

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Thor Mining PLC

ABN

121 117 673

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | <ul style="list-style-type: none"> <li>a) Ordinary shares / CDIs</li> <li>b) CDIs</li> <li>c) Ordinary Shares</li> </ul>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none"> <li>a) <b>Transfers</b> of 7,000,000 to ASX listed CDI's from AIM listed shares on the AIM Market of the London Stock Exchange, during the period 4 November 2016 to 25 November 2016.</li> <li>b) <b>Issue</b> of 430,622,010 CDIs on 25 November 2016, to Directors and former Directors in lieu of amounts owed for Directors Fees through to 30 September 2016.</li> <li>c) <b>Issue</b> of 15,948,963 Ordinary Shares on 25 November 2016, to a Director in lieu of amounts owed for Directors Fees through to 30 September 2016.</li> </ul> <p>Thereby increasing the total number of securities, listed on both AIM and ASX, to 7,928,958,483 as at 25 November 2016.</p> |

+ See chapter 19 for defined terms.

|  |   |
|--|---|
| <p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>  | <p>This represents:</p> <p>a) <b>Transfers</b> of 7,000,000 to ASX listed CDI's from AIM listed shares on the AIM Market of the London Stock Exchange, during the period 4 November 2016 to 25 November 2016.</p> <p>b) <b>Issue</b> of Ordinary Fully Paid Shares as ASX quoted CDIs.</p> <p>c) <b>Issue</b> of Ordinary Fully Paid Shares quoted on AIM.</p>  |
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>a) Yes.</p> <p>b) Yes.</p> <p>c) Yes.</p>  |
| <p>5 Issue price or consideration</p>  | <p>a) N/A</p> <p>b) A\$0.000418 (0.0418 cents) per CDI. The issue price was based on a one month VWAP for AIM traded Shares through to 10 October 2016 of £0.000256, converted to AUD at the exchange rate of 0.6119 at 10 October 2016. Total consideration A\$180,000.</p> <p>c) A\$0.000418 (0.0418 cents) per CDI. The issue price was based on a one month VWAP for AIM traded Shares through to 10 October 2016 of £0.000256, converted to AUD at the exchange rate of 0.6119 at 10 October 2016. Total consideration A\$6,667.</p> |

+ See chapter 19 for defined terms.

|    |  |  |
|----|--|--|
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)  | <p>a) Transfers of 7,000,000 to ASX listed CDI's from AIM listed shares on the AIM Market of the London Stock Exchange, during the period 4 November 2016 to 25 November 2016.</p> <p>b) Issued in lieu of cash payment for Directors Fees owing through to 30 September 2016.</p> <p>c) Issued in lieu of cash payment for Directors Fees owing through to 30 September 2016.</p> |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> | Yes  |
| 6b | The date the security holder resolution under rule 7.1A was passed   | 24 November 2016   |
| 6c | Number of +securities issued without security holder approval under rule 7.1   | N/A  |
| 6d | Number of +securities issued with security holder approval under rule 7.1A   | N/A  |
| 6e | <p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>   | <p>a) N/A.</p> <p>b) 430,622,010 Ordinary shares (as CDIs).</p> <p>c) 15,948,963 Ordinary shares.</p> <p>AGM date 24 November 2016.</p>  |
| 6f | Number of securities issued under an exception in rule 7.2   | N/A  |
| 6g | <p>If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.</p>                            | N/A  |

+ See chapter 19 for defined terms.

|    |  |  |  |
|----|--|--|--|
| 6h | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements. | N/A  |  |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements                     | Refer attached Annexure 1  |  |
| 7  | Dates of entering +securities into uncertificated holdings or despatch of certificates   | a) Transfers: 4 November 2016 to 25 November 2016.<br>b) 25 November 2016 (UK business hours)<br>c) 25 November 2016 (UK business hours) |  |
| 8  | Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)   | Number   | +Class   |
|    |  | 2,774,119,029  | Ordinary Shares quoted by ASX (“THR” as CDIs) as at 25 November 2016.                            |
| 9  | Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)   | 5,154,839,454  | Ordinary Shares admitted to the AIM Market of the London Stock Exchange, as at 25 November 2016. |
|    |  |  | <b><u>Unlisted Options:</u></b>  |
|    |  | 1,200,000,000  | 0.05 pence unlisted warrants expiring 1 December 2018.   |
|    |  | 400,000,000  | 0.05 pence unlisted warrants expiring 5 March 2019.  |
|    |  | 1,000,000,000  | 0.05 pence unlisted warrants expiring 7 April 2019.  |
|    |  | 346,000,000  | 0.05 pence unlisted warrants expiring 11 April 2019.   |
|    |  | 500,000,000  | 0.05 pence unlisted warrants expiring 26 July 2019.  |
|    |  | 250,000,000  | 0.05 pence unlisted warrants expiring 2 September 2019.  |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)   | No Policy  |  |

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue - Not Applicable

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

| Number of securities for which<br>+quotation is sought  |   |        |        |  |  |
|---|---|--------|--------|--|--|
| Class of +securities for which<br>quotation is sought   |   |        |        |  |  |
| Do the +securities rank equally<br>in all respects from the<br>date of allotment with an<br>existing +class of quoted<br>+securities?<br><br>If the additional securities do<br>not rank equally, please<br>state: <ul style="list-style-type: none"> <li>• the date from which they<br/>do</li> <li>• the extent to which they<br/>participate for the next<br/>dividend, (in the case of a<br/>trust, distribution) or<br/>interest payment</li> <li>• the extent to which they<br/>do not rank equally, other<br/>than in relation to the<br/>next dividend, distribution<br/>or interest payment</li> </ul> |   |        |        |  |  |
| Reason for request for<br>quotation now<br><br>Example: In the case of restricted securities,<br>end of restriction period<br><br>(if issued upon conversion of<br>another security, clearly<br>identify that other<br>security)  |   |        |        |  |  |
| Number and +class of all<br>+securities quoted on ASX<br>(including the securities in<br>clause 38)   | <table border="1"> <thead> <tr> <th data-bbox="686 1646 901 1691">Number</th> <th data-bbox="901 1646 1292 1691">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1691 901 1915"></td> <td data-bbox="901 1691 1292 1915"></td> </tr> </tbody> </table> | Number | +Class |  |  |
| Number  | +Class  |        |        |  |  |
|   |   |        |        |  |  |

+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
.....  
(Company Secretary)

Date: 28 November 2016

Print name: Ray Ridge

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

### Part 1

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>  |   |
|--|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |   |
| <b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue   | (As at 25 November 2015)<br><br>4,179,489,496   |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul>      | <i>Remuneration (17/12/15)</i> 356,898,014<br><i>(approved 26 November 2015)</i><br><br><i>Placement (1/6/16)</i> 336,000,000<br><i>(approved 23 June 2016)</i><br><br><i>Placement (24/6/16)</i> 864,000,000<br><i>(approved 23 June 2016)</i><br><br><i>Placement (5/9/16)</i> 400,000,000<br><i>(approved 6 October 2016)</i><br><br><i>Placement (7/10/16)</i> 1,000,000,000<br><i>(approved 6 October 2016)</i><br><br><i>Placement (11/10/16)</i> 346,000,000<br><i>(approved 6 October 2016)</i><br><br><i>Remuneration (25/11/2016)</i> 446,570,973<br><i>(approved 24 November 2016)</i> |
| <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |   |
| <b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period   | 0   |

+ See chapter 19 for defined terms.



|   |   |
|---|---|
| <b>“A”</b>  | 7,928,958,483   |
| <b>Step 2: Calculate 15% of “A”</b>   |   |
| <b>“B”</b>  | 0.15<br><i>[Note: this value cannot be changed]</i>                                     |
| <b>Multiply “A” by 0.15</b>   | 1,189,343,772   |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |   |
| <p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period not counting those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>• Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |   |
| <b>“C”</b>  | 0   |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |   |
| <b>“A” x 0.15</b><br><i>Note: number must be same as shown in Step 2</i>  | 1,189,343,772   |
| <b>Subtract “C”</b><br><i>Note: number must be same as shown in Step 3</i>  | 0   |
| <b>Total [“A” x 0.15] – “C”</b>   | 1,189,343,772<br><i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

## Part 2

| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>  |   |
|---|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |   |
| <b>“A”</b><br><i>Note: number must be same as shown in Step 1 of Part 1</i>   | 7,928,958,483                                     |
| <b>Step 2: Calculate 10% of “A”</b>   |   |
| <b>“D”</b>  | 0.10<br><i>Note: this value cannot be changed</i> |
| <b>Multiply “A” by 0.10</b>   | 792,895,848                                       |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>   |   |
| <b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |   |
| <b>“E”</b>  | 0   |

+ See chapter 19 for defined terms.

| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b> |  |
|--|--|
| <b>“A” x 0.10</b><br><i>Note: number must be same as shown in Step 2</i>                               | 792,895,848  |
| <b>Subtract “E”</b><br><i>Note: number must be same as shown in Step 3</i>                             | 0  |
| <b>Total [“A” x 0.10] – “E”</b>  | 792,895,848<br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |

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+ See chapter 19 for defined terms.