

USA INSTITUTIONAL SHARE PLACEMENT TO FUND ACTIVE PROGRAMS ON HUB AND SPOKE STRATEGIES

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HIGHLIGHTS

- Thomson to undertake a Share Placement to raise approximately A\$4.83 million at a price of A\$0.075 per share, together with three accompanying options for every four new shares applied for.
- Share placement again managed by Roth Capital Partners who continue as financial adviser to assist the Company broaden its investor base across global markets with subscribers under the placement being North American institutional investors.
- Following completion of the Share Placement, Thomson will also undertake a Non Renounceable Rights Issue offer (**NRRI**) to existing eligible shareholders. Under the NRRI, Thomson will offer new options, on similar terms to the placement, at an offer price of A\$0.001 per option.
- Thomson intends to use the proceeds of the Share Placement and NRRI to fund the completion of Mineral Resource Estimates and metallurgical studies for the New England Fold Belt Projects (NEFB), geophysical surveys and drilling in the NEFB and Lachlan Fold Belt and general working capital purposes.

Thomson Resources (ASX: TMZ) (Thomson or the Company) is pleased to announce that it has received firm commitments from institutional investors in the United States of America for a Share Placement which will be followed by a Non Renounceable Rights Issue (**NRRI**), the details of which are provided below.

Share Placement

Under the Share Placement, Thomson has received binding commitments to raise approximately A\$4.83 million (before costs) and will issue approximately 64,416,667 new fully paid ordinary shares, representing approximately 13.1% of Thomson's then existing issued capital. Subscribers for the new shares will also receive 3 options for every 4 new shares subscribed for, with each option having an exercise price of A\$0.115 and an exercise period of 3 years from the date of issue.

The Share Placement will be conducted at A\$0.075 per share, which represents:

- a 18.5% discount to the last closing price of Thomson shares on the ASX on 18 October 2021, being A\$0.092 per share; and
- a 15.9% discount to the five-day VWAP as at the same date.

The new shares issued under the Placement will rank equally with existing Thomson fully paid ordinary shares on issue.

Thomson will issue the new shares without shareholder approval in accordance with its existing placement capacity under ASX Listing Rule 7.1A and the future issues capacity approved by shareholders at the General Meeting held on 20 September 2021.

Subscribers for the new shares will also receive 3 options (**Placement Option**) for every 4 new shares subscribed for, with each option having an exercise price of A\$0.115 and an exercise period of 3 years from the date of issue. The new options will be issued under the Company's Listing Rule 7.1 capacity.

Roth Capital Partners, LLC (**Roth**) acted as sole placement agent.

Roth Capital Partners, LLC (**Roth**), is a relationship-driven investment bank focused on serving emerging growth companies and their investors. As a full-service investment bank, Roth provides capital raising, M&A advisory, analytical research, trading, market-making services and corporate access. Headquartered in Newport Beach, CA, Roth is privately-held and employee owned, and maintains offices throughout the U.S. For more information on Roth, please visit www.roth.com. Roth managed the Company's Capital Raise in March 2021.

Settlement of the new shares issued under the Placement is expected to occur on or before Wednesday 27 October 2021, with allotment of the new shares and new options issued under the Placement scheduled for no later than Friday 29 October 2021.

Thomson Executive Chairman, David Williams, said:

"We are pleased to have the ongoing support of Roth Capital and institutional investors in the United States in Thomson. The Placement demonstrates continued support of the Thomson team and the adoption and implementation of the transformational New England Fold Belt Hub and Spoke Silver Strategy.

The interest shown by investors in the United States has continued to be strong, led by the tremendous support and encouragement from the Roth Capital team. This coupled with recent meetings with investors in USA, UK, Europe and Asia has illustrated the strong interest in and appreciation of what Thomson has done and is delivering on in relation to the silver focused hub and spoke strategy, and the approach of creating a viable silver project in Australia through aggregating of quality silver projects and the use of a central processing hub.

We will build on this growing interest as we progress through the further delineation and structuring of the central processing strategy."

NRRI

Under the NRRI, eligible shareholders will be able to apply for up to one (1) new option at an issue price of A\$0.001 per new option for every four (4) shares held by the shareholder at the record date for the NRRI. Based on the the number of shares that will be on issue after the Placement, up to 138,281,342 new options will be issued under the NRRI. The terms of the new options will be the same as for the Placement Options.

Any shortfall under the NRRI may be allotted to shareholders who submit over-subscription applications, at the sole and absolute discretion of the Board. The NRRI is not underwritten.

The NRRI will only be available to all shareholders on the Company's register on the record date for the NRRI, having a registered address in Australia or New Zealand.

All new options issued under the NRRI will rank equally in all respects with the Company's existing options of the same class. The Company retains the discretion to apply for the new options issued under the NRRI to be granted official quotation by the ASX. This discretion will not be exercised if the ASX Listing Rules spread criteria is not met.

Shareholder approval for the issue of new options under the NRRI is not required under the ASX Listing Rules and will not be sought.

The Company will provide further details to the market in due course.



Purpose of the Share Placement and NRRI

Funds raised by the issue of new shares under the Share Placement and new options under the NRRI will be used for completion of Mineral Resource Estimates and metallurgical studies for the New England Fold Belt Projects (NEFB), geophysical surveys and drilling in the NEFB and Lachlan Fold Belt and general working capital purposes.

This announcement was authorised for issue by the Board.

Thomson Resources Ltd

David Williams

Executive Chairman

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ABOUT THOMSON RESOURCES

Thomson Resources holds a diverse portfolio of minerals tenements across gold, silver and tin in New South Wales and Queensland. The Company's primary focus is its aggressive "Fold Belt Hub and Spoke" consolidation strategy in NSW and Qld border region. The strategy has been designed and executed in order to create a large precious (silver – gold), base and technology metal (zinc, lead, copper, tin) resource hub that could be developed and potentially centrally processed.

The key projects underpinning this strategy have been strategically and aggressively acquired by Thomson in only a 4-month period. These projects include the Webbs and Conrad Silver Projects, Mt Carrington Silver-Gold Project, Texas Silver Project and Silver Spur Silver Project. As part of its New England Fold Belt Hub and Spoke Strategy, Thomson is targeting, in aggregate, in ground material available to a central processing facility of 100 million ounces of silver equivalent.

In addition, the Company is also progressing exploration activities across its Yalgogrin and Harry Smith Gold Projects and the Bygoo Tin Project in the Lachlan Fold Belt in central NSW, which may well form another Hub and Spoke Strategy, as well as the Chillagoe Gold and Cannington Silver Projects located in Queensland.

