

# **THOR MINING PLC**

Registered Number 05276414 (United Kingdom)  
ARBN 121 117 673 (Australia)

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## **NOTICE OF ANNUAL GENERAL MEETING**

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Date of Meeting:	10 November 2021
Time of Meeting:	10am (Greenwich Mean Time)
Venue:	WH Ireland Limited 24 Martine Lane London EC4R 0DR

This Notice of Annual General Meeting and accompanying Explanatory Notes 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  
Salisbury House  
London Wall  
London, EC2M 5PS  
UNITED KINGDOM

3 October 2021

Dear Shareholder

### **Notice of Annual General Meeting**

Thor Mining PLC ("Thor" or "the Company") is pleased to invite you to its annual general meeting to be held at the offices of WH Ireland Limited, 24 Martine Lane, London, EC4R 0DR on 10 November 2021 at 10am (Greenwich Mean Time).

Due to the ongoing COVID-19 pandemic if it is necessary for Thor to give further updates on the arrangements for the AGM, we will inform you through our investor website <https://www.thormining.com/>, via the ASX Market Announcements Platform and via the Regulatory News Service.

The purpose of the annual general meeting is to consider, and if thought fit, pass the resolutions contained in the notice. In addition to the usual resolutions which are considered at an annual general meeting, I would like to draw your attention to Resolutions 6 - 20.

Resolution 6 seeks shareholder approval, for the purposes of ASX Listing Rule 10.11, for the issue of 12,000,000 Share Options to Ms Nicole Galloway Warland. ASX Listing Rules requires a separate shareholder approval for the issue of these securities, as Ms Galloway Warland is a Director and, therefore a Related Party of the Company.

Resolution 7 seeks shareholder approval, for the purposes of ASX Listing Rule 10.11, for the issue of 8,000,000 Share Options to Mr Alastair Clayton. ASX Listing Rules requires a separate shareholder approval for the issue of these securities, as Mr Clayton is a Director and, therefore a Related Party of the Company.

Resolution 8 seeks shareholder approval, for the purposes of ASX Listing Rule 10.11, for the issue of 8,000,000 Share Options to Mr Mark Potter. ASX Listing Rules requires a separate shareholder approval for the issue of these securities, as Mr Potter is a Director and, therefore a Related Party of the Company.

Resolution 9 seeks shareholder approval, for the purposes of ASX Listing Rule 10.11, for the issue of 8,000,000 Share Options to Mr Mark McGeough. ASX Listing Rules requires a separate shareholder approval for the issue of these securities, as Mr McGeough is a Director and, therefore a Related Party of the Company.

Resolutions 10 and 19 provide the directors with appropriate authorities, respectively, to issue shares and dis-apply pre-emption rights for existing shareholders and it is the normal procedure for such authority to be renewed at the annual general meeting. Resolution 10 is a requirement under English company law where the Company wishes to allot new relevant securities. Resolution 19 is a requirement under English company law where the Company wishes to do so for cash without first offering those securities on a *pro rata* basis to existing shareholders.

Resolution 20 seeks the approval from shareholders of a 10% placement facility. ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital in accordance with the terms set out in Resolution 15 (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. At this Meeting, the Company is seeking shareholder approval by way of a special resolution to have the ability to issue additional equity securities under the 10% Placement Facility.

Resolution 11 seeks shareholder approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of Ordinary Shares and accompanying options to Spencer Metals Pty Ltd as consideration for the completion of the acquisition of a 51% interest in a portion of exploration licences, located in South Australia in accordance with the Stage 1 Expenditure agreement.

Resolution 12 in accordance with the Second Option arrangement with Spencer Metals Pty Ltd seeks shareholder approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of Ordinary Shares and accompanying options to Spencer Metals Pty Ltd as consideration for the completion of the acquisition of a further 29% interest in a portion of exploration licences, located in South Australia, taking the total interest to 80%.

Resolutions 13-18 seek shareholder approval to ratify the issue of Equity Securities and Options that were previously issued within the Company's placement capacity under ASX Listing Rule 7.1. The ratification under ASX Listing Rule 7.4 has the effect of refreshing the Company's placement capacity under ASX Listing Rule 7.1.

Thor's directors believe that all of the resolutions are in the best interests of the Company and recommend that shareholders vote in favour of the resolutions at the General Meeting, as the directors intend to do in respect of their own holdings of Ordinary Shares (to the extent they are not excluded from voting).

Yours faithfully

A handwritten signature in black ink, appearing to read 'M.R. Potter'.

Mark Potter  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Thor Mining PLC will be held at the offices of WH Ireland Limited, 24 Martine Lane, London, EC4R 0DR on 10 November 2021 at 10am (Greenwich Mean Time) for the purpose of considering and, if thought fit, passing Resolutions 1 to 18 (inclusive) as ordinary resolutions, and Resolution 19 and 20 as special resolutions.

### AGENDA

#### ORDINARY BUSINESS

#### ORDINARY RESOLUTIONS

##### Financial Statements and reports

1. To receive and consider the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2021.

##### Re-appoint Ms Nicole Galloway Warland as a director

2. To re-appoint Ms Nicole Galloway Warland as a Director who was appointed to the Board on 21 April 2021, in accordance with Article 133 of the Articles of Association and being eligible, offers herself for re-election.

##### Re-appoint Mr Alastair Clayton as a director

3. To re-appoint Mr Alastair Clayton as a Director who was appointed to the Board on 4 October 2021, in accordance with Article 133 of the Articles of Association and being eligible, offers himself for re-election.

##### Re-elect Mr Mark Potter as a director

4. To re-elect Mr Mark Potter as a Director who, in accordance with Article 126 of the Articles of Association, retires by rotation and being eligible, offers himself for re-election.

##### Re-appoint company auditor

5. To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual general Meeting and to authorise the Directors to determine their remuneration.

#### SPECIAL BUSINESS

#### ORDINARY RESOLUTIONS

##### Approval to Issue Director Options – Ms Nicole Galloway Warland

6. That subject to the passing of Resolutions 2, 10 and 19, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 12,000,000 Share Options to Ms Nicole Galloway Warland or her nominees, on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

***Voting Exclusion:*** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Ms Galloway Warland or her nominees and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or an associate of that person or those persons.

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*

- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Approval to Issue Director Options – Mr Alastair Clayton**

7. That subject to the passing of Resolutions 3, 10 and 19, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,000,000 Share Options to Mr Alastair Clayton or his nominees, on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Clayton or his nominees and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Approval to Issue Director Options – Mr Mark Potter**

8. That subject to the passing of Resolutions 4, 10 and 19, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,000,000 Share Options to Mr Mark Potter or his nominees, on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Potter or his nominees and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Approval to Issue Director Options – Mr Mark McGeough**

9. That subject to the passing of Resolutions 10 and 19, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,000,000 Share Options to Mr Mark McGeough or his nominees, on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr McGeough or his nominees and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Authority to Allot Shares**

10. 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 £70,000 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 15 months from the date of the passing of this Resolution, 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 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").

#### **Approval to Issue Securities (Alford East Acquisition Securities – Stage 1)**

11. That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment by the Company of Ordinary Shares and granting of unlisted Options to Spencer Metals Pty Ltd as part of consideration for the acquisition of a 51% interest in exploration tenements from Spencer Metals Pty Ltd (Alford East Acquisition Securities) on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Approval to Issue Securities (Alford East Acquisition Securities – Stage 2)**

12. That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment by the Company of Ordinary Shares and granting of unlisted Options to Spencer Metals Pty Ltd as part of consideration for the acquisition of an 80% interest in exploration tenements from Spencer Metals Pty Ltd (Alford East Acquisition Securities) on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*

- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Ratification of Issue of Securities (Ragged Range Acquisition Securities)**

13. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 12,500,000 Ordinary Shares together with 8,333,000 accompanying Options on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Ratification of Issue of Shares (Broker Shares)**

14. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 6,000,000 Ordinary Shares on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*



- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Ratification of Issue of Placement Securities (First Placement Securities & Broker Options)**

15. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 88,235,296 Ordinary Shares and 44,117,648 unlisted Options (together, the First Placement Securities), together with 5,647,058 unlisted options (Broker Options), on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Ratification of Issue of Securities (NOMAD Securities)**

16. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 1,460,110 Ordinary Shares, together with 2,433,526 unlisted Options on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:  
a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*

- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Ratification of Issue of Securities (Service Provider Options)**

17. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 6,000,000 unlisted Options on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## **Ratification of Issue of Securities (Second Placement Securities)**

18. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue and allotment by the Company of 123,076,923 Ordinary Shares and 61,538,461 unlisted Options (together, the Second Placement Securities) on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

***Voting Exclusion:*** *The Company will disregard any votes cast in favour of this Resolution by or on behalf of:*

- *a person who participated in the issue or is a counterparty to the agreement being approved; or*
- *an associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## **SPECIAL RESOLUTIONS**

### **Disapplication of pre-emption Rights**

19. That, subject to and conditional on Resolution 10 being passed, and in substitution for and to the exclusion of any previous power given to the Directors, the Directors, pursuant to section 570(1) of the Act, be and they are empowered to allot equity securities (constructed in accordance with section 560 of the Act) wholly for cash pursuant to the authority of the Directors under section 551 of the Act, conferred by Resolution 14 above, as if section 561(1) of the Act did not apply to any such allotment provide that the power conferred by this resolution shall be limited to:

- 19.1 the allotment of Ordinary Shares arising from the exercise of options and warrants outstanding at the date of this Resolution including, inter alia, the options subject to Resolutions 7 to 13 (inclusive) above;
- 19.2 the allotment of equity securities (whether by way of a rights issue, open offer or otherwise) 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
- 19.3 the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £70,000;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution 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.

## Approval of 10% Placement Facility

20. That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders authorise the Company to have the additional capacity to issue Equity Securities comprising up to 10% of the issued ordinary shares of the Company (at the time of issue) under ASX Listing Rule 7.1A, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions in the Explanatory Notes.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of Resolution 16 by a person who is expected to participate in the 10% Placement Facility and a person who will obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed, and any associates of those persons.*

*As at the date of this Notice of Meeting the Company has no specific plans to issue equity securities under the 10% Placement Facility and therefore it is not known who (if any) may participate in a potential (if any) issue of equity securities under the 10% Placement Facility.*

*However, this does not apply to a vote cast in favour of a resolution by:*

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## PROXY FORM – Holders of Ordinary Shares

If you are a registered holder of Ordinary 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 a 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 helpline telephone is available at 0370 707 1343

## CDI voting instruction form – Holders of CDIs on the Australian CDI register

Holders of CDIs on the Australian CDI registry may only vote by directing CHESS Depositary Nominees Pty Ltd ("CHESS" the Depositary 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 instructions form can be returned to:

**Computershare Investor Services Pty Ltd**  
**GPO Box 242,**  
**Melbourne**  
**Victoria 3001**

Shareholder helpline telephone is available (within Australia) at 1300 850 505 and (outside Australia) at +61 3 9415 4000.

**Explanatory Notes and Annexures A and B**

The Notes to the General Meeting and Annexures A and B accompanying this Notice of General Meeting are incorporated in and comprise part of this Notice of General Meeting and should be read in conjunction with this Notice.

By Order of the Board

Ray Ridge  
Stephen F. Ronaldson  
Joint Company Secretaries  
3 October 2021

## **NOTES TO THE NOTICE OF GENERAL MEETING**

### **Entitlement to attend and vote**

Pursuant to Regulation 41 of the Uncertified 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 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.

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 to vote on each resolution or withhold their vote.

To appoint a proxy using a proxy form, the form must be:

- completed and signed;
- sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- received by the Company Secretary no later than 10:00am (Greenwich Mean Time) on 8 November 2021 or 48 hours (on a working day basis) before the time of any adjourned meeting.
- scanned and signed copies of the proxy form may be sent to the following email address: [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk).

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 amended 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 12).

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 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.

## **Instructions for Holders of CDIs in the Australia register only:**

Holders of CDIs will be permitted to attend the Meeting but may only vote by directing CHESS Depositary Nominees Pty Ltd ("CHESS" the Depositary 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

Facsimile (within Australia):    1800 783 447

Facsimile (from overseas):      +61 3 9473 2555

Holders of CDIs can instruct CHESS Depositary Nominees Pty Ltd ("CHESS" the Depositary Nominee in respect of the CDIs) to cast proxy votes online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and entering the Shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed proxy form.

Directions must arrive by no later than 8:30pm (Australian Central Daylight Time) on 7 November 2021 to allow CHESS sufficient time to lodge the combined proxies in the UK 48 hours before the time of the Meeting (without taking into account any part of a day that is not a working day).

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 8:30pm (Australian Eastern Daylight Time) on 7 November 2021 for your CDI voting instruction to be valid.

Should the Meeting be adjourned then the deadline for revised voting instructions and the record date for determining registered holders of CDIs will be 72 hours before the time that the adjourned Meeting recommences, excluding any part of a day that is not a working day.

To obtain a copy of the CHESS Depositary 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 1 October 2021, the Company's issued share capital comprised 1,756,796,411 Ordinary Shares of £0.0001 each, 982,870,766 Deferred Shares of £0.0029, and 7,928,958,500 A Deferred Shares of £0.000096 each.

Each Ordinary Share carries the right to one vote at a general meeting of the Company. Each Deferred Share and A Deferred Share has no voting rights whatsoever attached to them, including no right to vote at a general meeting. Therefore, the total number of voting rights in the Company as at 1 October 2021 is 1,756,796,411.

### **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 7216 5585
Australian register	Mr Ray Ridge	+61 (0) 8 7324 1935



## **NOTES TO RESOLUTIONS**

### **Notes to Resolution 2 – Re-appoint Ms Nicole Galloway Warland as a director**

Ms Nicole Galloway Warland as a Director who was appointed to the Board on 21 April 2021 and in accordance with Article 133 of the Articles of Association and being eligible, offers herself for re-election.

Ms Galloway Warland, who graduated from the University of Technology, Sydney with a BSc (Hons) Applied Geology, has had a career spanning more than 25 years in the mining & exploration industry, working across a broad range of jurisdictions and geological provinces in Australia, Eastern Europe, and South America. Her experience spans from grassroots exploration through to project evaluation, and both open cut and underground mining. Her commodity focus to date has principally been on gold, copper-gold, base metals, nickel, uranium, and lithium.

Ms Galloway Warland is an active member of the geological fraternity, with a Directorship on the Federal Council of the Australian Institute of Geoscientists (AIG) and Chairs the annual South Australian Exploration and Mining Conference (SAEMC). She is a Fellow of the Gemmology Association of Australia (“GAA”) and has a diploma in Gemmology from the GAA.

### **Notes to Resolution 3 – Re-elect Mr Alastair Clayton as a director**

Mr Alastair Clayton as a Director who was appointed to the Board on 4 October 2021 and in accordance with Article 133 of the Articles of Association and being eligible, offers himself for re-election.

Mr Clayton is based in London and is a qualified geologist and mining executive with extensive experience in evaluating, optimising and financing large scale mining projects internationally.

Mr Clayton has over 25 years’ experience in identifying, financing and developing mineral, energy and materials processing projects in Australia, Europe and Africa. Mr Clayton, in addition to being a qualified geologist has a Graduate Diploma in Finance and Economics and maintains a broad network of Equity provider and Private Equity relationships in Europe, Africa and Australia.

Mr Clayton has considerable experience with both ASX and AIM listed companies. In his role at Primorus Investments AIM:PRIM, Mr Clayton has been a vocal supporter of the Patersons Range area and understands the significant potential the Company holds as the Artemis project surrounds Haverion. Mr Clayton was previously a Director of Extract Resources and Universal Coal.

### **Notes to Resolution 4 – Re-elect Mr Mark Potter as a director**

Mr Mark Potter as a Director who was appointed to the Board on 27 August 2019 and retires in accordance with Article 126 of the Articles of Association and being eligible, offers himself for re-election.

Mr Potter is Chief Investment Officer and Director of Metal Tiger Plc (AIM: MTR) and Non-Executive Chairman of Artemis Resources Ltd (ASX: ARV). He was formerly a Director and Chief Investment Officer of Anglo Pacific Group. Prior to Anglo Pacific, Mr Potter was a founding member and Investment Principal for Audley Capital Advisors LLP, a London based hedge fund, where he was responsible for managing all natural resources investments.

### **Notes to Resolution 6 - Approval to Issue Director Options – Ms Nicole Galloway Warland**

Resolution 6 seeks approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 12,000,000 unlisted Options to Ms Nicole Galloway Warland or her nominees.

If shareholder approval is not obtained, the Company will not issue the Options to Ms Galloway Warland. As at 1 October 2021, Ms Galloway Warland holds 250,000 Ordinary Shares, together with 4,000,000 Options. Following the issue of these securities, Ms Galloway Warland will hold a total of 250,000 Ordinary Shares, together with 16,000,000 Options.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party, or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. The granting of the Options in this resolution requires the Company to obtain Shareholder approval because Ms Galloway Warland is the Managing Director and, therefore a Related Party of the Company under Listing Rule 10.11.1. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 for the issue of the Options in relation to this resolution.

The granting of the Options to Ms Galloway Warland is intended to act as an incentive to align with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Options, if approved, will not form part of the Director's remuneration package and will be in addition to Ms Galloway Warland's remuneration. The current remuneration package for Ms Galloway Warland as Managing Director is \$220,000 per annum plus statutory superannuation (currently 10%). An annual bonus of up to \$30,000 is payable subject to performance milestones. No further fees are received as a Director.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options if approval is obtained under ASX Listing Rule 10.11, and the issue of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to this resolution:

- (a) a maximum of 12,000,000 Options will be issued to CHESS to be beneficially held by Ms Galloway Warland (or her nominees);
- (b) if Resolution 6 is approved by Shareholders, the securities will be issued by the Board no later than one month after the date of the Meeting;
- (c) the Options will be issued for nil consideration and vest immediately;
- (d) the Options have an exercise price of 1.3 pence and may be exercised at any time from the issue date through to the expiry date (being 4 years following the issue date). The other terms and conditions applicable to the Options are set out in Annexure A to these explanatory notes;
- (e) a voting exclusion statement is included in the Notice of Meeting.

#### **Notes to Resolution 7 - Approval to Issue Director Options – Mr Alastair Clayton**

Resolution 7 seeks approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,000,000 unlisted Options to Mr Alastair Clayton or his nominees.

If shareholder approval is not obtained, the Company will not issue the Options to Mr Clayton. As at 1 October 2021, Mr Clayton holds no Ordinary Shares nor Options.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party, or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. The granting of the Options in this resolution requires the Company to obtain Shareholder approval because Mr Clayton is a Director and, therefore a Related Party of the Company under Listing Rule 10.11.1. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 for the issue of the Options in relation to this resolution.

The granting of the Options to Mr Clayton is intended to act as an incentive to align with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Options, if approved, will not form part of Mr Clayton's remuneration package and will be in addition to his remuneration as a Non-Executive Director. The remuneration package for Mr Clayton as Non-Executive Director is currently \$50,000 per annum inclusive of statutory superannuation. Any services supplied by a Non-Executive Director, in excess of two days in any calendar month, may be invoiced to the Company at a market rate, currently at A\$1,000 per day. There has been no such additional fees paid to Mr Clayton to date, since his appointment as a Director.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options if approval is obtained under ASX Listing Rule 10.11, and the issue of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to this resolution:

- (a) a maximum of 8,000,000 Options will be issued to CHESS to be beneficially held by Mr Clayton (or his nominees);
- (b) if Resolution 7 is approved by Shareholders, the securities will be issued by the Board no later than one month after the date of the Meeting;
- (c) the Options will be issued for nil consideration and vest immediately;
- (d) the Options have an exercise price of 1.3 pence and may be exercised at any time from the issue date through to the expiry date (being 4 years following the issue date). The other terms and conditions applicable to the Options are set out in Annexure A to these explanatory notes;
- (e) a voting exclusion statement is included in the Notice of Meeting.

#### **Notes to Resolution 8 - Approval to Issue Director Options – Mr Mark Potter**

Resolution 8 seeks approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,000,000 Options to Mr Mark Potter or his nominees.

If shareholder approval is not obtained, the Company will not issue the Options to Mr Potter.

As at 1 October 2021, Mr Potter holds 2,910,831 Ordinary Shares, together with 8,000,000 Options. Following the issue of these securities, Mr Potter will hold a total of 2,910,831 Ordinary Shares, together with 16,000,000 Options.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party, or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. The granting of the Options in this resolution requires the Company to obtain Shareholder approval because Mr Potter is a Director and, therefore a Related Party of the Company under Listing Rule 10.11.1. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 for the issue of the Options in relation to this resolution.

The granting of the Options to Mr Potter is intended to act as an incentive to align with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Options, if approved, will not form part of Mr Potter's remuneration package and will be in addition to his remuneration as a Non-Executive Director. The remuneration package for Mr Potter as Non-Executive Director is currently \$50,000 per annum inclusive of statutory superannuation. Any services supplied by a Non-Executive Director, in excess of two days in any calendar month, may be invoiced to the Company at a market rate, currently at A\$1,000 per day. There has been no such additional fees paid to Mr Potter to date, in the current year ended 30 June 2022. In the prior year ended 30 June 2021, £10,000 was paid.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options if approval is obtained under ASX Listing Rule 10.11, and the issue of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to this resolution:

- (a) a maximum of 8,000,000 Options will be issued to CHESS to be beneficially held by Mr Potter (or his nominees);
- (b) if Resolution 8 is approved by Shareholders, the securities will be issued by the Board no later than one month after the date of the Meeting;
- (c) the Options will be issued for nil consideration and vest immediately;

- (d) the Share Options have an exercise price of 1.3 pence and may be exercised at any time from the issue through to the expiry date (being 4 years following the issue date). The other terms and conditions applicable to the Options are set out in Annexure A to these explanatory notes;
- (e) a voting exclusion statement is included in the Notice of Meeting.

#### **Notes to Resolution 9 - Approval to Issue Director Options – Mr Mark McGeough**

Resolution 9 seeks approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 8,000,000 Share Options to Mr Mark McGeough or his nominees.

If shareholder approval is not obtained, the Company will not issue the Options to Mr McGeough.

As at 1 October 2021, Mr McGeough holds 1,861,765 Ordinary Shares. Following the issue of these securities, Mr McGeough will hold a total of 1,861,765 Ordinary Shares, together with 8,000,000 Share Options.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party, or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The granting of the Options in this resolution requires the Company to obtain Shareholder approval because Mr McGeough is a Director and, therefore a Related Party of the Company under Listing Rule 10.11.1. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.11 for the issue of the Share Options in relation to this resolution.

The granting of the Options to Mr McGeough is intended to act as an incentive to align with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Options, if approved, will not form part of Mr McGeough's remuneration package and will be in addition to his remuneration as a Non-Executive Director. The remuneration package for Mr McGeough as Non-Executive Director is currently \$50,000 per annum inclusive of statutory superannuation. Any services supplied by a Non-Executive Director, in excess of two days in any calendar month, may be invoiced to the Company at a market rate, currently at A\$1,000 per day. There has been no such additional fees paid to Mr McGeough to date, in the current year ended 30 June 2022, nor in the prior year ended 30 June 2021.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Share Options if approval is obtained under ASX Listing Rule 10.11, and the issue of the Share Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to this resolution:

- (a) a maximum of 8,000,000 Share Options will be issued to CHESS to be beneficially held by Mr McGeough (or his nominees);
- (b) if Resolution 9 is approved by Shareholders, the securities will be issued by the Board no later than one month after the date of the Meeting;
- (c) the Share Options will be issued for nil consideration and vest immediately;
- (d) the Share Options have an exercise price of 1.3 pence and may be exercised at any time from the issue date through to the expiry date (being 4 years following the issue date). The other terms and conditions applicable to the Share Options are set out in Annexure A to these explanatory notes;
- (e) a voting exclusion statement is included in the Notice of Meeting.

## **Notes to Resolution 10 – 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 Act. An authority to allot shares in relation to a public company must always be granted under Section 551 of the Act. 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), the Act). 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), the Act).

## **Notes to Resolutions 11 & 12 – Alford East Acquisition Securities (Stages 1 & 2)**

In Resolution 11 the Company seeks approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of Ordinary Shares and free accompanying options to Spencer Metals Pty Ltd as consideration for the completion of the acquisition of a 51% interest in oxide minerals on a portion of exploration licences EL6255 and EL6529, located in South Australia (Alford East Acquisition Securities – Stage 1). Entitlement to the 51% interest requires Thor to incur exploration expenditure on the tenements of \$500,000 by 9 November 2022 (Stage 1). At the time of this Notice of Meeting, Thor has reached or is soon to reach that Stage 1 expenditure threshold.

In Resolution 12 the Company seeks approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of Ordinary Shares and free accompanying options to Spencer Metals Pty Ltd as consideration for the completion of the acquisition of a further 29% interest, to make a total 80% interest in a portion of exploration licences EL6255 and EL6529, located in South Australia (Alford East Acquisition Securities – Stage 2). Thor is entitled to further increase its interest to 80% upon incurring additional exploration expenditure of \$750,000 by 9 November 2024 (Stage 2). If this Stage 2 exploration expenditure is not reached by that date, Thor will not be entitled to increase its interest by 29% and it will relinquish its 51% Stage 1 interest. Based on planned exploration expenditure Thor expects to meet the Stage 2 expenditure requirement within 3 months of the Annual General Meeting.

For further details refer to the Company's ASX announcement on 23 November 2020.

## **Notes to Resolution 11 – Approval to Issue Securities (Alford East Acquisition Securities – Stage 1)**

If this Resolution is passed then the Alford East Acquisition Securities – Stage 1 will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1. If Shareholder approval is not obtained, the Company will seek to issue the Alford Acquisition Securities – Stage 1 under available capacity, subject to the passing of Resolutions 10 and 19, or will otherwise seek to negotiate alternative terms with the vendors, including a potential cash payment in lieu of the Alford East Acquisition Securities – Stage 1.

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

- (a) the Alford East Acquisition Securities – Stage 1 will be issued and allotted to Spencer Metals Pty Ltd. Spencer Metals Pty Ltd is not Related Party of the Company;
- (b) \$250,000 in Ordinary Shares, issued at a price per Ordinary Share determined by the VWAP of the five ASX trading days immediately prior to issue, together with two free accompanying Options for each Ordinary Share issued;
- (c) the Ordinary Shares will be issued and allotted as fully paid and will rank equally with existing Ordinary Shares on issue. The unlisted Options have an exercise price of \$0.03 (3 cents) and expire five years from the date of issue. If the Options are exercised, the resulting Ordinary Shares will be

fully paid and will rank equally with existing Ordinary Shares on issue. All the other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;

- (d) the Company intends to issue the Alford East Acquisition Securities – Stage 1 as soon as practicable following the date of the Meeting and no later than three months after the date of the Meeting;
- (e) no funds will be raised as the Alford East Acquisition Securities – Stage 1 will be issued and allotted to Spencer Metals Pty Ltd as consideration for the acquisition of interests in exploration tenements from Spencer Metals Pty Ltd; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

#### **Notes to Resolution 12 – Approval to Issue Securities (Alford East Acquisition Securities – Stage 2)**

If this Resolution is passed then the Alford East Acquisition Securities – Stage 2 will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1. If Shareholder approval is not obtained, the Company will seek to issue the Alford Acquisition Securities – Stage 2 under available capacity, subject to the passing of Resolutions 10 and 19, or will otherwise seek to negotiate alternative terms with the vendors, including a potential cash payment in lieu of the Alford East Acquisition Securities – Stage 2.

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

- (a) the Alford East Acquisition Securities – Stage 2 will be issued and allotted to Spencer Metals Pty Ltd. Spencer Metals Pty Ltd is not Related Party of the Company;
- (b) \$250,000 in Ordinary Shares, issued at a price per Ordinary Share determined by the VWAP of the five ASX trading days immediately prior to issue, together with two free accompanying Options for each Ordinary Share issued;
- (c) the Ordinary Shares will be issued and allotted as fully paid and will rank equally with existing Ordinary Shares on issue. The unlisted Options have an exercise price of \$0.03 (3 cents) and expire five years from the date of issue. If the Options are exercised, the resulting Ordinary Shares will be fully paid and will rank equally with existing Ordinary Shares on issue. All the other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;
- (d) the Company intends to issue the Alford East Acquisition Securities – Stage 2 as soon as practicable following the date of the Meeting and no later than three months after the date of the Meeting;
- (e) no funds will be raised as the Alford East Acquisition Securities – Stage 2 will be issued and allotted to Spencer Metals Pty Ltd as consideration for the acquisition of interests in exploration tenements from Spencer Metals Pty Ltd; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

#### **General notes to Resolutions 13 to 20 inclusive – Ratification of Issue of Securities**

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

At the Company's General Meeting on 25 November 2020, the Company obtained Shareholder approval to have the additional capacity to issue Equity Securities comprising up to 10% of the issued ordinary securities of the Company pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that an issue by a company of Equity Securities made without prior approval under ASX Listing Rule 7.1 or 7.1A is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

### **Notes to Resolution 13 – Ratification of Issue of Securities (Ragged Range Acquisition Securities)**

The Company issued 12,500,000 Ordinary Shares together with 8,333,000 unlisted Options, on 20 January 2021 for the acquisition of two exploration licences E46/1340 and EL46/1354 in the Pilbara region of Western Australia (Ragged Range Acquisition Securities), utilising the current authorities conferred by Shareholders and available capacity under ASX Listing Rules 7.1. The Company now seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment of the Ragged Range Acquisition Securities, such that the Securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

If Resolution 13 is passed, the Securities will be deemed to have been issued with Shareholder approval and will therefore, not be counted towards the 15% limit.

If Resolution 13 is not passed, the Securities will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Securities.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 13, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the Ordinary Shares and Options were issued and allotted Redstone Metals Pty Ltd (or nominees) as the registered holder of the exploration licences. Redstone Metals Pty Ltd is not a Related Party of the Company;
- (b) a total of 20,833,000 securities (comprising 12,500,000 Ordinary Shares and 8,333,000 accompanying unlisted Options) were issued on 20 January 2021, pursuant to the ASX announcement on 15 January 2021;
- (c) the Ordinary Shares were allotted as fully paid and rank equally with the existing Ordinary Shares on issue at the time of allotment. The Options have an exercise price of \$0.03 (3 cents) and expire on 10 November 2022. If the options are exercised, the resulting Ordinary Shares will be fully paid and will rank equally with existing Ordinary Shares on issue. All the other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;
- (d) the Ragged Range Acquisition Securities will be issued for nil cash consideration, in settlement of the acquisition of a 100% interest in two exploration licences E46/1340 and EL46/1354 in the Pilbara region of Western Australia;
- (e) the purpose of the issue was to acquire an interest in exploration licences E46/1340 and EL46/1354 in the Pilbara region of Western Australia; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

### **Notes to Resolution 14 – Ratification of Issue of Shares (Broker Shares)**

The Company issued 6,000,000 Ordinary Shares on 20 January 2021 (Broker Shares), utilising the current authorities conferred by Shareholders and available capacity under ASX Listing Rule 7.1. The Broker Shares were issued as a negotiated settlement with the broker of the Company's acquisition of the US uranium and vanadium assets completed in September 2020. The Company now seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment of the Securities (Broker Shares), such that the Securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

If Resolution 14 is passed, the securities will be deemed to have been issued with Shareholder approval and will therefore, not be counted towards the 15% limit.

If Resolution 14 is not passed, the securities will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Securities.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 14, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the Ordinary Shares were issued and allotted to PAC Partners Securities Pty Ltd (or nominees), as broker of the Company's acquisition of the US uranium and vanadium assets completed in September 2020. PAC Partners Securities Pty Ltd is not a Related Party of the Company;
- (b) a total of 6,000,000 Ordinary Shares were issued on 20 January 2021, pursuant to the ASX announcement on 15 January 2021;
- (c) the Ordinary Shares were allotted as fully paid and ranked equally with the existing Ordinary Shares on issue at the time of allotment;
- (d) the Ordinary Shares were issued at nil cash consideration, in settlement of services provided to the Company in relation to the Company's acquisition of the US uranium and vanadium assets completed in September 2020;
- (e) the purpose of the issue was to pay for services provided in relation to brokering the Company's acquisition of the US uranium and vanadium assets; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

#### **Notes to Resolution 15 – Ratification of Issue of Placement Securities (First Placement Securities & Broker Options)**

The Company issued 88,235,296 Ordinary Shares as a placement, together with 44,117,648 unlisted Options on the basis of one Option for every two Shares allotted under the placement (together, the First Placement Securities) and 5,647,058 unlisted Options granted to the broker to the placement (Broker Options). The securities were issued on 27 January 2021, utilising the current authorities conferred by Shareholders and available capacity under ASX Listing Rules 7.1 and 7.1A. The placees were identified by the Board and the placement broker. The Company now seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment of the securities, such that the securities will not be counted towards either the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1, or the 10% limit on the issue of securities pursuant to ASX Listing Rule 7.1A.

If Resolution 15 is passed, the securities will be deemed to have been issued with Shareholder approval and will therefore, not be counted towards the 15% to 10% limits.

If Resolution 15 is not passed, the securities will be included in calculating the Company's 15% limit and 10% limit under ASX Listing Rule 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Securities.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 15, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the First Placement Securities were issued and allotted to placees identified by the Company's Board and the Broker Options were issued to Jub Capital Management LLP for placement services provided. None of the placees or Jub Capital Management LLP are a Related Party of the Company;
- (b) a total of 138,000,002 Securities (comprising of 88,235,296 Ordinary Shares, together with accompanying 44,117,648 unlisted Options and 5,647,058 Broker Options) were issued on 27 January 2021, pursuant to the ASX announcement on 19 January 2021;
- (c) the Ordinary Shares were allotted as fully paid and ranked equally with the existing Ordinary Shares on issue at the time of allotment. The 44,117,648 Options issued as part of the placement have an exercise price of £0.016 (1.6 pence) and expire on 27 January 2023. The Broker Options have an exercise price of £0.0085 (0.85 pence) and expire on 27 January 2024. If any of the Options are exercised, the resulting Ordinary Shares will be fully paid and will rank equally with existing Ordinary Shares on issue. All other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;
- (d) the Ordinary Shares were issued for cash consideration of £0.0085 (0.85 pence) per Ordinary Share. The Options issued as part of the placement were issued for nil consideration, on the basis of one Option for every two Ordinary Shares allotted under the placement. The Broker Options were issued for nil cash consideration, as part settlement of placement services provided by the broker;



- (e) the funds raised are being utilised for exploration activities at the Ragged Range gold and nickel project in the Pilbara region of Western Australia, copper evaluation at Alford East in South Australia, initial drilling of the uranium and vanadium projects in the USA and general working capital; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

#### **Notes to Resolution 16 – Ratification of Issue of Securities (NOMAD Securities)**

The Company issued 1,460,110 Ordinary Shares, together with 2,433,526 unlisted Options on 28 May 2021 (NOMAD Securities), utilising the current authorities conferred by Shareholders and available capacity under ASX Listing Rule 7.1. The securities were issued to the Company's newly appointed AIM Nominated Advisor (NOMAD), as part consideration for services to be provided. The Company now seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment of the NOMAD Securities, such that the securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

If Resolution 16 is passed, the securities will be deemed to have been issued with Shareholder approval and will therefore, not be counted towards the 15% limit.

If Resolution 16 is not passed, the securities will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Securities.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 16, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the NOMAD Securities were issued and allotted to WH Ireland Limited. WH Ireland Limited is the Company's AIM Nominated Advisor (NOMAD) and is not a Related Party of the Company;
- (b) a total of 3,893,636 securities (comprising of 1,460,110 Ordinary Shares, together with 2,433,526 unlisted Options) were issued on 28 May 2021, pursuant to the ASX announcement on 25 May 2021;
- (c) the Ordinary Shares were allotted as fully paid and ranked equally with the existing Ordinary Shares on issue at the time of allotment. The unlisted Options have an exercise price of £0.010273 (1.0273 pence) and expire on 4 March 2024. If the Options are exercised, the resulting Ordinary Shares will be fully paid and will rank equally with existing Ordinary Shares on issue. All the other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;
- (d) the NOMAD Securities were issued for nil cash consideration, as part settlement for NOMAD services to be provided;
- (e) the purpose of the issue was to pay the Company's NOMAD for services to be provided; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

#### **Notes to Resolution 17 – Ratification of Issue of Securities (Service Provider Options)**

The Company issued 6,000,000 unlisted Options, utilising the current authorities conferred by Shareholders and available capacity under ASX Listing Rule 7.1. The Options were issued to Vorticom Inc for part payment of investor relations services being provided. The Company now seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment of the Service Provider Options, such that the securities will not be counted towards the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1.

If Resolution 17 is passed, the securities will be deemed to have been issued with Shareholder approval and will therefore, not be counted towards the 15% limit.

If Resolution 17 is not passed, the securities will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Securities.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 17, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the unlisted Options were issued and allotted to Vorticom Inc. Vorticom Inc is not a Related Party of the Company;
- (b) a total of 6,000,000 unlisted Options were issued on 25 June 2021, pursuant to the ASX announcement on 28 June 2021;
- (c) the unlisted Options have an exercise price of US\$0.0175 (1.75 cents) and expire on 4 December 2022. The Options vest in tranches of 1,000,000 in each month from June to November 2021 (inclusive). If the Options are exercised, the resulting Ordinary Shares will be fully paid and will rank equally with existing Ordinary Shares on issue. All the other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;
- (d) the unlisted Options were issued for nil consideration, as part payment for US investor relations services currently being provided. The contract provides for a monthly retainer on normal commercial terms and may be terminated by either party, with a notice period of one month;
- (e) the purpose of the issue was to partly pay for US investor relations services; and
- (f) a voting exclusion statement is included in the Notice of General Meeting.

#### **Notes to Resolution 18 – Ratification of Issue of Securities (Second Placement Securities)**

The Company issued 123,076,923 Ordinary Shares as part of a placement, together with 61,538,461 Options, on the basis of one free Option for every two Shares allotted under the placement (Second Placement Securities). The securities were issued on the 17 August 2021 and 20 August 2021, utilising the current authorities conferred by Shareholders and available capacity under ASX Listing Rules 7.1 and 7.1A. The placees were identified by the Board. The Company now seeks approval for the purposes of ASX Listing Rule 7.4 to the issue and allotment of the securities, such that the securities will not be counted towards either the 15% limit on the issue of securities without Shareholder approval pursuant to ASX Listing Rule 7.1, or the 10% limit on the issue of securities pursuant to ASX Listing Rule 7.1A.

If Resolution 18 is passed, the securities will be deemed to have been issued with Shareholder approval and will therefore, not be counted towards the 15% limit or 10% limit.

If Resolution 18 is not passed, the securities will be included in calculating the Company's 15% limit and 10% limit under ASX Listing Rule 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Securities.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 18, for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the Second Placement Securities were issued and allotted to placees identified by the Company's Board. None of the placees are a Related Party of the Company;
- (b) a total of 184,615,384 securities (comprising 123,076,923 Ordinary Shares, together with 61,538,461 Options). The securities were issued on 17 August 2021 and 20 August 2021, pursuant to the ASX announcement on 12 August 2021;
- (c) the Ordinary Shares were allotted as fully paid and ranked equally with the existing Ordinary Shares on issue at the time of allotment. The Options issued as part of the placement have an exercise price of £0.013 (1.3 pence) and expire on 17 August 2023. If the Options are exercised, the resulting Ordinary Shares will be fully paid and will rank equally with existing Ordinary Shares on issue. All the other terms and conditions applicable to the Options are set out in Annexure A to these Explanatory Notes;
- (d) the Ordinary Shares were issued for cash consideration of £0.0065 (0.65 pence) per Ordinary Share. The Options issued as part of the placement were issued for nil consideration on the basis of one Option for every two Ordinary Shares allotted under the placement;
- (e) the funds raised are being utilised for exploration activities at the Ragged Range gold & nickel project in the Pilbara region of Western Australia, and for exploration drilling at the Molyhil tungsten and molybdenum project in the Northern Territory, as well as for general working capital; and

- (f) a voting exclusion statement is included in the Notice of General Meeting.

### **Notes to Resolution 19 – Disapplication of pre-emption Rights**

Under section 561 of the Act, 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 Act 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 Act.

If the directors of a company are generally authorised to allot shares under section 551 of the Act, 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 resolutions dis-applying the statutory pre-emption right cross-refers to the corresponding authority to allot.

Resolution 19 is to be proposed as a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **Notes to Resolution 20**

#### General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital in accordance with the terms set out below (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300 million or less. The Company's market capitalisation as at 1 October 2021 was approximately \$33,379,132 (1,756,796,411 Ordinary Shares, based on the ASX closing price of A\$0.019 per share). Further, the Company is not included in the S&P/ASX 300 Index and is therefore an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 20 therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, which is set out below. It is the Company's intention that funds received under the 10% Placement Facility will be used to supplement the Company's working capital requirements, for continued exploration and to advance the Company's current assets and undertake further transactions to acquire new assets or investments should the Directors determine this to be in the best interests of the Company.

The Directors of the Company believe that Resolution 20 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 20.

No Director or Related Party will participate in any issue under the 10% Placement Facility unless specific approval is obtained for the purposes of ASX Listing Rule 10.11.

#### ASX Listing Rule 7.1A

- (a) *Shareholder approval* – the ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.
- (b) *Equity Securities* – any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Annual General Meeting, has on issue two quoted classes of Equity Securities: Shares quoted on ASX (as CDIs); Shares quoted on London Stock Exchange's AIM market.

- (c) *Formula for calculating 10% Placement Facility* – ASX Listing Rule 7.1A.2 provides that eligible entities who have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting at which shareholder approval was obtained, a number of Equity Securities calculated **in accordance with the following formula:**

$$(A \times D) - E$$

where:

“A” the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- i. plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- ii. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9, where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- iii. plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- iv. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16, where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- v. plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4; and
- vi. less the number of fully paid ordinary securities cancelled in the 12 months.

“D” is 10%

“E” is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

- (d) *ASX Listing Rule 7.1 and ASX Listing Rule 7.1A* – the ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity’s 15% placement capacity under ASX Listing Rule 7.1. As at 1 October 2021, being the last practicable date before the time of printing of this Notice of Annual General Meeting, the Company has remaining capacity to issue 19,344,552 Equity Securities available under its 15% placement capacity.

As at 1 October 2021, being the last practicable date before the time of printing of this Notice of Annual General Meeting, the Company has on issue 1,756,796,411 Ordinary Shares and therefore has a capacity to issue:

- $(1,756,796,411 \times 0.15) = 263,519,462$  Equity Securities under ASX Listing Rule 7.1; and
- $(1,756,796,411 \times 0.10) = 175,679,641$  Equity Securities under ASX Listing Rule 7.1A (subject to shareholder approval being obtained under this Resolution).

Subject to shareholder approval of Resolutions 11 and 12, the Company will issue additional Ordinary Shares. The number of Ordinary Shares that will be issued will depend upon the Company’s share price at the time of the issue so it is not possible to calculate the Company’s capacity to issue Equity Securities under ASX Listing Rule 7.1 or 7.1A based on the additional Ordinary Shares that will be issued, until those shares are issued.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue or agreement to issue (as the case may be) Equity Securities in accordance with the formula set out above.

- (e) *Minimum Issue Price* - The cash price of Equity Securities issued under Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
  - if the Equity Securities are not issued within 10 Trading Days of the date in the preceding paragraph, the date on which the Equity Securities are issued.
- (f) *10% Placement Period* – Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
  - the time and date of the next annual general meeting; or
  - the time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than the price calculated in accordance with the formula above.
- (b) If Resolution 20 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders may be subject to both economic and voting power dilution.

There is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this Meeting;
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; and
- the Equity Securities may be issued as part of consideration for the acquisition of a new asset, in which case, no funds will be raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Ordinary Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable “A” has increased, by 50% and 100%. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable “A” in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0095 50% decrease in Issue Price	\$0.019 Issue Price	\$0.038 100% increase in Issue Price
<b>Current variable “A”</b>  1,748,796,411	<b>10% Voting Dilution</b>	175,679,641	175,679,641	175,679,641
	<b>Funds Raised</b>	\$1,668,957	\$3,337,913	\$6,675,826
<b>50% increase in current variable “A”</b>  2,623,194,626	<b>10% Voting Dilution</b>	263,519,462	263,519,462	263,519,462
	<b>Funds Raised</b>	\$2,503,435	\$5,006,870	\$10,013,740
<b>100% increase in current variable “A”</b>  3,497,592,822	<b>10% Voting Dilution</b>	351,359,282	351,359,282	351,359,282
	<b>Funds Raised</b>	\$3,337,913	\$6,675,826	\$13,351,653

The table has been prepared based on the total number of Ordinary Shares on issue at the date of the Notice, and on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- None of the unlisted options that the Company currently has on issue are exercised before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue, assuming variable A is equal to the total issued share capital. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1. Dilution experienced by Shareholders may be greater if issues have been made utilising the capacity in Listing Rule 7.1 as well.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The current market price of CDIs of AUD\$0.019, being the closing price of the CDIs on ASX at 1 October 2021.

- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 20 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction for the purposes of ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company may only seek to issue the Equity Securities for cash consideration. The Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued advancement of the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
  - the effect of the issue of the Equity Securities on the control of the Company;
  - the financial situation and solvency of the Company; and
  - advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders or new investors who are not Related Parties of the Company or their associates.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

If Resolution 20 is approved by Shareholders, the Company will issue Equity Securities under the 10% Placement Facility during the Placement Period, as and when the circumstances of the Company require. If Resolution 20 is not approved by Shareholders. The Company will not have the additional 10% placement capacity available under ASX Listing Rule 7.1A. In this case, the Company will be limited to the 15% placement capacity available under ASX Listing Rule 7.1.

- (f) In the preceding 12 months prior to the date of the Meeting, the Thor has issued a total of 151,696,852 equity securities under ASX Listing Rule 7.1A.2, representing 8.23% of the Company's total number of equity securities on issue the commencement of that 12 month period. Further information in relation to each such issue is detailed in Annexure B.
- (g) At the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. Assuming that does not change, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors recommend that Shareholders vote in favour of Resolution 20 as they themselves intend to do. The Chairman intends to vote undirected proxies in favour of Resolution 20.

## DEFINITIONS

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

<b>\$</b>	unless otherwise stated, an Australian dollar.
<b>Act</b>	the Companies Act 2006, as amended
<b>Alford East Acquisition Securities – Stage 1</b>	The proposed Ordinary Shares and unlisted Options, as defined in Resolution 11.
<b>Alford East Acquisition Securities – Stage 2</b>	The proposed Ordinary Shares and unlisted Options, as defined in Resolution 12.
<b>AIM</b>	AIM market of the London Stock Exchange
<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>Broker Options</b>	The unlisted Options, as defined in Resolution 15.
<b>Broker Shares</b>	The Ordinary Shares, as defined in Resolution 14.
<b>CDI</b>	Chess Depositary Interest, being a unit of beneficial ownership of a Share legally held by CHESS.
<b>CDI Holder</b>	A holder of CDIs.
<b>CHESS</b>	Chess Depositary Nominees Pty Ltd (ACN 071 346 506).
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company.
<b>Director Options</b>	Options proposed to be granted to each of the Directors, the subject matter of Resolutions 6, 7, 8 and 9.
<b>Equity Securities</b>	has the same meaning as in the ASX Listing Rules.
<b>Explanatory Notes</b>	means the explanatory notes accompanying the Notice.
<b>First Placement Securities</b>	The Ordinary Shares and unlisted Options, as defined in Resolution 15.
<b>Meeting</b>	the general meeting of the Company, convened by this Notice of Meeting.
<b>NOMAD</b>	The Company's AIM Nominated Advisor, as defined in the notes to Resolution 16.



<b>NOMAD Securities</b>	The Ordinary Shares and unlisted Options, as defined in the notes to Resolution 16.
<b>Notice or Notice of General Meeting</b>	means this notice of general meeting, including the Explanatory Notes and the Proxy Form.
<b>Option</b>	each Option being a right to acquire one Ordinary Share of the Company, at the stated exercise price, at any time prior to the expiry date. Termed a 'warrant' in the UK.
<b>Ordinary Share or Share</b>	ordinary share in the capital of the Company.
<b>Ragged Range Acquisition Securities</b>	The Ordinary Shares and unlisted Options, as defined in Resolution 13.
<b>Related Party</b>	has the meaning given to that term in the ASX Listing Rules.
<b>Service Provider Options</b>	The unlisted Options, as defined in Resolution 17.
<b>Shareholder</b>	a holder of Ordinary Shares.
<b>Second Placement Securities</b>	The Ordinary Shares and unlisted Options, as defined in Resolution 18.
<b>Thor or the Company</b>	Thor Mining PLC.
<b>Trading Day</b>	has the same meaning as in the ASX Listing Rules.
<b>VWAP</b>	means volume weighted average price of CDIs traded on the ASX

**ANNEXURE A – TERMS AND CONDITIONS OF OPTIONS**  
**(Resolutions 6 to 9 inclusive, 11 to 13 inclusive and 15 to 18 inclusive)**

Exercise Price	As specified in the relevant Resolution.
Expiry Date	As specified in the relevant Resolution.
Listing	As specified in the relevant Resolution.
Conditions to exercise of Options	The Options may not be exercised if to do so would cause the option holder (together with its related parties or concert parties) to hold Ordinary Shares in the Company which exceed 29.9% of the Company's total issued share capital.
Transferability	The Options will be transferable only with the consent of the Board.
Adjustment of Option Rights	<p>The Option holder will not be entitled to participate in new issues of capital offered to Shareholders or have the right to participate in dividends or distributions, during the currency of the Option without first exercising the Option.</p> <p>If the Company makes a bonus issue of Ordinary Shares or other securities to existing Shareholders:</p> <ul style="list-style-type: none"> <li>(i) the number of Ordinary Shares which must be issued on the exercise of an Option will be increased in due proportion; and</li> <li>(ii) no change will be made to the Exercise Price.</li> </ul> <p>If the Company makes an issue of Ordinary Shares pro rata to existing Shareholders (other than a bonus issue) the Exercise Price of an Option will be reduced according to the following formula:</p> $\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$ <p>O = the old Exercise Price of the Option.</p> <p>E = the number of underlying Ordinary Shares into which one (1) Option is exercisable.</p> <p>P = average market price per Ordinary Share weighted by reference to volume of the underlying Ordinary Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date (excluding special crossings and overnight sales).</p> <p>S = the subscription price of an Ordinary Share under the pro rata issue.</p> <p>D = the dividend due but not yet paid on the existing underlying Ordinary Shares (except those to be issued under the pro rata issue).</p> <p>N = the number of Ordinary Shares with rights or entitlements that must be held to receive a right to one (1) new Ordinary Share.</p> <p>If there is any reconstruction of the issued share capital of the Company, the rights of the Option Holder will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.</p>

## ANNEXURE B – SUPPLEMENTARY INFORMATION FOR RESOLUTION 20

The table below sets out the details of all the issues of Equity Securities by the Company in the 12 months preceding this Meeting, as required by Listing Rule 7.3A.6(b).

Date of issue:	27 January 2021
Number issued:	88,235,296 shares
Class/Type of equity issued:	Shares
Summary of terms:	Fully paid ordinary shares listed on AIM and ranking equally with all other shares on issue.
Names of persons who received securities or basis on which those persons were determined:	Participants in the placement were identified by the Company and the broker to the placement.
Price:	Issued at a price of £0.0085 per Ordinary Full Paid Share.
Discount to market price (if any):	5.6% discount to the closing price on 15 January 2021.
Total cash consideration received:	£750,000
Amount of cash consideration spent:	£750,000
Use of cash consideration:	The funds raised were applied to exploration activities at the Ragged Range gold & nickel project in the Pilbara region of Western Australia, copper evaluation at Alford East in South Australia, and general working capital.
Intended use for the remaining amount of cash (if any):	N/A

Date of issue:	17 August 2021
Number issued:	63,461,556 shares
Class/Type of equity issued:	Shares
Summary of terms:	Fully paid ordinary shares listed on AIM and ranking equally with all other shares on issue.
Names of persons who received securities or basis on which those persons were determined:	Participants in the placement were identified by the Company.
Price:	£0.00650 per Share
Discount to market price (if any):	11% discount to the closing price on 10 August 2021.
Total cash consideration received:	£412,500
Amount of cash consideration spent:	Nil
Use of Cash consideration:	The funds raised will be applied to exploration activities at the Ragged Range gold & nickel project in the Pilbara region of Western Australia, and exploration drilling at Molyhil, tungsten and molybdenum project in the Northern Territory, as well as for general working capital purposes.
Intended use for the remaining amount of cash (if any):	N/A

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

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **8:30pm (ACDT) on Sunday 7 November 2021**

# CDI Voting Instruction Form

## How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 8.30pm (AEDT) on 7 November 2021 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 CHESS 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 CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**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.

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**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

### CHESS Depositary Nominees Pty Ltd will vote as directed

XX

#### Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Thor Mining PLC hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Thor Mining PLC to be held at WH Ireland Limited, 24 Martine Lane, London EC4R 0DR on 10 November 2021 at 10:00am (Greenwich Mean Time) and at any adjournment or postponement of that meeting. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESS Depositary 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 CHESS Depositary 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.

#### ORDINARY RESOLUTIONS

	For	Against	Abstain		For	Against	Abstain
Item 1 Receive and consider the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11 Approval to Issue Securities (Alford East Acquisition Securities - Stage 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-appoint Ms Nicole Galloway Warland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 12 Approval to Issue Securities (Alford East Acquisition Securities - Stage 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-appoint Mr Alastair Clayton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 13 Ratification of Issue of Securities (Ragged Range Acquisition Securities)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-elect Mr Mark Potter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 14 Ratification of Issue of Shares (Broker Shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-appoint PKF Littlejohn LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 15 Ratification of Issue of Placement Securities (First Placement Securities & Broker Options)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval to Issue Director Options - Ms Nicole Galloway Warland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 16 Ratification of Issue of Securities (NOMAD Securities)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Approval to Issue Director Options - Mr Alastair Clayton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 17 Ratification of Issue of Securities (Service Provider Options)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Approval to Issue Director Options - Mr Mark Potter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 18 Ratification of Issue of Securities (Second Placement Securities)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9 Approval to Issue Director Options - Mr Mark McGeough	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>SPECIAL RESOLUTIONS</b>			
Item 10 Authority to Allot Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 19 Disapplication of pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				Item 20 Approval of 10% Placement Facility	<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 / /

THR

280793A



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