

# 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 | (a) Ordinary shares / CDIs<br>(b) Unlisted Options<br>(c) Unlisted Options<br>(d) Unlisted Options |
|------------------------------------------------|----------------------------------------------------------------------------------------------------|

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+ See chapter 19 for defined terms.

<p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>	<p>(a) <b>Transfers</b> of 250,000 to AIM listed shares on the AIM Market of the London Stock Exchange, from ASX listed CDI's, during the period 16 March 2018 to 12 June 2018.</p> <p>(b) <b>Grant</b> of 10,000,000 Unlisted Options on 13 June 2018, to a Director of the Company. Refer ASX Announcement 3 November 2017 and Notice of Meeting announced 18 May 2018.</p> <p>(c) <b>Grant</b> of 5,000,000 Unlisted Options on 13 June 2018, to a Director of the Company. Refer ASX Announcement 29 December 2017 and Notice of Meeting announced 18 May 2018.</p> <p>(d) <b>Grant</b> of a total of 15,000,000 Unlisted Options on 13 June 2018, to Directors of the Company. Refer Notice of Meeting announced 18 May 2018.</p> <p>The total number of securities, listed on both AIM and ASX, remains 648,573,546 as at 13 June 2018.</p>
<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) Transfers between AIM listed shares on the AIM Market of the London Stock Exchange, and ASX listed CDI's.</p> <p>(b) Grant of 10,000,000 Unlisted Options. The Options have an exercise price of £0.015 (1.5 pence) and an expiry date of 2 November 2020.</p> <p>(c) Grant of 5,000,000 Unlisted Options. The Options have an exercise price of £0.045 (4.5 pence) and an expiry date of 29 December 2020. The Options will vest once the AIM traded closing price for the Company's Ordinary Shares exceeds £0.06 (6.0 pence) for 20 consecutive business days.</p> <p>(d) Grant of 15,000,000 Unlisted Options. The Options have an exercise price of £0.035625 (3.5625 pence) and an expiry date of 7 June 2021.</p>

+ See chapter 19 for defined terms.

<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) Each Option entitles the holder to acquire one Ordinary Share in Thor. Once exercised the Shares will rank equally with existing Ordinary Shares.</p> <p>(c) Each Option entitles the holder to acquire one Ordinary Share in Thor. Once exercised the Shares will rank equally with existing Ordinary Shares.</p> <p>(d) Each Option entitles the holder to acquire one Ordinary Share in Thor. Once exercised the Shares will rank equally with existing Ordinary Shares.</p>
<p>5 Issue price or consideration</p>	<p>(a) N/A</p> <p>(b) Nil.</p> <p>(c) Nil.</p> <p>(a) Nil.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) N/A</p> <p>(b) On 2 November 2017, Mr Johnson exercised 10,000,000 Options at an exercise price of 1.25p per share raising an additional £125,000 for the Company. The Options had an expiry date of 2 September 2019. Given the early exercise, being just under two years before Option expiry, the Board proposed to award Mr Johnson 10,000,000 replacement options.</p> <p>(c) Recognising the success of advancement of the Company's projects, and critical importance of commercialisation of these projects, Thor announced the appointment on 27 December 2017 of the Company's Exploration Manager, Mr Richard Bradey, to the Board as an Executive Director. Upon the appointment, the Company proposed to award Mr Bradey 5,000,000 Options.</p> <p>(d) The grant of Unlisted Options to Directors is intended to act as an incentive for the Directors to align themselves with the Company's strategic plan, with the intent of enhancing Shareholder returns.</p>

+ See chapter 19 for defined terms.

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	29 November 2017
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	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>(a) N/A</p> <p>(b) 10,000,000 Unlisted Options approved by shareholders at a General Meeting held in the UK on 7 June 2018.</p> <p>(c) 5,000,000 Unlisted Options approved by shareholders at a General Meeting held in the UK on 7 June 2018.</p> <p>(d) 15,000,000 Unlisted Options approved by shareholders at a General Meeting held in the UK on 7 June 2018.</p>
6f	Number of securities issued under an exception in rule 7.2	N/A
6g	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.	N/A
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

+ See chapter 19 for defined terms.

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 17 March 2018 to 12 June 2018 (b) 13 June 2018 (c) 13 June 2018 (d) 13 June 2018					
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 577 906 611">Number</th> <th data-bbox="911 577 1315 611">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 618 906 743">141,217,865</td> <td data-bbox="911 618 1315 743">Ordinary Shares quoted by ASX ("THR" as CDIs) as at 13 June 2018.</td> </tr> </tbody> </table>	Number	+Class	141,217,865	Ordinary Shares quoted by ASX ("THR" as CDIs) as at 13 June 2018.	
Number	+Class						
141,217,865	Ordinary Shares quoted by ASX ("THR" as CDIs) as at 13 June 2018.						

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+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in section 2 if applicable)	507,355,681	<p>Ordinary Shares admitted to the AIM Market of the London Stock Exchange, as at 13 June 2018.</p> <p>Unlisted Options:</p> <p>5,573,347 0.9 pence unlisted warrants expiring 27 July 2018.</p> <p>5,775,829 1.2 pence unlisted warrants expiring 2 November 2018</p> <p>31,448,194 1.2 pence unlisted warrants expiring 29 November 2018</p> <p>13,380,000 1.25 pence unlisted warrants expiring 1 December 2018.</p> <p>25,394,032 1.25 pence unlisted warrants expiring 7 April 2019.</p> <p>13,840,000 1.25 pence unlisted warrants expiring 11 April 2019.</p> <p>2,000,000 1.8 pence unlisted warrants expiring 27 June 2019.</p> <p>16,000,000 1.25 pence unlisted warrants expiring 26 July 2019.</p> <p>39,444,444 1.8 pence unlisted warrants expiring 28 July 2019.</p> <p>10,000,000 5.0 pence unlisted warrants expiring 29 January 2020.</p> <p>15,000,000 1.8 pence unlisted warrants expiring 31 March 2020.</p> <p>1,500,000 1.8 pence unlisted warrants expiring 27 June 2020.</p> <p>10,000,000 1.5 pence unlisted options expiring 2 November 2020.</p> <p>5,000,000 4.5 pence unlisted options expiring 29 December 2020.</p> <p>15,000,000 3.5625 pence unlisted options expiring 7 June 2021.</p>
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 +quotation is sought					
Class of +securities for which quotation is sought					
Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: <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>					
Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)					
Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="686 1646 901 1680">Number</th> <th data-bbox="901 1646 1283 1680">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1680 901 1910"></td> <td data-bbox="901 1680 1283 1910"></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: 13 June 2018

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 12 June 2017	373,013,208	
<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> <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>	<i>Placement (28/7/17) (approved 27 July 2017)</i>	51,111,111	
		<i>Placement (03/11/17) (approved 29 November 2017)</i>	29,473,686
		<i>Issue - options exercised (Issued 10/11/17)</i>	10,000,000
		<i>Issue - options exercised (Issued 13/11/17)</i>	20,730,855
		<i>Issue - options exercised (Issued 15/11/17)</i>	10,773,161
		<i>Issue - options exercised (Issued 21/11/17)</i>	20,749,484
		<i>Issue - options exercised (Issued 29/11/17)</i>	18,113,051
		<i>Placement (30/11/17) (approved 29 November 2017)</i>	41,151,314
		<i>Issue - options exercised (Issued 6/12/17)</i>	8,472,381
		<i>Issue - options exercised (Issued 18/12/17)</i>	13,932,458
		<i>Issue - options exercised (Issued 28/12/17)</i>	6,010,827
		<i>Issue - options exercised (Issued 22/01/18)</i>	2,402,943
	<i>Issue - options exercised (Issued 9/02/18)</i>	9,247,486	

+ See chapter 19 for defined terms.

	<i>Issue - options exercised</i> 12,448,707 <i>(Issued 14/02/18)</i>
	<i>Issue - options exercised</i> 6,883,280 <i>(Issued 19/02/18)</i>
	<i>Issue - options exercised</i> 2,932,014 <i>(Issued 16/03/18)</i>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	637,445,966

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	95,616,894
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period not counting those issued: <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> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – 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>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<i>Issue for consideration</i> 1,127,580 <i>(Issued 15/12/17)</i>
	<i>Issue for cash</i> 10,000,000 <i>(Issued 30/01/18)</i>
	<i>Grant of Unlisted Options</i> 10,000,000 <i>(Granted 30/01/18)</i>
<b>“C”</b>	21,127,580

+ See chapter 19 for defined terms.

<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> <i>Note: number must be same as shown in Step 2</i>	95,616,894
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	21,127,580
<b>Total [“A” x 0.15] – “C”</b>	74,489,314 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ 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> <i>Note: number must be same as shown in Step 1 of Part 1</i>	637,445,966
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	63,744,596
<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  <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>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	63,744,596
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total</b> [“A” x 0.10] – “E”	63,744,596 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.