payment arrangements by agreeing assumptions to third party evidence. • Determining the grant dates, evaluating what were the most appropriate dates based on the terms and conditions of the share-based payment arrangements. • Evaluating the progress of the vesting of share-based payments with performance milestones, we evaluated the directors' assessment of the likely success or failure of achieving those milestones. • Assessing the vesting of service conditions, and evaluating the expensing of each share-based payment tranche granted to the arrangement's beneficiaries. • For the specific application of the valuation model, we assessed the experience of the external expert used to advise the value of the arrangement. • Retesting the assumptions used in the model and recalculated those fair values using our valuation experts. • Reconciling the vesting of these share-based payment arrangements to profit or loss. • Assessing the disclosures made in the financial statements.

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

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

Our qualified 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. As described in the *Basis for Qualified Opinion* section above, we were unable to obtain sufficient appropriate evidence about the carrying amount of the deferred exploration, evaluation and development expenditure. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our qualified 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 qualified 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 qualified opinion on the effectiveness of the Company's internal control.

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

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

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

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

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

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 in pages 28 to 33 of the directors’ report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of the Company 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.

SW Audit

SW Audit (formerly ShineWing Australia)
Chartered Accountants

Richard Gregson
Partner

Perth, 30 September 2022

ADDITIONAL SHAREHOLDER INFORMATION
Shareholder information as registered at close of business on 29 September 2022

1. DISTRIBUTION OF SHAREHOLDERS

		Number of Shareholders
1	1,000	26
1,001	5,000	22
5,001	10,000	79
10,001	100,000	187
100,001 and over		92
		406

Percentage holding of 20 largest holders 79.91%

2. NTY LARGEST SHAREHOLDERS

The names of the twenty largest shareholders are as follows:

	Shareholder	Number of Shares	% of Issued Capital
1	Hillway Pty Ltd <SF A/c>	24,310,290	15.40
2	Resource Holdings (WA) Pty Ltd	18,321,063	11.61
3	Resource Investments & Consulting Pty Ltd	15,962,504	10.11
4	Mr K Yu	10,000,000	6.33
5	MJ & EV Povey <SF A/c>	8,796,785	5.57
6	Alcardo Investments Ltd	7,730,000	4.90
7	Ms RT Moore	6,135,961	3.89
8	Mr GC & Mrs DS Campbell <SF A/c>	5,367,238	3.40
9	Ms CF Raston	3,630,719	2.30
10	Mr NF Stuart	3,031,429	1.92
11	Mr DM Barrett	2,835,000	1.80
12	Reseda Holdings Pty Ltd	2,609,085	1.65
13	Mrs KD Peacock	2,500,000	1.58
14	Nelson Enterprises Pty Ltd	2,350,000	1.49
15	Mr BA Smith	2,223,576	1.41
16	Mr NC Mayne	2,000,000	1.27
17	Dr JA Hanson	1,943,848	1.23
18	Ms S Tonello	1,700,000	1.08
19	Mr GC Campbell	1,632,762	1.03
20	Lemuel Investments Pty Ltd	1,500,000	0.95
	Total of Top 20	124,580,260	78.91
	Total listed Shares	157,870,544	100.00

3. SUBSTANTIAL SHAREHOLDERS

As at 29 September 2022 the substantial shareholders as per lodged Forms 603, 604 were:

	Shareholder	Number of Shares	% of Issued Capital
1	Peter Neil Smith	36,417,457	23.07
2	Ewan E Smith	18,870,400	13.78
3	Michael J Povey	10,284,944	6.77
4	Kenneth Yu	9,013,153	7.65

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

4. SHAREHOLDERS HOLDING LESS THAN THE MARKETABLE PARCEL

Shareholder information as registered at close of business on 29 September 2022. The number of shareholders holding less than the marketable parcel of $500 is 158 shareholders holding 1,231,427 ordinary shares representing 0.78% of total issued capital. The number of shareholders holding less than an economical parcel of $2,000 is 283 shareholders holding 5,283,961 ordinary shares representing 3.35% of total issued capital.

5. VOTING RIGHTS

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

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

6. COMPANY DETAILS

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

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

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

Share registry:
Automic Group Pty Ltd
Level 5
191 St Georges Terrace
Perth WA 6000
Postal address
GPO Box 5193
Sydney NSW 2001

Telephone numbers
Telephone 0419 956 232

Email
admin@truscottmining.com.au

Company secretary:
Michael J Povey

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

Perth WA 6000
ASX Code: TRM

7. TENEMENT SCHEDULE

Tenements held as at 29 September 2022 are:

Project	Type & Number	Date Renewed	Held by	Area
Northern Territory				
Westminster	MLC511	1/01/2022	TRM 100%	9 Hectares
Westminster	MA25952	26/10/2021	TRM 100%	1 Block
Westminster	MA26500	09/07/2022	TRM 100%	5 Blocks
Westminster	MA26558	09/07/2022	TRM 100%	2 Blocks
North Tennant	EL31579	11/01/2022	TRM 100%	52 Blocks
North Tennant	EL32111	27/11/2021	TRM 100%	77.71 Sq Km

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

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WEST PERTH WA 6872

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TRUSCOTT
MINING CORPORATION LIMITED