

**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: 3 September 2013  
Time of Meeting: 10.00am London time  
Venue: Grant Thornton  
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

16<sup>th</sup> August 2013

Dear Shareholder

**Placing of shares  
Notice of general meeting**

As announced on 13 August 2013, Thor Mining plc ("Thor" or "the Company") has, through its broker SI Capital, conditionally placed 148,888,887 Thor ordinary shares at a price of 0.225p per share. The ordinary shares of the Company have a nominal value of 0.3p per share and, under the UK Companies Act 2006, the Company is unable to issue ordinary shares below their nominal value. Accordingly, the Company is convening a general meeting to, among other things, reorganise its share capital and in doing so reduce the nominal value of its ordinary shares and approve the issue and allotment of the placed shares for the purposes of the ASX Listing Rules. Completion of the placing is dependent on the Company's Shareholders passing the resolutions necessary to effect the required reduction in the nominal value of its shares and authorise the issue and allotment of the shares at the general meeting, notice of which is contained within this circular.

The funds raised through the placing will be used by the Company to develop its assets as well as to provide general working capital.

The re-organisation comprises a sub-division of shares that will create two classes of shares: ordinary shares with a nominal value of 0.01p and deferred shares with a nominal value of 0.29p. Subject to the provisions of the Companies Act 2006 the deferred shares may then be cancelled by the Company; or may be bought back by the Company for £1 and then cancelled as permitted under the amended articles, leaving the number of shares in issue the same as at the date of sending out this notice (except for shares subsequently issued). If the Company determines to cancel or buy back the deferred shares, it will advise Shareholders accordingly at the relevant time.

The deferred shares shall not be quoted and no share certificates will be issued in respect of the same. The deferred shares are effectively valueless. (The deferred shares are required to be issued in order for the aggregate par value of the shares once sub-divided to remain at 0.3p).

The deferred shares constitute a new class of share the creation of which necessitates an amendment to the Company's articles of association. Resolution 1 in the accompanying notice of general meeting seeks approval to amend the Company's articles to create that new class of share. It also seeks approval to amend the articles to allow the appointment of the Company Secretary as Chairman at general meetings. This is an administrative insertion to avoid an issue in the future where directors of the Company are not available at the time a general meeting or annual general meeting is held.

Resolution 2 in the accompanying notice seeks approval to the above described reorganisation of the company's share capital, which is conditional on Shareholders approving the amendments to the Company's articles of association.

Resolutions 3 and 4 provide the directors with the appropriate authorities to issue shares and dis-apply pre-emption rights for existing shareholders. Resolution 5 is a resolution required by the ASX listing rules. Please refer to the explanatory notes to the notice.

The Thor directors believe that the placing is 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 53,037,036 Shares representing 5.4 per cent of the Company's issued share capital.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Michael Billing', written in a cursive style.

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, 30 Finsbury Square, London, United Kingdom on 3 September 2013 at 10.00am (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 2, 3 and 5 and as special resolutions in the case of Resolutions 1 and 4.

## **AGENDA**

### **SPECIAL BUSINESS**

#### **SPECIAL RESOLUTION**

1. That the articles of association of the Company be amended as follows:
  - a. by inserting the following definition at article 1:  
“Deferred Shares: the deferred shares in the capital of the Company with the rights set out in Article 12”
  - b. by inserting the following as article 12:  
“12. The rights and restrictions attached to the Deferred Shares shall be as follows:
    - 12.1. As regards income the holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.
    - 12.2. As regards capital on a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption on purchase by the Company of any of its shares) the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the Ordinary Shares the amount of £100,000,000 in respect of each Ordinary Share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution in specie shall be ascertained in sterling, in each case in such manner as the Directors of the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.
    - 12.3. As regards voting the holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat.
    - 12.4. The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or pari passu with or subsequent to such shares. In addition neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.

12.5. Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.

12.6. The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such shares.

12.7. The Company may, at its option and subject to compliance with the provisions of applicable legislation, at any time after the adoption of this Article, cancel such shares by way of reduction of capital for no consideration.

12.8. Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares.”

- c. subsequent numbering of the articles of association to be sequentially amended.
- d. by replacing the wording of article 71 (which shall become article 72 as a result of the preceding amendment) with the following wording:  
“The chairman (if any) of the Board shall preside as chairman at every general meeting of the Company. If there is no chairman of the Board, or if he is not present at any meeting within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act, the Directors present shall select one of their number to be chairman. If no board member is expected to attend the meeting the Board may appoint the Secretary in advance of the general meeting or the annual general meeting to be the chairman and failing that, the members present and entitled to vote shall choose one of their number to be chairman.”

## ORDINARY RESOLUTION

- 2. That, subject to the passing of resolution 1, with effect from 23.59 hours on the date of the passing of this resolution:
  - a. each of the existing ordinary shares of 0.30p each (“**Existing Ordinary Shares**”) be subdivided into one deferred share of 0.29p each (“**Deferred Shares**”) and one new Ordinary Share of 0.01p each (“**New Ordinary Shares**”); and
  - b. the New Ordinary Shares will have the same rights and be subject to the same restrictions as the Existing Ordinary Shares in the Company’s articles of association and the Deferred Shares will have the rights and be subject to the restrictions set out in the Articles.
- 3. 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 Companies Act 2006 (“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 £50,000 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 in the capital of the Company (“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**

4. 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 ordinary shares of 0.01p each in the capital of the Company ("**Ordinary 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 ordinary 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 ordinary 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 (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £50,000;

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 RESOLUTION**

5. That, subject to the passing of resolutions 1 and 2 and for the purposes of ASX Listing Rule 7.1, and for all other purposes, the issue and allotment of up to 148,888,887 Shares at a price of GBPO.00225 (0.225 pence) per Share to a number of places identified by SI Capital, 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 0870 707 1343

**CDI voting instruction form**

Holders of CDIs on the Australian CDI registry may only vote by directing CHESS Depository Nominees Pty Ltd ("CHESS" the Depository 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

Allan C. Burchard  
Stephen F. Ronaldson  
Joint Company Secretary  
13<sup>th</sup> August 2013.

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

### **Notes to Resolutions 1 and 2 – amendment of articles of association and reorganisation of Shares**

Refer to the Chairman's letter accompanying the Notice of General Meeting for information relating to Resolutions 1 and 2. ASX Listing Rule 7.20 requires that the following information be provided to Shareholders in respect of the reorganisation of ordinary Shares the subject of Resolution 2:

- (a) the effect of the proposed reorganisation of Shares will be that:
  - (i) the number of fully paid ordinary Shares on issue will remain the same, however their par value will be reduced from £0.003 to £0.0001;
  - (ii) a new class of 'deferred shares' will be created (on the terms set out in Resolution 1 above), and the number of deferred shares will be equal to the number of fully paid ordinary Shares on issue (prior to the placement the subject of Resolution 5); and
  - (iii) there will be no effect on the amount unpaid on the Company's securities (that is, the Company's securities will be fully paid up).
- (b) the proposed reorganisation will not result in any fractional entitlements; and
- (c) there will be no change to the terms of the convertible securities on issue as a consequence of the proposed reorganisation.

### **Notes to Resolution 3 – 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 Companies Act 2006 (CA 2006). An authority to allot shares in relation to a public company must always be granted under Section 551 of the CA 2006. 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), CA 2006). 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), CA 2006).

As the nominal value of the ordinary shares has changed a new authority is sought.

### **Notes to Resolution 4 – Disapplication of pre-emption rights**

Under section 561 of the CA 2006, 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 CA 2006 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 CA 2006.

If the directors of a company are generally authorised to allot shares under section 551 of the CA 2006, 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.

As the nominal value of the ordinary shares has changed a new authority is sought.

## **Notes to Resolution 5 – Approval of Share Placements**

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 the Company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The Company seeks approval under ASX Listing Rule 7.1 to the placing of up to 148,888,887 Shares (**Placement Shares**) to a number of places identified by SI Capital. The placement is conditional upon the passing of resolution 5. If resolution 5 is passed then the Placement Shares will be deemed to have been issued with shareholder approval and will not be counted towards the aforementioned 15% limit, which will give the Company greater flexibility for future capital raisings.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in respect of Resolution 5 for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) a maximum of 148,888,887 Placement Shares will be issued;
- (b) the Company intends to issue the Placement Shares no later than three months after the date of the General Meeting;
- (c) the issue price of the Placement Shares will be GBP0.00225 (0.225 pence) per Share;
- (d) the Placement Shares will be issued to a number of clients of SI Capital;
- (e) the Placement Shares will be issued and allotted as fully paid and will rank equally with existing Shares on issue;
- (f) funds raised from the placement will be used to fund the Company's working capital requirements, including continued exploration and assessment of all the Company's gold and tungsten/molybdenum projects;
- (g) the Company intends to issue the Placement Shares progressively within the three months following the date of the General Meeting; and
- (h) a voting exclusion statement is set out on page 6 of this Notice of Meeting.

Further detail of the Placement can be found in the announcement made by the Company to AIM and ASX on 13 August 2013.

### **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 Meeting shall be entitled to attend and vote at the 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 Page 7).

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 Company Secretary no later than 10.00am (London time) on 30 August 2013, 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 amend 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 page 7).

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 the 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 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 Meeting but may only vote by directing CHESS Depository Nominees Pty Ltd ("CHESS" the Depository 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 5.00pm Australian Western Standard Time (10.00am London time) on 29 August 2013 (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 5.00pm Australian Western Standard Time (10.00am London time) on 1 September 2013 (or 48 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 13th August 2013, the Company's issued share capital comprised 982,814,766 Shares of £0.003 each. Each 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 13th August 2013 is 982,814,766.

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

Except as provided above, members who have general queries about the 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

**DEFINITIONS**

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

<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>Director</b>	a director of the Company
<b>CDI</b>	Chess Depository Interest, being a unit of beneficial ownership of a Share legally held by CHES
<b>Share</b>	ordinary share in the capital of the Company
<b>Shareholder</b>	a holder of Shares
<b>Thor or the Company</b>	Thor Mining PLC

# 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

000001 000 THR  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## CDI Voting Instruction Form

For your vote to be effective it must be received by 5.00pm AWST (10.00am London time) on Thursday, 29 August 2013

### How to Vote on Items of Business

Each CHES Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name as at 5.00pm AWST (10.00am London time) on Sunday, 1 September 2013 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 CHES Depositary 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 CHES Depositary Nominees Pty Ltd enough time to tabulate all CHES Depositary 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, 30 Finsbury Square, London, EC2P 2YU on Tuesday, 3 September 2013 at 10.00am (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.

	For	Against	Abstain
Resolution 1 Amend the articles of association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Reorganisation of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To authorise the Directors to allot relevant securities up to a maximum nominal amount of £50,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To dis-apply pre-emption rights up to a maximum aggregate nominal value of £50,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To approve the issue and allotment of up to 148,888,887 Shares at a price of GBP0.00225 (0.225 pence) per Share to a number of placees identified by SI Capital for the purposes of ASX Listing Rule 7.1	<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 / /