

# 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
- (b) Ordinary shares / CDIs
- (c) Unlisted Options
- (d) Unlisted Options

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+ See chapter 19 for defined terms.

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| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | <p>(a) Transfers of 271,146 to AIM listed shares on the AIM Market of the London Stock Exchange, from ASX listed CDI's, during the period 27 June 2017 to 27 July 2017.</p> <p>(b) Issue of 51,111,111 Ordinary Shares to sophisticated investors in the UK on 28 July 2017.</p> <p>(c) Grant of 51,111,111 Unlisted Options (termed warrants in the UK) on 28 July 2017, to the participants in the placement under item (b) above (or their nominees), on the basis of one free option for each share subscribed for.</p> <p>(d) Grant of 15,000,000 Unlisted Options (termed warrants in the UK) on 28 July 2017, to the Company's Directors. Refer ASX Announcement 31 March 2017.</p> <p>The total number of securities, listed on both AIM and ASX, is now 424,124,319 as at 28 July 2017.</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>This represents:</p> <p>(a) <b>Transfers</b> between AIM listed shares on the AIM Market of the London Stock Exchange, and ASX listed CDI's.</p> <p>(b) Issue of 51,111,111 Ordinary Shares to sophisticated investors in the UK on 28 July 2017, at a price of £0.009 per share.</p> <p>(c) Grant of 51,111,111 Unlisted Options. The Options have an exercise price of £0.018 (1.8 pence) and an expiry date of 28 July 2019, subject to an Acceleration Clause which applies once the volume weighted average price of the Company's Ordinary Shares traded on AIM over a five day period exceeds 5 pence.</p> <p>(d) Grant of 15,000,000 Unlisted Options. The Options have an exercise price of £0.018 (1.8 pence) and an expiry date of 31 March 2020.</p>                                  |

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+ See chapter 19 for defined terms.

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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) 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) £0.009 per share, or total consideration of £460,000.</p> <p>(c) Nil.</p> <p>(d) Nil.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>(a) N/A</p> <p>(b) Placing for cash. The funds raised will enable the Company to accelerate and extend planned drilling at its Pilot Mountain tungsten project, along with financing initial exploration work on the Big Sandy lithium project in Arizona USA, in which the Company has a 25% interest and the option to acquire the residual 75% ownership, as announced to the ASX on 15 June 2017. The funds will also provide the Company with additional working capital.</p> <p>(c) Grant of Unlisted Options (termed warrants in the UK), to the participants in the placement under item (b) above (or their nominees), on the basis of one free option for each share subscribed for.</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> |

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+ See chapter 19 for defined terms.

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| 6a | Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?<br><br>If Yes, complete sections 6b – 6h <i>in relation to the +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                                                                                                                                                                        | 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 | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)                                                                                         | (a) N/A<br>(b) 51,111,111 Ordinary Shares approved by shareholders at a General Meeting held in the UK on 27 July 2017.<br>(c) 51,111,111 Unlisted Options approved by shareholders at a General Meeting held in the UK on 27 July 2017.<br>(d) 15,000,000 Unlisted Options approved by shareholders at a General Meeting held in the UK on 27 July 2017. |
| 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                                                                                                                                                                                                                                                                                                                                                       |

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+ See chapter 19 for defined terms.

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|----|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 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 27 June 2017 to 27 July 2017<br>(b) 28 July 2017<br>(c) 28 July 2017<br>(d) 28 July 2017 |                                                                                              |
| 8  | Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)                                   | 122,664,124                                                                                            | Ordinary Shares quoted by ASX ("THR" as CDIs) as at 28 July 2017.                            |
| 9  | Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)                               | 301,460,195                                                                                            | Ordinary Shares admitted to the AIM Market of the London Stock Exchange, as at 28 July 2017. |
|    |                                                                                                                                            | 20,445,132                                                                                             | <b>Unlisted Options:</b><br>0.9 pence unlisted warrants expiring 27 July 2018.               |
|    |                                                                                                                                            | 48,000,000                                                                                             | 1.25 pence unlisted warrants expiring 1 December 2018.                                       |
|    |                                                                                                                                            | 16,000,000                                                                                             | 1.25 pence unlisted warrants expiring 5 March 2019.                                          |
|    |                                                                                                                                            | 40,000,000                                                                                             | 1.25 pence unlisted warrants expiring 7 April 2019.                                          |
|    |                                                                                                                                            | 13,840,000                                                                                             | 1.25 pence unlisted warrants expiring 11 April 2019.                                         |
|    |                                                                                                                                            | 2,000,000                                                                                              | 1.8 pence unlisted warrants expiring 27 June 2019.                                           |
|    |                                                                                                                                            | 20,000,000                                                                                             | 1.25 pence unlisted warrants expiring 26 July 2019.                                          |
|    |                                                                                                                                            | 10,000,000                                                                                             | 1.25 pence unlisted warrants expiring 2 September 2019.                                      |
|    |                                                                                                                                            | 1,500,000                                                                                              | 1.8 pence unlisted warrants expiring 27 June 2020.                                           |
|    |                                                                                                                                            | 51,111,111                                                                                             | 1.8 pence unlisted warrants expiring 28 July 2019.                                           |
|    |                                                                                                                                            | 15,000,000                                                                                             | 1.8 pence unlisted warrants expiring 31 March 2020.                                          |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                         |        |        |  |  |
| <p>Do the +securities rank equally<br/>in all respects from the<br/>date of allotment with an<br/>existing +class of quoted<br/>+securities?</p> <p>If the additional securities do<br/>not rank equally, please<br/>state:</p> <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> |                                                                                                                                         |        |        |  |  |
| <p>Reason for request for<br/>quotation now</p> <p>Example: In the case of restricted securities,<br/>end of restriction period</p> <p>(if issued upon conversion of<br/>another security, clearly<br/>identify that other<br/>security)</p>                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                         |        |        |  |  |
| Number and +class of all<br>+securities quoted on ASX<br>(including the securities in<br>clause 38)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table> | Number | +Class |  |  |
| Number                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | +Class                                                                                                                                  |        |        |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                         |        |        |  |  |

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+ 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.

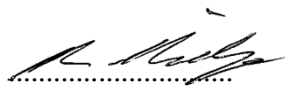
2 We warrant the following to ASX.

- 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 July 2017

Print name: Ray Ridge

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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

| Rule 7.1 – Issues exceeding 15% of capital                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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 27 July 2016 229,455,501<br>(5,736,387,525 pre-consolidation)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <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>Include only ordinary securities here – other classes of equity securities cannot be added</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> | Placement (5/9/16) 16,000,000<br>(approved 6 October 2016)<br>(pre consolidation 400,000,000)<br><br>Placement (7/10/16) 40,000,000<br>(approved 6 October 2016)<br>(pre consolidation 1,000,000,000)<br><br>Placement (11/10/16) 13,840,000<br>(approved 6 October 2016)<br>(pre consolidation 346,000,000)<br><br>Remuneration (25/11/2016) 17,862,839<br>(approved 24 November 2016)<br>(pre consolidation 446,570,973)<br><br>Placement (27/1/17) 50,000,000<br>(approved 27 July 2017)<br><br>Issue - options exercised 1,780,026<br>(Issued 17/3/17)<br><br>Issue - options exercised 3,312,477<br>(Issued 20/3/17)<br><br>Issue - options exercised 762,365<br>(Issued 10/4/17)<br><br>Placement (28/7/17) 51,111,111<br>(approved 27 July 2017) |
| <b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>“A”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 424,124,319                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

+ See chapter 19 for defined terms.

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| <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 63,618,647                                                                           |
| <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>• 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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | nil                                                                                  |
| <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 63,618,647                                                                           |
| <b>Subtract “C”</b><br><i>Note: number must be same as shown in Step 3</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | nil                                                                                  |
| <b>Total [“A” x 0.15] – “C”</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 63,618,647<br><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

| Rule 7.1A – Additional placement capacity for eligible entities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                   |
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| <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 424,124,319                                       |
| <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 42,412,431                                        |
| <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>• This applies to equity securities – 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>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</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>                               | 42,412,431                                                                          |
| <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>                                                                        | 42,412,431<br><i>Note: this is the remaining placement capacity under rule 7.1A</i> |