



Announcement Summary

Entity name

THOMSON RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday June 9, 2020

The Proposed issue is:

☒ A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Options - exercisable at \$0.03 on or before 30 November 2022	19,802,365
TMZ	ORDINARY FULLY PAID	59,407,094

Ex date

Friday June 12, 2020

+Record date

Monday June 15, 2020

Offer closing date

Wednesday July 8, 2020

Issue date

Wednesday July 15, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

THOMSON RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

82138358728

1.3 ASX issuer code

TMZ

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Tuesday June 9, 2020

1.6 The Proposed issue is:

☒ A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

☒ + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +Security Code and Description

TMZ : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +Security Code and Description

TMZ : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

2

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum Number of +securities proposed to be issued

59,407,094

Purpose of the issue

The net proceeds from the Offer will be used for general working capital purposes and to fund exploration activity.

Offer price details for retail security holders**Issue Currency**

AUD - Australian Dollar

Offer Price per +security

AUD 0.01500

Estimated or Actual?☒ Actual**Oversubscription & Scale back details****Are +security holders allowed to oversubscribe?**☒ Yes**Provide the oversubscription details**

In addition to completing the portion of the Entitlement and Acceptance Form which relates to the Entitlement, shareholders need to complete the portion of the Form relating to the Additional New Securities they wish to take up.

May a scale back be applied to this event?☒ Yes**Provide the scale back details**

The Shortfall Offer will be placed at the discretion of the Directors. The Shortfall Offer will first be placed with applications for Additional New Securities. The balance of the Shortfall Offer may be placed to the Underwriter and/or any Sub Underwriter.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?☒ Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**



Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +Security Code

New class-code to be confirmed

+Security Description

Options - exercisable at \$0.03 on or before 30 November 2022

+Security Type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

3

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum Number of +securities proposed to be issued

19,802,365

Offer price details for retail security holders

Issue Currency

AUD - Australian Dollar

Offer Price per +security

AUD 0.00000

Estimated or Actual?

☒ Actual

Oversubscription & Scale back details

Are +security holders allowed to oversubscribe?

☒ Yes

Provide the oversubscription details

As per the Offer Shares

May a scale back be applied to this event?

☒ Yes

Provide the scale back details

As per the Offer Shares

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Options details



+Security Currency

AUD - Australian Dollar

Exercise Price

AUD 0.0300

Expiry date

Wednesday November 30, 2022

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

TMZ : ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 3C - Timetable

3C.1 +Record date

Monday June 15, 2020

3C.2 Ex date

Friday June 12, 2020

3C.4 Record date

Monday June 15, 2020

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

Thursday June 18, 2020

3C.6 Offer closing date

Wednesday July 8, 2020

3C.7 Last day to extend the offer closing date

Friday July 3, 2020

3C.9 Trading in new +securities commences on a deferred settlement basis

Thursday July 9, 2020

3C.10 Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors

Monday July 13, 2020

3C.11 Issue date

Wednesday July 15, 2020



3C.12 Date trading starts on a normal T+2 basis

Thursday July 16, 2020

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

Monday July 20, 2020

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

Fern Street Partners Pty Ltd

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

1. (Capital Raising Fee) 3.0% of the value of the Shortfall Shares (plus GST) taken up by the Underwriter and any other fundraising activity of the Company undertaken by the Company in the twelve months from the date of the Mandate Agreement, where the Underwriter is engaged for any subsequent fundraising activity;
2. (Lead Manager Options) issue the Lead Manager Options to the Lead Manager;
3. (Monthly Mandate Fee) \$7,500 per month (plus GST) for an initial period of 6 months from the date of the Mandate Agreement.

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

Merchant Capital Partners Pty Ltd

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

100%

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

5% of the underwritten amount (plus GST).

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

As is normal for underwriting agreements of this nature, the Underwriter has a wide discretion to terminate its obligations under the Underwriting Agreement on the occurrence of a number of events, which may occur on or before the Closing Date. The significant termination events are a fall in indices event allowing the Underwriter to terminate its obligations if:

- ⌋ the S&P ASX 200 Index is at any time on or before the Closing Date 10% or more below its level at the close of business on the business day prior to the date of the Underwriting Agreement;
- ⌋ the closing price of Shares is below the Issue Price on any five consecutive trading days on or before the Closing Date; and
- ⌋ where an event has or is likely to have, or could be expected to have, a material adverse effect in respect of the Offer or the Company or its business or, alternatively, could give rise to a liability of the Underwriter under the Corporations Act.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ Yes



3E.2e (i) What is the name of that party?

David Williams & Richard Willson

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

1,333,333 shares (\$20k each)

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

\$Nil

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purposes for which the entity intends to use the cash raised by the proposed issue

The net proceeds from the Offer will be used for general working capital purposes and to fund exploration activity.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has security holders who will not be eligible to participate in the proposed issue

Australia & New Zealand

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ No

3F.6 URL on the entity's website where investors can download information about the proposed issue

3F.7 Any other information the entity wishes to provide about the proposed issue