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Thor Mining PLC - THR Board Restructuring and Strategic Financing
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THOR MINING PLC

Board Restructuring and Strategic Financing Debt to equity conversion Appointment of joint broker

The Directors of Thor Mining PLC ("Thor" or the "Company") (AIM, ASX: THR) are pleased to announce a significant restructuring of the board of directors of the Company and, subject to the approval of shareholders, a capital raising of a total of £350,000, before expenses, through the placing of 1,400,000,000 ordinary shares of 0.01p each ("Ordinary Shares") at a price of 0.025p each, with Metal Tiger PLC ("Metal Tiger") and new investors (the "Placing and Subscription"). The Placing and Subscription was undertaken by SI Capital Ltd. In addition, certain Thor directors have, subject to the approval of shareholders, undertaken to convert A\$150,000 of amounts owed to them into 346,000,000 Ordinary Shares at a price of 0.025p each (the "Debt Conversion"). Under the Placing and Subscription, and Debt Conversion, subscribers for the Ordinary Shares will also be granted one free attaching Warrant for every share subscribed for, to enable them to subscribe for further Ordinary Shares at a price of 0.05p per share, valid for a period of 30 months ("Warrants") from the date of issue.

Highlights:

- New invigorated board to consist of Mick Billing (Executive Chairman & CEO), David Thomas (Executive Director), Gervaise Heddle (Non-Executive Director), and Paul Johnson (Non-Executive Director and CEO of Metal Tiger)
- Paul Johnson to be appointed to the board, subject to completion of standard director due diligence. Two current directors of Thor, Trevor Ireland and Mick Ashton, to step aside with immediate effect
- Initial subscription of £100,000 by Metal Tiger
- Second tranche of Placing and Subscription, subject to shareholder approval, to raise a further £250,000
- Thor directors, including outgoing directors, to participate in the second placing and convert A\$150,000 owed to them into equity

Placing and Subscription summary

The Placing and Subscription will raise in aggregate £350,000, through the conditional placing of 1,400,000,000 Ordinary Shares at a price of 0.025p per share. Placees will also be granted one Warrant for each Ordinary Share subscribed.

The Company will shortly issue 400,000,000 Ordinary Shares and 400,000,000 Warrants to Metal Tiger (the "Initial Placing") and will convene a general meeting of the Company at which shareholders will be asked to give the Directors the necessary authorities to issue the remaining 1,000,000,000 Ordinary Shares and 1,000,000,000 Warrants (the "Conditional Placing").

Metal Tiger has subscribed for 400,000,000 Ordinary Shares, pursuant to the Initial Placing, and will receive 400,000,000 Warrants. Following the Initial Placing, Metal Tiger will have an interest in 860,000,000 Ordinary Shares in the capital of the Company, representing 14.01 per cent of the Company's enlarged issued share capital. Following the completion of the Conditional Placing, Metal Tiger's interest in 860,000,000 Ordinary Shares in the capital of the Company will represent 11.5 per cent of the Company's enlarged share capital. Following the Initial Placing, Metal Tiger will also hold 800,000,000 Warrants over Ordinary Shares.

The net proceeds of the Placing and Subscription will enable the Company to progress its Molyhil tungsten project where it is currently drill testing for tungsten mineralisation at selected targets very close to Molyhil. The Placing and Subscription will also provide the Company with additional working capital.

Director Participation in the Conditional Placing

Gervaise Heddle proposes to participate in the Conditional Placing by subscribing for 100,000,000 Ordinary Shares (with matching Warrants) for an aggregate subscription price of £25,000, subject to shareholder approval at the general meeting. Mr Heddle currently holds no other securities in Thor.

Debt Conversion summary

Certain Thor directors have, subject to the approval of shareholders, undertaken to convert an aggregate amount of A\$150,000 owed to them in respect of salaries, fees and expenses into 346,000,000 Ordinary Shares at a price of 0.025p per share. These directors will also be granted 346,000,000 Warrants. The details of each director's participation in the Debt Conversion are shown below.

Director	Quantum of debt converted	Shares issued	Resultant holding	Resultant percentage shareholding (of the enlarged issued share capital)	Warrants held
Mick Billing	A\$95,000	219,126,000	523,437,378	7.0%	219,126,000
David Thomas	A\$25,000	57,670,000	133,330,470	1.8%	57,670,000
Mick Ashton	A\$30,000	69,204,000	202,679,515	2.7%	69,204,000

A notice of general meeting will shortly be sent to shareholders, in order to seek approval for increased authorities, to be used to issue the Ordinary Shares and Warrants pursuant to the Conditional Placing and Debt Conversion. Further announcements will be made as soon as practicable.

The participation by Mick Billing, David Thomas and Mick Ashton in the Debt Conversion and Gervaise Heddle's participation in the Conditional Placing constitute related party transactions for the purposes of AIM Rule 13. Trevor Ireland, the independent director, having consulted with the Company's nominated adviser, Grant Thornton UK LLP, considers that the terms of the related party transactions are fair and reasonable in so far as shareholders are concerned.

Settlement and dealings

Application has been made for the admission to trading on the AIM Market of the London Stock Exchange ("AIM") of the first 400,000,000 Ordinary Shares, pursuant to the Initial Placing, which rank pari passu with the Company's existing issued Ordinary Shares. Dealings on AIM are expected to commence at 8:00am on 5 September 2016 ("Admission").

Total Voting Rights

For the purposes of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules ("DTRs"), following Admission, Thor will have 6,136,387,510 Ordinary Shares in issue with voting rights attached. Thor holds no shares in treasury. This figure of 6,136,387,510 may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in the Company, under the ASX Listing Rules or the DTRs.

Subject to shareholder approval at the general meeting, following the completion of the Placing and Subscription and the Debt Conversion, which will result in the issue of an additional 1,346,000,000 Ordinary Shares, Thor will have 7,482,387,510 Ordinary Shares in issue.

Board restructuring

The Board of Directors have decided to undertake a restructuring of the management team with a view to reinvigorating the Company. Trevor Ireland and Mick Ashton have both agreed to stand down as a Non-Executive Directors with immediate effect and it is the Company's intention, subject to completion of standard regulatory due diligence, to appoint Paul Johnson as a Non-Executive Director. Mick Billing, David Thomas and Gervaise Heddle will comprise the remaining board members.

Paul Johnson is a Director and the Chief Executive Officer of Metal Tiger, a company quoted on the AIM market of the London Stock Exchange.

In consideration for Paul joining the board, and his intention to waive director's fees for 12 months, Thor intends to award Paul Johnson with 250,000,000 options over Ordinary Shares with a 0.05p strike price and a three year expiry, subject to shareholder approval at the general meeting.

Appointment of Joint Sponsoring Broker

From the date of this announcement the directors also advise the appointment of SI Capital Limited as joint sponsoring broker to the Company.

Mr Mick Billing, Executive Chairman, commented:

"We welcome the additional participation of Metal Tiger, who continue to be strong supporters. The revitalised board of directors plans an energetic approach to developing our assets.

"I would like to thank outgoing directors, Trevor Ireland and Mick Ashton for their outstanding contributions, largely without financial reward, for a number of years, including periods of depressed financial markets. They have been a source of high quality technical and commercial support. I am pleased to advise they will both continue in consulting roles with Thor as technical advisors.

The information contained within this RNS is considered to be inside information, for the purposes of Article 7 of EU Regulation 596/2014, prior to its release.

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Updates on the Company's activities are regularly posted on Thor's website www.thormining.com, which includes a facility to register to receive these updates by email.

This information is provided by RNS
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