

# 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   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | (a) <b>Transfer</b> of 1,311,279 ASX listed CDIs to the AIM Market of the London Stock Exchange during the period from 1 January 2014 to 31 January 2014<br><br><b>Thereby</b> maintaining the number of shares listed on the AIM market of the London Stock Exchange at 1,341,661,459 as at 31 January 2014. |
| 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) | This represents:<br>(a) The <b>transfer</b> of 1,311,279 ASX listed CDIs to Ordinary shares listed on the AIM Market of the London Stock Exchange during the period from 1 January 2014 to 31 January 2014.   |

4	Do the <sup>+</sup> securities rank equally in all respects from the date of allotment with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?	(a) Yes  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>
5	Issue price or consideration	(a) n/a
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) <b>Transfer</b> of securities being CDIs listed on ASX to the AIM market of the London Stock Exchange.
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2013
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	Nil
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	Nil

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<sup>+</sup> See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) Not Applicable				
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				
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	<b>Transfers:</b> From 11 January 2014 to 31 January 2014				
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>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>637,213,113</td> <td>Ordinary Shares quoted by ASX (“THR” as CDIs) as at 31 January 2014</td> </tr> </tbody> </table>	Number	+Class	637,213,113	Ordinary Shares quoted by ASX (“THR” as CDIs) as at 31 January 2014
Number	+Class					
637,213,113	Ordinary Shares quoted by ASX (“THR” as CDIs) as at 31 January 2014					

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	682,781,679	Ordinary Shares admitted to the AIM Market of the London Stock Exchange, as at 31 January 2014.
		21,666,667	Ordinary Shares, held in escrow until 8 April 2014, quoted by ASX (as CDIs) "THR".
		1,000,000	3.5 cent Unlisted Options expiring 13 June 2014. (Held by Associates).
		4,000,000	2.0 pence Unlisted Options expiring 21 June 2015. (Held by Associates).
		1,100,000	Unlisted Options expiring 27 September 2015. (Held by Employees).
		84,141,088	0.7428 cent unlisted options expiring 19 March 2016. (Held by issuer of debt facility).
		62,887,808	0.5963 cent unlisted options expiring 3 June 2016. (Held by issuer of debt facility).
		20,067,431	1.05 cent unlisted options expiring 30 September 2014. (Issued to Australian registered CDI holders as a result of 2013 Open offer).
		8,399,027	0.07 pence unlisted warrants expiring 30 September 2014. (Issued to UK registered shareholders as a result of 2013 Open offer).
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No Policy	

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

<sup>+</sup> See chapter 19 for defined terms.

## 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) X Securities described in Part 1 (CDIs only)

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

## 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="670 1444 885 1489">Number</th> <th data-bbox="885 1444 1268 1489">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="670 1489 885 1700"></td> <td data-bbox="885 1489 1268 1700"></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.

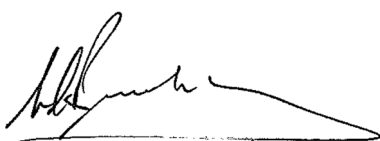
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 10 February 2014

Print name: Allan Burchard

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+ See chapter 19 for defined terms.

# 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 31 January 2013)  903,425,923																										
<p><b>Add</b> the following:</p> <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> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding-left: 20px;"><i>Employee Remuneration</i></td> <td style="text-align: right; padding-left: 20px;">673,700</td> </tr> <tr> <td style="padding-left: 20px;"><i>Western Desert Resources re Spring Hill consideration</i></td> <td style="text-align: right; padding-left: 20px;">21,666 667</td> </tr> <tr> <td colspan="2"><i>Open Offer issue to:</i></td> </tr> <tr> <td style="padding-left: 20px;">• <i>Australian registered CDI Holders</i></td> <td style="text-align: right; padding-left: 20px;">40,134,818</td> </tr> <tr> <td style="padding-left: 20px;">• <i>UK registered Shareholders</i></td> <td style="text-align: right; padding-left: 20px;">16,913,658</td> </tr> <tr> <td colspan="2"><i>Issued as a result of the exercise of warrants.</i></td> </tr> <tr> <td style="padding-left: 20px;"><i>(all approved on 12 April 2013)</i></td> <td style="text-align: right; padding-left: 20px;">57,806</td> </tr> <tr> <td style="padding-left: 20px;"><i>Placement (5/9/2013)</i></td> <td style="text-align: right; padding-left: 20px;">148,888,887</td> </tr> <tr> <td colspan="2"><i>(approved 3 September 2013)</i></td> </tr> <tr> <td style="padding-left: 20px;"><i>Placement (10/9/2013)</i></td> <td style="text-align: right; padding-left: 20px;">144,900,000</td> </tr> <tr> <td colspan="2"><i>(approved 28 November 2013)</i></td> </tr> <tr> <td style="padding-left: 20px;"><i>Remuneration Shares</i></td> <td style="text-align: right; padding-left: 20px;">25,000,000</td> </tr> <tr> <td colspan="2"><i>(approved 28 November 2013)</i></td> </tr> </table>	<i>Employee Remuneration</i>	673,700	<i>Western Desert Resources re Spring Hill consideration</i>	21,666 667	<i>Open Offer issue to:</i>		• <i>Australian registered CDI Holders</i>	40,134,818	• <i>UK registered Shareholders</i>	16,913,658	<i>Issued as a result of the exercise of warrants.</i>		<i>(all approved on 12 April 2013)</i>	57,806	<i>Placement (5/9/2013)</i>	148,888,887	<i>(approved 3 September 2013)</i>		<i>Placement (10/9/2013)</i>	144,900,000	<i>(approved 28 November 2013)</i>		<i>Remuneration Shares</i>	25,000,000	<i>(approved 28 November 2013)</i>	
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<ul style="list-style-type: none"> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <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> </ul>																											

+ See chapter 19 for defined terms.



<ul style="list-style-type: none"> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	1,301,661,459
<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	195,249,219
<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>	
<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>	195,249,219
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.15] – “C”	195,249,219 <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> <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,301,661,459
<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>	130,166,146
<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>	40,000,000 <i>(Issued on 10 December 2013)</i>
<b>“E”</b>	40,000,000

+ See chapter 19 for defined terms.

**Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A**

<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>130,166,146</p>
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>40,000,000</p>
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p>90,166,146</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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+ See chapter 19 for defined terms.