

**THOR MINING PLC**  
Registered Number 05276414 (United Kingdom)  
ARBN 121 117 673 (Australia)

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**NOTICE OF GENERAL MEETING**

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Date of Meeting: Thursday 23 June 2016  
Time of Meeting: 9 am London time  
Venue: Grant Thornton UK LLP  
30 Finsbury Square  
London EC2P 2YU

This Notice of General Meeting and accompanying Explanatory Memorandum and Proxy Form or CDI voting instruction form (as applicable) should be read in their entirety. If Shareholders or CDI holders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Thor Mining plc  
3rd Floor  
55 Gower Street  
London WC1E 6HQ  
UNITED KINGDOM

3 June 2016

Dear Shareholder

**Notice of General Meeting**

On 17 May 2016 the Company announced the placement of a total of 1,200,000,000 Shares with 1,200,000,000 Warrants attached, to placees identified by SI Capital Ltd, to raise a total of £300,000 before expenses (the "**Placement**"). On 1 June 2016 the Company issued and allotted the first tranche of those securities, comprising 336,000,000 Shares with 336,000,000 Warrants ("**Tranche 1 Securities**"). The issue and allotment of the remaining 864,000,000 Shares and 864,000,000 Warrants ("**Tranche 2 Securities**") is subject to obtaining Shareholder approval for the purposes, *inter alia*, of ASX Listing Rule 7.1.

Resolutions 1 and 2 provide the directors with the necessary authorities to issue equity securities and dis-apply pre-emption rights up to an aggregate nominal amount of £400,000. Resolutions 3 and 4 are sought for the purposes of the ASX listing rules for the issue of Warrants and/or Shares. Further information is provided in the explanatory notes to the notice.

The directors of Thor believe that these proposals are in the best interest of the Company and recommend that shareholders vote in favour of the Resolutions at the General Meeting, as they intend to do in respect of their own holdings of 553,118,118 Shares representing 11.4 per cent of the Company's issued share capital.

Yours faithfully



Michael Billing  
Executive Chairman

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of Shareholders of Thor Mining PLC will be held at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London, United Kingdom on 23 June 2016 at 9 am (London time) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of Resolutions 1, 3, and 4, and as a special resolution in the case of Resolution 2.

## **AGENDA**

### **SPECIAL BUSINESS**

#### **ORDINARY RESOLUTION**

1. That in substitution for all existing and unexercised authorities, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the the Act to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution) up to a maximum nominal amount of £400,000 provided that this authority shall, unless previously revoked or varied by the Company in General Meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or on the anniversary of the General Meeting being convened by this Notice, unless renewed or extended prior to such time except that the directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, "Relevant Securities" means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, Shares but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

#### **SPECIAL RESOLUTION**

2. That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in General Meeting, shall be limited to:
  - (a) the allotment of Shares arising from the exercise of options and warrants outstanding at the date of this Resolution;
  - (b) the allotment of equity securities in connection with a rights issue in favour of Shareholders where the equity securities respectively attributable to the interest of all such Shareholders are proportionate (as nearly as may be) to the respective numbers of the Shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
  - (c) the allotment of 864,000,000 Shares and 864,000,000 Warrants pursuant to the Placement; and
  - (d) the allotment (otherwise than pursuant to sub-paragraphs (a) (b) and (c) above) of equity securities up to an aggregate nominal amount of £227,200;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or on the anniversary of the General Meeting being convened by this Notice save that the Company may before such expiry make an offer or agreement which would or might require equity

securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

## ORDINARY RESOLUTIONS

3. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment by the Company on 1 June 2016 of 336,000,000 Shares together with 336,000,000 attached Warrants to places identified by SI Capital Ltd, and otherwise on the terms and conditions detailed in the explanatory notes to this Notice of General Meeting, is approved.

**Voting Exclusion:** *the Company will disregard any votes cast on this Resolution by any of the allottees of the Shares that are the subject of this Resolution and any associate of such person. However, the Company will not disregard a vote if:*

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.*

4. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of 864,000,000 Shares together with 864,000,000 attached Warrants to places identified by SI Capital Ltd, and otherwise on the terms and conditions detailed in the explanatory notes to this Notice of General Meeting, is approved.

**Voting Exclusion:** *the Company will disregard any votes cast on this Resolution by a person who may participate in the issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any of their respective associates. However, the Company will not disregard the vote if:*

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) *it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.*

## Proxy Form

If you are a registered holder of Shares whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided and may be sent to:

**Computershare Investor Services PLC,  
The Pavilions,  
Bridgwater Road,  
Bristol BS99 6ZY**

Shareholder help line telephone is available at 0370 707 1343

### **CDI voting instruction form**

Holders of CDIs on the Australian CDI registry may only vote by directing CHES Depositary Nominees Pty Ltd ("CHES" the Depositary Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed. Please see the Notes to the Notice of General Meeting for more details.

The CDI voting instruction form can be returned to:

**Computershare Investor Services Pty Ltd**  
**GPO Box 242,**  
**Melbourne,**  
**Victoria 3001**

Shareholder help line telephone is available (within Australia) at 1300 850 505 and (outside Australia) at +61 3 9415 4000.

### **Explanatory Notes**

The Notes to the General Meeting accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting, and should be read in conjunction with this Notice.

By Order of the Board

Ray Ridge  
Stephen F. Ronaldson  
Joint Company Secretaries  
3 June 2016

## **Notes to the Notice of General Meeting**

### **Notes to Resolution 1 – Authority to allot shares**

Subject to a limited number of exceptions, the directors of a company must not allot shares unless they have the authority to do so under section 551 of the Act. An authority to allot shares in relation to a public company must always be granted under Section 551 of the Act. Authority to allot shares pursuant to section 551 can be granted by either a provision in the articles of association of the company or by ordinary resolution passed by the members of the company.

An authority to allot given under section 551 must specify the maximum amount of shares that may be allotted under it. If the authority relates to the grant of rights to subscribe for shares, it must state the maximum amount of shares that can be allotted under those rights (section 551 (6), the Act). The authority must also specify an expiry date, which must not be more than five years from the date the resolution containing the authority is passed.

Once a section 551 authority to allot has expired, the directors may, if specifically permitted by the terms of the expired authority, allot shares or grant rights to subscribe for or to convert any security into shares pursuant to an offer or agreement made by the company before the authority expired (section 551 (7), the Act).

### **Notes to Resolution 2 – Disapplication of pre-emption rights**

Under section 561 of the Act, a company proposing to allot equity securities must first offer them to each holder of ordinary shares in the company pro rata to his existing shareholding. This pre-emption right applies to any allotment of equity securities unless either: (i) one of the exceptions set out in section 564 to section 566 of the Act applies or; (ii) the company excludes or dis-applies the statutory pre-emption rights by one of the permitted methods set out in sections 569 to 573 of the Act.

If the directors of a company are generally authorised to allot shares under section 551 of the Act, they may also be given the power to allot shares under that general authorisation as if the pre-emption provisions in section 561 did not apply (section 570). As a disapplication of the statutory pre-emption right under section 570 works in combination with the authority to allot shares under section 551, the special resolution dis-applying the statutory pre-emption right cross-refers to the corresponding authority to allot.

### **General Notes to Resolutions 3 and 4 – ASX Listing Rule Requirements**

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

At the Company's annual general meeting on 26 November 2015, the Company obtained Shareholder approval to have the additional capacity to issue equity securities comprising up to 10% of the issued capital of the Company pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without prior approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

### **Notes to Resolution 3 – Ratification of issue of Shares and Warrants**

The Company seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment on 1 June 2016 of the Tranche 1 Securities, such that those Shares and Warrants will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1, or the 10% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1A. If Resolution 3 is passed then those Shares and Warrants will be deemed to have been issued with Shareholder approval and will, therefore, not be counted towards the aforementioned 15% limit or 10% limit.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 3 for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) a total of 672,000,000 securities were issued on 1 June 2016, comprised of 336,000,000 Shares and 336,000,000 attached Warrants;
- (b) the Shares were issued at an issue price of 0.025 pence per Share and the Warrants were issued for no consideration on the basis of one Warrant for each one Share subscribed for under the placement;
- (c) the Shares were allotted as fully paid and ranked equally with the existing Shares on issue at the time of allotment. The Warrants were issued on the terms set out in Annexure A to these explanatory notes.
- (d) the Shares and Warrants were issued and allotted to placees identified by SI Capital Ltd;
- (e) the funds raised will be applied to the general operating costs of the business; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

### **Notes to Resolution 4 – Approval for issue of Shares and Warrants**

The Company seeks approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of the Tranche 2 Securities. The placement of the Tranche 2 Securities is conditional upon the passing of this Resolution. If this Resolution is passed then the Tranche 2 Securities will be issued with Shareholder approval such that those securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1, or the 10% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1A. If Shareholder approval is not obtained the Company will be unable to complete the placement of the Tranche 2 Securities.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in respect of this Resolution for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) a maximum of 1,728,000,000 securities (comprised of 864,000,000 Shares and 864,000,000 attached Warrants) will be issued;
- (b) the Shares will be issued at an issue price of 0.025 pence per Share and the Warrants will be issued for no consideration on the basis of one Warrant for each one Share subscribed for under the placement;
- (c) the Shares and Warrants will be issued and allotted to placees identified by SI Capital Ltd. None of the placees are related parties of the Company;
- (d) the Shares comprised in the Tranche 2 Securities will be issued and allotted as fully paid and will rank equally with existing Shares on issue. The Warrants comprised in the Tranche 2 Securities will be issued on the terms set out in Annexure A to these explanatory notes.

- (e) the funds raised will enable the Company to progress its Molyhil tungsten project where it is proposed to test for tungsten mineralisation at selected targets very close to Molyhil. The Placing will also provide the Company with additional working capital;
- (f) the Company intends to issue the Tranche 2 Securities as soon as practicable following the date of the General Meeting and no later than three months after the date of the General Meeting; and
- (g) a voting exclusion statement is included in the Notice of General Meeting.

### **Entitlement to attend and vote**

Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the General Meeting shall be entitled to attend and vote at the General Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

### **Appointment of proxies**

If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company at Computershare Investor Services in the UK (refer to page 5 for contact details).

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### **Appointment of proxy using hard copy proxy form**

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- Completed and signed;
- Sent or delivered to the Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- received by the Computershare Investor Services PLC no later than 9:00 am (London time) on 21 June 2016, or 48 hours before the time of any adjourned meeting (excluding any part of a day that is not a working day).

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Appointment of proxy by joint members**

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### **Changing proxy instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services in the UK (refer to page 5 for contact details).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Company Secretary or Computershare Investor Services PLC no later than 48 hours (excluding non-business days) prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### **Holders of CDIs in the Australian register:**

Holders of CDIs will be permitted to attend the General Meeting but may only vote by directing CHES Depositary Nominees Pty Ltd ("CHES", the Depositary Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed.

The CDI voting instruction, together with any power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy thereof, should be sent to:

Postal address:	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Victoria 3001 Australia
Fax number (within Australia):	1800 783 447
Fax number (from overseas):	+61 3 9473 2555

so as to arrive by not later than 4:00 pm Australian Western Standard Time (9.00 am London time) on 20 June 2016 (or 72 hours before the time of any adjourned meeting, excluding any part of a day that is not a working day) i.e. to allow CHESS sufficient time to lodge the combined proxies in the UK 48 hours before the time of the meeting.

Instructions for completing and lodging the CDI voting instruction form are appended to it.

You must be registered as the holder of CDIs as at 4:00 pm Australian Western Standard Time (9:00 am London time) on 20 June 2016 (or 72 hours before the time of any adjourned meeting) for your CDI voting instruction to be valid.

To obtain a copy of the CHESS Depository Nominee's Financial Services Guide, go to [www.asx.com.au/CDIs](http://www.asx.com.au/CDIs) or phone 1300 300 279 if you would like one sent to you by mail.

#### **Issued shares and total voting rights**

As at 20 May 2016, the Company's issued share capital comprised 4,872,387,510 Ordinary Shares each and 982,870,766 Deferred Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 20 May 2016 is 4,872,387,510.

#### **Communications with the Company**

Except as provided above, members who have general queries about the General Meeting should telephone relevant Company Secretaries as shown below (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of General Meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

United Kingdom register	Mr Stephen Ronaldson	+44 (0)20 7580 6075
Australian register	Mr Ray Ridge	+61 (0) 8 7324 1935

## DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

<b>Act</b>	the Companies Act 2006, as amended
<b>ASX</b>	ASX Limited ACN 008 624 691 or the stock exchange operated by ASX Limited (as the context requires)
<b>ASX Listing Rules</b>	the listing rules of the ASX
<b>Board</b>	the board of Directors of the Company
<b>Company Secretary or Company Secretaries</b>	the joint company secretaries, Mr Stephen Ronaldson and Mr Ray Ridge
<b>Deferred Share</b>	a deferred share in the capital of the Company which, subject to the provisions of the Act, may be cancelled by the company, or bought back for £1 and then cancelled. These deferred shares are not quoted and carry no rights whatsoever.
<b>Director</b>	a director of the Company
<b>CDI</b>	Chess Depositary Interest, being a unit of beneficial ownership of a Share legally held by CHESS Depositary Nominees Pty Ltd
<b>General Meeting</b>	the general meeting of Shareholders of the Company convened by the Notice of General Meeting
<b>Notice of General Meeting</b>	means the Notice of General Meeting to which these explanatory notes are attached
<b>Share</b>	a fully paid ordinary share of 0.01 pence each in the capital of the Company
<b>Shareholder</b>	a holder of Shares
<b>Thor or the Company</b>	Thor Mining PLC
<b>Tranche 1 Securities</b>	has the meaning given in the letter from the Chairman of the Board of Directors to Shareholders that accompanies this document.
<b>Tranche 2 Securities</b>	has the meaning given in the letter from the Chairman of the Board of Directors to Shareholders that accompanies this document.
<b>Warrant</b>	a warrant to subscribe for one Share exercisable at 0.05 pence on or before 1 December 2018 and subject to the terms and conditions set out in Annexure A to the explanatory notes.

## ANNEXURE A

### TERMS AND CONDITIONS OF WARRANTS

Exercise Price	0.05p (£0.0005) per Ordinary Share
Expiry of Warrants	1 December 2018
Listing	The Warrants will not be listed.
Conditions to exercise of Warrants	The Warrants may not be exercised if to do so would cause the warrant holder (together with its related parties or concert parties) to hold Shares in the Company which exceed 29.9% of the Company's total issued share capital.
Transferability	The Warrants shall not be freely transferable.
Adjustment of Warrant Rights	<p>The Warrant holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Warrant without first exercising the Warrant.</p> <p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders:</p> <p>(i) the number of Shares which must be issued on the exercise of a Warrant will be increased in due proportion; and</p> <p>(ii) no change will be made to the Exercise Price.</p> <p>If the Company makes an issue of Shares pro rata to existing Shareholders (other than a bonus issue) the Exercise Price of a Warrant will be reduced according to the following formula:</p> $\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$ <p>O = the old Exercise Price of the Warrant.</p> <p>E = the number of underlying Shares into which one (1) Warrant is exercisable.</p> <p>P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.</p> <p>S = the subscription price of a Share under the pro rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).</p>

	<p>N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.</p> <p>If there is any reconstruction of the issued share capital of the Company, the rights of the Warrant Holder will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.</p>
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# Thor Mining PLC

ARBN 121 117 673

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

THR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## CDI Voting Instruction Form

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**For your vote to be effective it must be received by 4:00pm (AWST) (9:00am London time)  
Monday, 20 June 2016**

### How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 20 June 2016 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

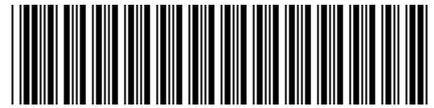
**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# CDI Voting Instruction Form

Please mark  to indicate your directions

## STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed XX

### Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Thor Mining PLC hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the General Meeting of Thor Mining PLC to be held at Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU on Thursday, 23 June 2016 at 9:00am (London time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint in their discretion such proxies or their substitutes to vote on such business as may properly come before the meeting.

## STEP 2 Items of Business PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY RESOLUTION

Resolution 1 Authority to allot shares	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
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### SPECIAL RESOLUTION

Resolution 2 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### ORDINARY RESOLUTIONS

Resolution 3 Ratification of issue of Shares and Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval for issue of Shares and Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_