

## **\$2.25M Share Placement Agreement Executed**

**Thomson Resources (ASX: TMZ) (OTCQB: TMZRF) (Thomson or the Company)** is pleased to advise that the Company has entered into an A\$2,250,000 Share Placement Agreement (“**Agreement**”) with Lind Global Fund II, LP (“**Lind**”).

Under the Agreement, the Company is to receive a net amount of A\$2,182,500 (after deduction of commitment fees payable to Lind of \$67,500). Terms of the Agreement are set out below. The Company anticipates receiving the funds within 5 Business Days.

The funding under the Agreement will enable the Company to continue to progress its New England Fold Belt Hub and Spoke Strategy, which is focused on bringing together New Economy Metals, principally silver, in a number of deposits located in northern New South Wales and southern Queensland, Australia.

### **Executive Chairman David Williams commented:**

*“Lind has been there supporting us in previous placements and have therefore become familiar with Thomson Resources and its New England Fold Belt Hub and Spoke Strategy. To now have Lind supporting us with a direct investment as a meaningful stakeholder is fantastic.*

*“The structure of the Share Placement Agreement is quite innovative and provides us with quite a controlled environment for the holding of the shares issued under the Agreement with a lock up and subsequent substantial restrictions on selling shares. This support and flexibility it provides is very important as we reach the crucial stage of completion of the Central Processing Facility Pathway Stage 1 Study”.*

### **Jeff Easton Founder of The Lind Partners commented:**

*“Lind is extremely pleased to be investing in Thomson Resources for a third time and becoming a meaningful stakeholder. We have watched what the Thomson team has achieved in such a short period with its silver Hub and Spoke Strategy which is culminating with the Pathway Study which we hope will bring it all together and deliver growth and shareholder value for all Thomson shareholders.”*

### **Details of the Share Placement Agreement**

The key terms of the Share Placement Agreement are as follows:

- Advance Payment Amount: A\$2,250,000
- Commitment Fees: A\$67,000
- Advance Payment Date: as soon as possible after the Execution Date and within 5 Business Days after the Execution Date in any event – at that time the Advance Payment Amount less the Commitment Fees will be paid to Thomson
- Initial Shares: 80,000,000 fully paid ordinary shares in the Company to be issued to Lind, at a price of A\$0.0198, at or before the Advance Payment Date (and which may be applied towards satisfying the Company’s subscription or repayment obligations under the Agreement). Lind cannot sell any of the Initial Shares during the period of 60 days after the Advance Payment Date and thereafter subject to similar restrictions described below for Subscriptions for Shares.

If at the expiration of the Term there are still Initial Shares that have not been applied towards subscription or repayment, then those shares will be transferred at the direction of the Company or Lind will pay for those shares based on a formula set out in the Funding Agreement

- Advance Payment Value: A\$2,700,000
- Term: 24 months from the Execution Date
- Options: 51,136,363 options with an exercise price of A\$0.036 and an expiration date of 48 months after issue will be issued to Lind upon the Company obtaining shareholder approval to the issuing of the options at the next General Meeting to be held before 31 December 2022
- Subscription Price: the lesser of: (i) A\$0.041 (**Price A**); and (ii) 90% of the average of the five lowest daily VWAPs during the 20 trading days prior to the Subscription (**Price B**) subject to a floor price of A\$0.018 (**Floor Price**). Where Price B is less than the Floor Price, the Company shall repay the differential to Lind
- Subscription for Shares: on or before 30 September 2022, Lind can only issue a Subscription Notice if the Subscription Price is greater or equal to Price A. From 1 October 2022 up to and including 31 December 2023, Lind can only issue a Subscription Notice where the Subscription Price is less than Price A for an aggregate Subscription Amount during the relevant month of A\$180,000. In any event, during the Term, Lind can only issue a Subscription Notice for an aggregate Subscription Amount during the relevant month of A\$500,000 unless with the prior approval of the Company. In addition, Lind cannot issue a Subscription Notice which would mean it would hold 20% or more of the shares on issue
- Redemption: the Company can elect, on receipt of a Subscription Notice to repay the Subscription Amount rather than issue the relevant shares. The Company can also at any time during the Term elect to repay in full the then Unused Advance Payment Value, although it must first give Lind the ability to subscribe, in accordance with the Agreement one-third of that amount
- Use of Capital: the funds received by the Company will be applied towards the continued development of the Company's projects and for general working capital purposes
- Other Terms: as is customary with these types of arrangements, the Funding Agreement contains typical lender protections such as negative covenants and representations and warranties.
- Issuing Capacity: the issue of the securities, other than the Options which will be subject to subsequent shareholder approval, under the Agreement will be made out of the Company's existing Listing Rule 7.1 capacity and the capacity approved by shareholders at the General Meeting held on 4 July 2022. The Company may seek shareholder ratification of the transaction in due course in order to retain flexibility for future fundraising requirements. Under the Agreement, the aggregate of new Subscription Shares agreed to be issued pursuant to this Agreement (not including Subscription Shares set off against the Unused Initial Share Number) is limited to 70,000,000 Shares. This limitation does not apply to any Subscription Shares issued by the Company under a valid Shareholder Approval.

An Appendix 3B for each proposed issue of securities under the Funding Agreement will be released following this announcement.



# ASX ANNOUNCEMENT

1 August 2022



This announcement was approved for issue by the Board.

## ***Thomson Resources Ltd***

**David Williams**

Executive Chairman



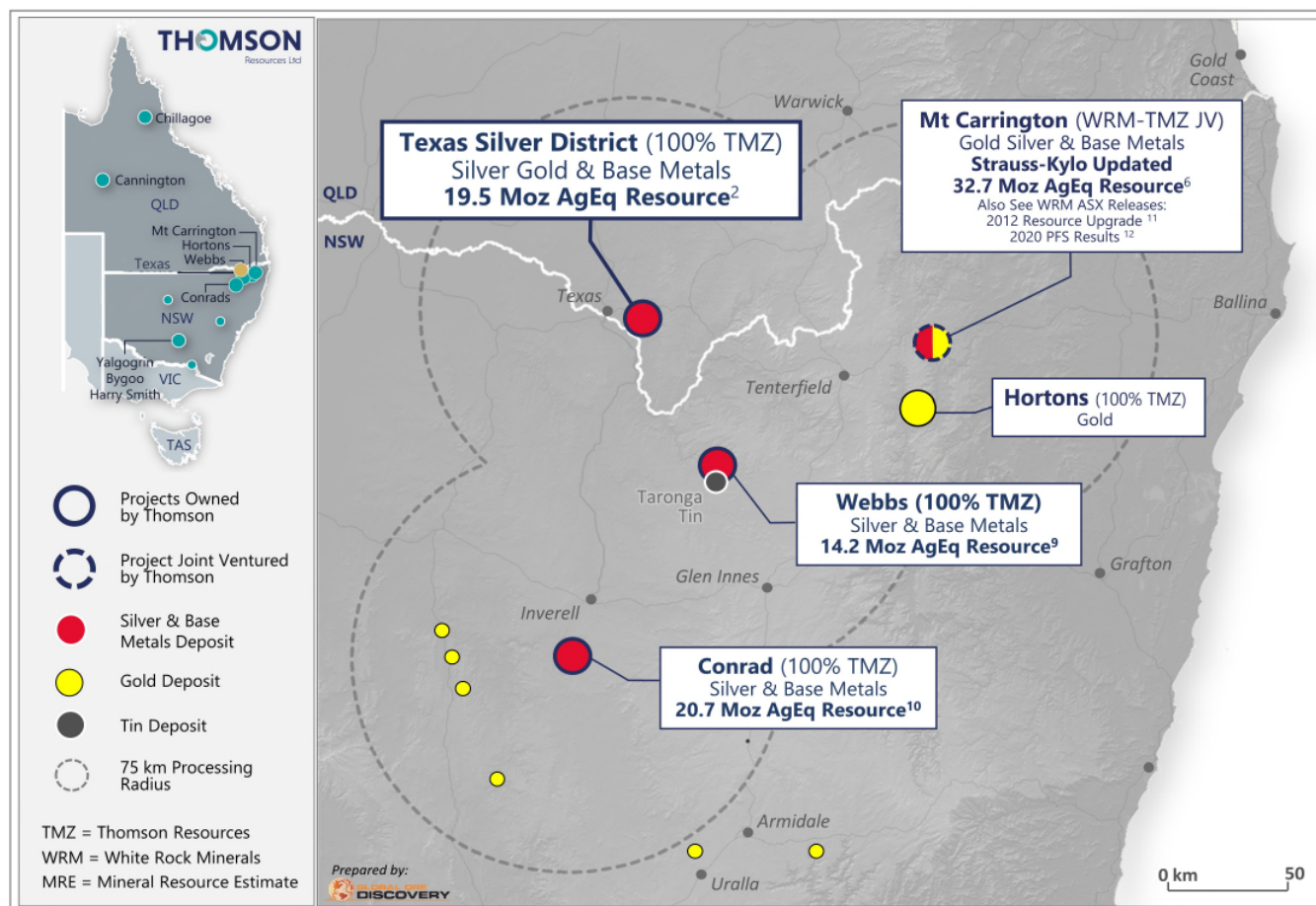
## ABOUT THOMSON RESOURCES

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 "New England 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 four-month period. These projects include the Webbs and Conrad Silver Projects, Texas Silver Project and Silver Spur Silver Project, as well as the Mt Carrington Gold-Silver earn-in and JV. 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.

Thomson Resources Ltd (ASX: TMZ) (OTCQB: TMZRF) is listed on the ASX and also trades on the OTCQB Venture Market for early stage and developing U.S. and international companies. Companies are current in their reporting and undergo an annual verification and management certification process. Investors can find Real-Time quotes and market information for the company on [www.otcmarkets.com](http://www.otcmarkets.com).



## ABOUT THE LIND PARTNERS

The Lind Partners manages institutional funds that are leaders in providing growth capital to small- and mid-cap companies publicly traded in the US, Canada, Australia and the UK. Lind's funds make direct investments ranging from US\$1 to US\$30 million, invest in syndicated equity offerings and selectively buy on market. Having completed more than 100 direct investments totalling over US\$1 Billion in transaction value, Lind's funds have been flexible and supportive capital partners to investee companies since 2011.

