THOR MINING PLC

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

NOTICE OF GENERAL MEETING

Date of Meeting:	Thursday 7 June 2018
Time of Meeting:	9 am London time
Venue:	Grant Thornton UK LLP 30 Finsbury Square London EC2P 2YU

This Notice of 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

15 May 2018

Dear Shareholder

Notice of General Meeting

In March 2018 the Company signed a binding term sheet to acquire, from Rox Resources Limited (ASX: RXL), an interest in tenements hosting outcropping tungsten deposits in the Bonya Creek area, along with a high grade copper deposit, approximately 30 kilometres from Molyhil in Australia's Northern Territory (the Acquisition). Any additional resource that may be defined by further exploration has the potential to directly increase Molyhil production life and throughput volume. The term sheet remains subject to the normal Northern Territory stamping and ministerial approval processes. Following the stamping and approvals, the Acquisition consideration of A$550,000 will be satisfied through the issue and allotment of Thor's Ordinary Shares to Rox Resources Limited or nominee (the Acquisition Shares). Resolution 3 seeks shareholder approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of the Acquisition Shares. Further details on the Acquisition, can be found in the AIM announcements made by the Company on 28 March 2018 and 19 April 2018 (to the ASX on 29 March 2018 and 19 April 2018).

On 2 November 2017, a Director of the Company, Mr Johnson, exercised 10,000,000 Options at an exercise price of 1.25p per Option, raising an additional £125,000 for the Company. The Options had originally been issued to Mr Johnson, following shareholder approval on 6 October 2016, in lieu of Directors' fees payable for one year through to 1 September 2017. The Options had an expiry date of 2 September 2019. Given the early exercise, being just under two years before Option expiry, the Company agreed to award Mr Johnson 10,000,000 Options (Replacement Options), subject to shareholder approval. Resolution 4 seeks shareholder approval for the purposes of ASX Listing Rule 10.11 to the grant the Replacement Options.

Recognising the success of advancement of the Company's projects, and critical importance of commercialisation of these projects, Thor announced the appointment on 27 December 2017 of the Company's Exploration Manager, Mr Richard Bradey to the Board as an Executive Director. Upon the appointment, the Company announced the intent to grant Mr Bradey 5,000,000 Options, subject to shareholder approval (Commencement Options). Resolution 5 seeks approval for the purposes of ASX Listing Rule 10.11 to the grant of the Commencement Options.

Resolution 6 seeks approval for the purposes of ASX Listing Rule 10.11 to the grant of a total of 15,000,000 Options to Company's Directors Messrs Billing, Bradey, Johnson, Middleton, and Thomas, or their respective nominees, on the terms set out in Annexure A and the Notes to the Notice of General Meeting (Director Options). The Director Options, if approved, will not form part of the Directors' respective remuneration packages but will be in addition to their remuneration as Directors. The grant of the Director Options is intended to act as an incentive for the Directors to align themselves with the Company's strategic plan and focus on optimising performance, with the intent of enhancing Shareholder returns.

Resolutions 1 and 2 are a requirement under English company law, providing the directors with the necessary authorities to issue equity securities and dis-apply pre-emption rights up to an aggregate nominal amount of £30,000. The nominal amount is calculated to be sufficient to issue the proposed securities subject to the Resolutions 3 to 6, and provide Directors with authority to issue equity securities consistent with available capacity under ASX Listing Rules 7.1 and 7.1A.

Incorporated in England & Wales (Company No. 05276414)

The Directors of Thor (other than those of the Directors who have an interest in the relevant Resolutions and therefore who do not wish to make a recommendation as to how Shareholders ought to vote on those Resolutions) believe that all Resolutions are in the best interest of the Company and recommend that Shareholders vote in favour of the Resolutions at the General Meeting, as they intend to do in respect of their own Shareholdings which total 72,958,004 Ordinary Shares in aggregate, representing 11.25% of the Company's issued share capital.

Yours faithfully

Michael Billing
Executive Chairman

Incorporated in England & Wales (Company No. 05276414)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Thor Mining PLC will be held at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London, United Kingdom on 7 June 2018 at 9 am (London time) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of Resolutions 1, and 3 to 6 inclusive, and as a special resolution in the case of Resolution 2.

AGENDA

SPECIAL BUSINESS

ORDINARY RESOLUTION

1. 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 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 £30,000 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 on the anniversary of the General Meeting being convened by this Notice, 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 which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, "Relevant Securities" means any Ordinary Shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, Ordinary Shares but does not include the allotment of Ordinary Shares or the grant of a right to subscribe for Ordinary Shares in pursuance of an employee's share scheme or the allotment of Ordinary Shares pursuant to any right to subscribe for, or to convert any security into, Ordinary Shares.

SPECIAL RESOLUTION

2. That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in the General Meeting, shall be limited to:

   (a) the allotment of Ordinary Shares arising from the exercise of Director Options in accordance with Resolutions 4 to 6 inclusive, up to a maximum nominal amount of £3,000;

   (b) the allotment of equity securities in connection with a rights issue in favour of 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

   (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £27,000;

   and shall expire on the earlier of the date of the next Annual General Meeting of the Company or on the anniversary of the General Meeting being convened by this Notice 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.

ORDINARY RESOLUTIONS

3. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of Ordinary Shares to a maximum value of A$550,000 to Rox Resources Limited or nominee, and otherwise on the terms and conditions further detailed in the explanatory notes to this Notice of General Meeting, is approved.

   Voting Exclusion: *the Company will disregard any votes cast on this Resolution by any person who is to receive the Ordinary Shares the subject of this Resolution, any of their respective associates and any person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed and any of their respective associates. However, the Company will not disregard the vote if:*

   (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

   (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the grant of 10,000,000 Options to a Director of the Company, Mr Paul Johnson (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 on this Resolution by Mr Johnson (or any of his nominees to receive the Options the subject of the Resolution and any of their respective associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their respective associates. However, the Company need not disregard a vote if:*

   (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

   (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the grant of 5,000,000 Options to a Director of the Company, Mr Richard Bradey (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 on this Resolution by Mr Bradey (or any of his nominees to receive the Options the subject of the Resolution and any of their respective associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their respective associates. However, the Company need not disregard a vote if:*

   (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

   (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the grant of a total of 15,000,000 Options to the Company's Directors Messrs Michael Billing, Richard Bradey, Paul Johnson, Alastair Middleton, and David Thomas, or their respective 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 on this Resolution by Messrs Billing, Bradey, Johnson, Middleton, and Thomas (or any of their nominees to receive the Options the subject of the Resolution and any of their respective associates) and any person who might obtain a benefit,* *except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:*

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

Proxy Form

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 help line telephone is available at 0370 707 1343.

CDI voting instruction form

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 instruction form can be returned to:

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

Vote Online:
Shareholders can also cast their votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the proxy form. You will have taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Shareholder help line telephone is available (within Australia) at 1300 556 161 and (outside Australia) at +61 3 9415 4000.

Explanatory Notes

The Letter from the Chairman and the Notes to the General Meeting, 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
15 May 2018

Notes to the Notice of General Meeting

Notes to Resolution 1 – Authority to allot shares

1. 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 Resolution 2 – Disapplication of pre-emption rights

2. 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 resolution dis-applying the statutory pre-emption right cross-refers to the corresponding authority to allot.

General Notes to Resolutions 3 to 6 inclusive – ASX Listing Rule Requirements

3. 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 Annual General Meeting on 29 November 2017, the Company obtained Shareholder approval to have the additional capacity to issue equity securities comprising up to 10% of the issued capital of the Company pursuant to ASX Listing Rule 7.1A.

Notes to Resolution 3 – Approval for issue of shares

4. As announced to the ASX on 29 March 2018 (and on AIM 28 March 2018), the Company signed a binding term sheet for the acquisition of an interest, from Rox Resources Limited (ASX: RXL), in tenements hosting outcropping tungsten deposits in the Bonya Creek area, along with a high grade copper deposit, approximately 30 kilometres from Molyhil in Australia's Northern Territory (the Acquisition).

5. Further details on the Acquisition, can be found in the announcements made by the Company to the ASX on 29 March 2018 and 19 April 2018 (and AIM on 28 March 2018 and 19 April 2018).

6. The term sheet remains subject to the normal Northern Territory stamping and ministerial approval processes (Condition Precedent).

7. The Company seeks approval for the purposes of ASX Listing Rule 7.1 to the issue and allotment of Ordinary Shares up to the maximum value of A$550,000 to Rox Resources Limited or nominee (Acquisition Shares), as the Company wishes to preserve its existing capacity under the 15% limit under ASX Listing Rule 7.1 and the 10% limit under ASX Listing Rule 7.1A to issue or agree to issue securities without Shareholder approval.

8. Under the binding term sheet for the Acquisition, the Acquisition Shares will be restricted from sale or transfer for a period of 90 days from the date the Acquisition Shares are issued.

9. If Resolution 3 is approved by Shareholders, the Acquisition proceeds to settlement (as noted above), and the issue price and number of Acquisition Shares otherwise complies with the ASX Listing Rule requirements noted at Note 11 (a) – (g) below, then the Acquisition Shares will be issued with Shareholder approval such that the Acquisition Shares will not be counted towards 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 without Shareholder approval pursuant to ASX Listing Rule 7.1A. If Resolution 3 is not approved, the Company may seek to issue the Acquisition Shares under available capacity, or will otherwise be unable to proceed with the Acquisition.

10. The number of Acquisition Shares to be issued in satisfaction of the agreed value of A$550,000 is to be determined as A$550,000 divided by the VWAP Share Price. The VWAP Share Price is determined as simple average of:
    - $0.0497 having been determined as the Volume Weighted Average Price (VWAP) of Thor's securities for the 5 days in which the Company's shares were traded on the ASX immediately preceding execution of the binding terms sheet, and
    - VWAP for the 5 days in which the Company's shares were traded on the ASX immediately preceding satisfaction of the Condition Precedent to the sale.

    Shareholders should be aware that the actual number of Acquisition Shares to be approved cannot be determined as at the date of this Notice of Meeting. This is because the VWAP Share Price will not be known until satisfaction of the Condition Precedent to the sale. Only then can the VWAP for the 5 days in which the Company's shares were traded on the ASX immediately preceding satisfaction of the Condition Precedent be determined and hence the actual number of Acquisition Shares to be issued.

11. ASX Listing Rule 7.3 requires the following information be provided to Shareholders in respect of Resolution 3 for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1.

    (a) the number of Acquisition Shares that will be issued pursuant to Resolution 3 is determined according to the formula in Note 10 above. For the purposes of compliance with ASX Listing Rule 3.3.1, the maximum of Acquisition Shares to be issued is 22,000,000. Shareholders should be aware that the actual number of Acquisition Shares to be issued is likely to be less than the maximum.

    Example
    If the VWAP for the 5 days in which the Company's shares were traded on the ASX, immediately preceding satisfaction of the Condition Precedent to the sale, were $0.039, then

the number of Acquisition Shares would be 12,401,353, calculated according to the formula in Note 10 as follows:

$$\frac{\$550{,}000}{\text{VWAP Share Price}}$$

Where the VWAP Share Price would be $0.04435, being the simple average of:

- $0.0497 having been determined as the Volume Weighted Average Price (VWAP) of Thor's securities for the 5 days in which the Company's shares were traded on the ASX immediately preceding execution of the binding terms sheet, and
- $0.039 being the example VWAP for the 5 days in which the Company's shares are traded on the ASX immediately preceding satisfaction of the Condition Precedent to the sale.

(b) the Company will issue the Acquisition Shares upon the satisfaction of the Condition Precedent (refer Note 6 above), and in any case no later than 3 months after the date of the General Meeting;

(c) the issue price of the Acquisition Shares will be determined in accordance with the VWAP Share Price formula in Note 10 above. For the purposes of compliance with ASX Listing Rule 3.3.3, the minimum price per Acquisition Share will not be lower than $0.02535. Shareholders should be aware that the actual issue price of the Acquisition Shares is likely to be greater than the stated minimum price.

Example
Using the same example as Note 11(a) above, if the VWAP for the 5 days in which the Company's shares are traded on the ASX, immediately preceding satisfaction of the Condition Precedent to the sale, is $0.039, then the VWAP Share Price would be $0.04435, calculated according to the formula in Note 10 as a simple average of:

- $0.0497 having been determined as the Volume Weighted Average Price (VWAP) of Thor's securities for the 5 days in which the Company's shares were traded on the ASX immediately preceding execution of the binding terms sheet, and
- $0.039 being the example VWAP for the 5 days in which the Company's shares are traded on the ASX immediately preceding satisfaction of the Condition Precedent to the sale.

(d) the Acquisition Shares will be issued to Rox Resources Limited;

(e) the Acquisition Shares will be fully paid and will rank equally in all respects with existing Ordinary Shares on issue;

(f) no funds will be raised from this issue of Acquisition Shares, however the Company's liability to Rox Resources Limited under the binding term sheet with respect to the consideration of A$550,000 will be satisfied by the issue; and

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

Notes to Resolution 4 – Approval to grant Replacement Options

12. Resolution 4 seeks approval for the purposes of ASX Listing Rule 10.11 to the grant of 10,000,000 Options to a Director of the Company Mr Johnson (or nominees) (Replacement Options), on the terms set out in Note 17 below and Annexure A to these Notes.

13. On 2 November 2017, Mr Johnson exercised 10,000,000 Options at an exercise price of 1.25p per share raising an additional £125,000 for the Company. The Options had originally been issued to Mr Johnson, following shareholder approval on 6 October 2016, in lieu of Director's fee payable for one year through to 1 September 2017. The Options had an expiry date of 2 September 2019. Given the early exercise, being just under two years before Option expiry, the Board decided, with Mr Johnson abstaining, to propose to award Mr Johnson 10,000,000 Replacement Options.

14. The proposed issue of the Replacement Options, the subject of Resolution 4, was announced to the ASX on 3 November 2017 (and AIM on 2 November 2017).

15. The grant of the Options is intended to act as an incentive for the Directors to align themselves with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Replacement Options, if approved, will not form part of the Director's remuneration package and will be in addition to his remuneration as a Director.

16. Details of the security holdings of Mr Johnson as at the date of the Notice of Meeting and following the grant to him of the Replacement Options and the issue of the Director Options the subject of Resolution 6, if approved by Shareholders, is set out in Annexure B to these explanatory notes.

17. The key terms of the Replacement Options in relation to resolution 4 are as follows:

Exercise Price	£0.015 (1.5 pence)
Expiry Date	2 November 2020, being three years after the date that the proposed Replacement Options were first announced

18. The Replacement Options granted to Mr Johnson (or nominees) will not be quoted on the ASX or on AIM, will be transferable only with the consent of the Board and will otherwise be issued on standard terms set out in the ASX Listing Rules insofar as treatment of the Replacement Options in the case of reorganisations of capital, bonus and rights issues.

19. The other terms applicable to Options are set out in Annexure A.

20. 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.

21. The grant of the Replacement Options to Mr Johnson (or nominees) requires the Company to obtain Shareholder approval because Mr Johnson is a Director and is therefore a Related Party of the Company.

22. 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 grant of the Replacement Options to Mr Johnson.

23. Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Replacement Options the subject of Resolution 4 if approval is obtained under ASX Listing Rule 10.11. The grant of those Replacement Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

24. In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 4:

    (a) the maximum number of Options that may be granted by the Company to Mr Johnson (or nominees) is a total of 10,000,000 Options. If the Options are exercised by Mr Johnson (or nominees), then Mr Johnson (or nominees) will be entitled to one Ordinary Share for each Option exercised, (subject to adjustment in accordance with the terms and conditions of the Options set out in Annexure A), being an maximum total of 10,000,000 Ordinary Shares;

    (b) if Resolution 4 is approved by Shareholders, the Replacement Options will be granted by the Board no later than 1 month after the date of the General Meeting and it is anticipated that the grant will be on one date;

(c) the Replacement Options will be granted for no consideration and therefore no funds will be raised by the grant of the Replacement Options to Mr Johnson. Any funds raised from time to time due to the exercise of any Replacement Options will be used as the Board sees fit;

(d) The exercise price for each Replacement Option being granted to Mr Johnson (or nominees) is £0.015 (1.5 pence). The Options may be exercised at any time from the issue date through to the expiry date of 2 November 2020. The other terms and conditions applicable to Options are set out in Annexure A to these explanatory notes; and

(e) a voting exclusion statement is included in the Notice of Meeting.

Notes to Resolution 5 – Approval to grant Commencement Options

25. Resolution 5 seeks approval for the purposes of ASX Listing Rule 10.11 to the grant of a total of 5,000,000 Options to a Company Director Mr Bradey (or nominees) (Commencement Options), on the terms set out in Note 30 below and Annexure A to these Notes.

26. Recognising the success of advancement of the Company's projects, and critical importance of commercialisation of these projects, Thor announced the appointment on 27 December 2017 of the Company's Exploration Manager, Mr Richard Bradey, to the Board as an Executive Director. Upon the appointment, the Company announced the intent to grant Mr Bradey 5,000,000 Options, subject to shareholder approval.

27. The proposed issue of the Commencement Options, the subject of Resolution 5, was announced to the ASX on 29 December 2017.

28. The grant of the Commencement Options is intended to act as an incentive for a newly appointed Director to align them with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Commencement Options, if approved, will not form part of the Director's remuneration package and will be in addition to h remuneration as a Director.

29. Details of the security holdings of Mr Bradey as at the date of the Notice of Meeting and following the grant to him of the Commencement Options and the issue of Director Options the subject of Resolution 6, if approved by Shareholders, is set out in Annexure B to these explanatory notes.

30. The key terms of the Commencement Options in relation to resolution 5 are as follows:

Exercise Price	£0.045 (4.5 pence)
Vesting Date	the Commencement Options will vest with Mr Bradey (or nominees) once the AIM traded closing price for the Company's Ordinary Shares exceeds £0.06 (6.0 pence) for 20 consecutive business days
Expiry Date	29 December 2020, being three years after the date that the proposed Commencement Options were announced to the ASX

31. The Commencement Options granted to Mr Bradey (or nominees) will not be quoted on the ASX or on AIM, will be transferable only with the consent of the Board and will otherwise be issued on standard terms set out in the ASX Listing Rules insofar as treatment of the Commencement Options in the case of reorganisations of capital, bonus and rights issues.

32. The other terms applicable to Options are set out in Annexure A.

33. 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.

34. The grant of the Commencement Options to Mr Bradey (or nominees) requires the Company to obtain Shareholder approval because Mr Bradey is a Directors and is therefore a Related Party of the Company.

35. 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 grant of the Commencement Options to Mr Bradey.

36. Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Commencement Options the subject of Resolution 5 if approval is obtained under ASX Listing Rule 10.11. The grant of those Commencement Options will **not** be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

37. In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 5:

    (a) the maximum number of Options that may be granted by the Company to Mr Bradey (or nominees) is a total of 5,000,000 Options. If the Options are exercised by Mr Bradey (or nominees), then Mr Bradey (or nominees) will be entitled to one Ordinary Share for each Option exercised, (subject to adjustment in accordance with the terms and conditions of the Options set out in Annexure A), being an maximum total of 5,000,000 Ordinary Shares;

    (b) if Resolution 5 is approved by Shareholders, the Commencement Options will be granted by the Board no later than 1 month after the date of the General Meeting and it is anticipated that the grant will be on one date;

    (c) the Commencement Options will be granted for no consideration and therefore no funds will be raised by the grant of the Commencement Options to the Directors. Any funds raised from time to time due to the exercise of any Commencement Options will be used as the Board sees fit;

    (d) The exercise price for each Commencement Option being granted to Mr Bradey (or nominees) is £0.045 (4.5 pence). The Commencement Options will vest with Mr Bradey (or nominees) once the AIM traded closing price for the Company's Ordinary Shares exceeds £0.06 (6.0 pence) for 20 consecutive business days. The Options may be exercised at any time from the vesting date through to the expiry date of 29 December 2020. The other terms and conditions applicable to Options are set out in Annexure A to these explanatory notes; and

    (e) a voting exclusion statement is included in the Notice of Meeting.

Notes to Resolution 6 – Approval to grant Director Options

38. Resolution 6 seeks approval for the purposes of ASX Listing Rule 10.11 to the grant of a total of 15,000,000 Options to Company's Directors Messrs Billing, Bradey, Johnson, Middleton, and Thomas, or their respective nominees (Director Options), on the terms set out in Note 42 below and Annexure A to these Notes.

39. The total 15,000,000 Director Options will be granted to individual Directors, subject to shareholder approval, as follows:

Mr Billing	Executive Chairman	4,500,000
Mr Bradey	Executive Director	3,000,000
Mr Johnson	Non-Executive Director	2,500,000
Mr Middleton	Non-Executive Director	2,500,000
Mr Thomas	Non-Executive Director	2,500,000

40. The grant of the Director Options is intended to act as an incentive for the Directors to align themselves with the Company's strategic plan, focusing on optimising performance and benefits flowing through to Shareholder returns. The Director Options, if approved, will not form part of the Directors' respective remuneration packages and will be in addition to their remuneration as Directors.

41. Details of the security holdings of Messrs Billing, Bradey, Johnson, Middleton, and Thomas as at the date of the Notice of Meeting and following the grant to them of the Director Options and the issue of all other securities the subject of Resolutions 4 and 5, if approved by Shareholders, is set out in Annexure B to these explanatory notes.

42. The key terms of the Director Options in relation to resolution 6 are as follows:

Exercise Price	£0.035625 (3.5625 pence)
Expiry Date	7 June 2021, being three years after the date that the proposed Director Options were considered at the General Meeting

43. The Director Options granted to each Director (or that Director's nominee) will not be quoted on the ASX or on AIM, will be transferable only with the consent of the Board and will otherwise be issued on standard terms set out in the ASX Listing Rules insofar as treatment of the Director Options in the case of reorganisations of capital, bonus and rights issues.

44. The other terms applicable to Options are set out in Annexure A.

45. 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.

46. The grant of the Director Options to the Directors (or their respective nominees) requires the Company to obtain Shareholder approval because all five individuals are Directors and are therefore Related Parties of the Company.

47. 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 grant of the Director Options to the Directors.

48. Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Director Options the subject of Resolution 6 if approval is obtained under ASX Listing Rule 10.11. The grant of those Director Options will **not** be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

49. In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 6:

    (f) the maximum number of Options that may be granted by the Company to each of the Directors Messrs Billing, Bradey, Johnson, Middleton, and Thomas (or their respective nominees) is detailed in Note 39 above, being an aggregate total of 15,000,000 Options. If the Options are exercised by the Directors (or their nominees), then each of the Directors (or their respective nominees) will be entitled to one Ordinary Share for each Option exercised, (subject to adjustment in accordance with the terms and conditions of the Options set out in Annexure A), being a maximum aggregate total of 15,000,000 Ordinary Shares;

    (g) if Resolution 6 is approved by Shareholders, the Director Options will be granted by the Board no later than 1 month after the date of the General Meeting and it is anticipated that the grant will be on one date;

(h) the Director Options will be granted for no consideration and therefore no funds will be raised by the grant of the Director Options to the Directors. Any funds raised from time to time due to the exercise of any Director Options will be used as the Board sees fit;

(i) The exercise price for each Director Option being granted to the Directors is £0.02375 (2.375 pence). The Options may be exercised at any time from the issue date through to the expiry date of 7 June 2021. The other terms and conditions applicable to Options are set out in Annexure A to these explanatory notes; and

(j) a voting exclusion statement is included in the Notice of Meeting.

Entitlement to attend and vote

50. Pursuant to Regulation 41 of The Uncertificated 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 General Meeting shall be entitled to attend and vote at the General 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

51. If you are a member of the Company at the time set out in Note 50 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. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

    A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

    You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. To appoint more than one proxy, please contact the Company at Computershare Investor Services in the UK (refer to page 6 for contact details).

    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

52. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

    To appoint a proxy using the proxy form, the form must be:
    - Completed and signed;
    - Sent or delivered to the Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
    - received by the Computershare Investor Services PLC no later than 9:00 am (London time) on 5 June 2018 or 48 hours before the time of any adjourned meeting (excluding any part of a day that is not a working day).

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

53. 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

54. 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 to page 6 for contact details).

    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

55. 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 or Computershare Investor Services PLC 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.

Holders of CDIs in the Australian register:

56. Holders of CDIs will be permitted to attend the General 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
Fax number (within Australia):	1800 783 447
Fax number (from overseas):	+61 3 9473 2555

    so as to arrive by not later than 5:30 pm Australian Central Standard Time (9.00 am London time) on 4 June 2018 (or 72 hours before the time of any adjourned meeting, excluding any part of a day that is not a working day) i.e. to allow CHESS sufficient time to lodge the combined proxies in the UK 48 hours before the time of the meeting.

    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 5:30 pm Australian Central Standard Time (9.00 am London time) on 4 June 2018 (or 72 hours before the time of any adjourned meeting) for your CDI voting instruction to be valid.

    To obtain a copy of the CHESS Depositary Nominee's Financial Services Guide, go to 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

57. As at 11 May 2018, the Company's issued share capital comprised 648,573,546 Ordinary Shares each, 8,911,829,249 Deferred Shares and 7,928,958,483 A Deferred Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 11 May 2018 is 648,573,546.

Communications with the Company

58. Except as provided above, members who have general queries about the General 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 7580 6075
Australian register	Mr Ray Ridge	+61 (0) 8 7324 1935

DEFINITIONS

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

Acquisition Shares	Ordinary Shares paid in consideration for the Acquisition
Acquisition	The acquisition of an interest in certain tenements from Rox Resources Limited (ASX: RXL). Refer Notes 4 to 11.
Act	the Companies Act 2006, as amended.
AIM	AIM market of the London Stock Exchange.
ASX	ASX Limited ACN 008 624 691 or the stock exchange operated by ASX Limited (as the context requires).
ASX Listing Rules	the listing rules of the ASX.
Board	the board of Directors of the Company.
CDI	Chess Depositary Interest, being a unit of beneficial ownership of an Ordinary Share legally held by CHESS Depositary Nominees Pty Ltd.
Commencement Options	Options with an exercise price of £0.045 (4.5 pence), exercisable anytime on or after the Vesting Date, but before the expiry date of 29 December 2020, and subject to the terms and conditions set out in Annexure A to the explanatory notes.
Company Secretary or Company Secretaries	the joint company secretaries, Mr Stephen Ronaldson and Mr Ray Ridge.
Director	a director of the Company.
Director Options	Options with an exercise price of £0.035625 (3.5625 pence) exercisable on or before the expiry date of 7 June 2021, and subject to the terms and conditions set out in Annexure A to the explanatory notes.
General Meeting	the general meeting of Shareholders of the Company convened by the Notice of General Meeting.
Notice of General Meeting	means the Notice of General Meeting to which these explanatory notes are attached.
Ordinary Share	a fully paid ordinary share of 0.01 pence each in the capital of the Company.
Replacement Options	Options with an exercise price of £0.015 (1.5 pence) exercisable on or before the expiry date of 3 November 2020, and subject to the terms and conditions set out in Annexure A to the explanatory notes.
Shareholder	a holder of Ordinary Shares.
Thor or the Company	Thor Mining PLC.

Vesting Date	The date immediately following a period of 20 consecutive business days where the AIM traded closing price for the Company's Ordinary Shares exceeds £0.06 (6.0 pence). Relates only to the Commencement Options.
VWAP Share Price	The price for each Acquisition Share as determined in accordance with Note 10.
Options	each Option confers a right to the holder to subscribe for one Ordinary Share exercisable at an exercise price on or before the expiry date, and subject to the terms and conditions set out in Annexure A to the explanatory notes. The relevant exercise prices and expiry dates are as specified in the applicable explanatory notes relating to each of the relevant Resolutions.
Working Day	9 am to 5 pm Monday to Friday excluding public or bank holidays.

ANNEXURE A
TERMS AND CONDITIONS OF OPTIONS

Exercise Price	As specified in the relevant Resolutions.
Vesting Date	As specified in Resolution 5. There is no Vesting Date relating to Resolutions 4 and 6.
Expiry Date	As specified in the relevant Resolutions.
Listing	The Options will not be listed.
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	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. If the Company makes a bonus issue of Ordinary Shares or other securities to existing Shareholders: (i) the number of Ordinary Shares which must be issued on the exercise of a Option will be increased in due proportion; and (ii) no change will be made to the Exercise Price. If the Company makes an issue of Ordinary Shares pro rata to existing Shareholders (other than a bonus issue) the Exercise Price of a Option will be reduced according to the following formula: $\text{New exercise price} = O - \frac{E\,[P - (S+D)]}{N+1}$ O = the old Exercise Price of the Option. E = the number of underlying Ordinary Shares into which one (1) Option is exercisable. 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). S = the subscription price of an Ordinary Share under the pro rata issue. D = the dividend due but not yet paid on the existing underlying Ordinary Shares (except those to be issued under the pro rata issue). N = the number of Ordinary Shares with rights or entitlements that must be held to receive a right to one (1) new Ordinary Share. 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.

ANNEXURE B

DIRECTOR SECURITY HOLDINGS

(RESOLUTIONS 4, 5 AND 6)

The table below details the:

- Current security holdings (Ordinary Shares and Options) and percentage of undiluted share capital, and
- Security holdings if the relevant resolutions (resolution 4, 5 and 6) are passed and percentage of undiluted share capital.

Director	Existing Shares held		Existing Options & Warrants held	Options to be issued (Resolution 4)	Options to be issued (Resolution 5)	Options to be issued (Resolution 6)	Resulting Options & Warrants held
	Number	%					
Michael Billing	31,265,242	4.82%	21,765,040	-	-	4,500,000	26,265,040
David Thomas	9,160,970	1.41%	9,306,800	-	-	2,500,000	11,806,800
Richard Bradey	31,792	0.00%	1,500,000	-	5,000,000	3,000,000	9,500,000
Paul Johnson	32,500,000	5.01%	14,325,000	10,000,000	-	2,500,000	26,825,000
Alastair Middleton	-	-	3,000,000	-	-	2,500,000	5,500,000

* Resultant shares held % is calculated based on the issued shares on 11 May 2018 and before the Shares are issued to Rox Resources Limited (Resolution 6)

Thor Mining PLC

ARBN 121 117 673

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form

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Vote online

- Go to www.investorvote.com.au **or** scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 5:30pm (ACST) (9:00am London time) Monday 4 June 2018

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 that you own at 4 June 2018 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

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.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE ➔
or turn over to complete the form

☐ **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.

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 General Meeting of Thor Mining PLC to be held at Grant Thornton UK LLP, 30 Finsbury Square, London EC2P 2YU on Thursday, 7 June 2018 at 9:00am (London time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting 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
Resolution 1	Authority to allot shares	☐	☐	☐

SPECIAL RESOLUTION

		For	Against	Abstain
Resolution 2	Disapplication of pre-emption rights	☐	☐	☐

ORDINARY RESOLUTIONS

		For	Against	Abstain
Resolution 3	Approval for issue of shares - Rox Resources Limited (or nominees)	☐	☐	☐
Resolution 4	Approval to grant Replacement Options - Mr Johnson (or nominees)	☐	☐	☐
Resolution 5	Approval to grant Commencement Options - Mr Bradey (or nominees)	☐	☐	☐
Resolution 6	Approval to grant Director Options - Company Directors (or nominees)	☐	☐	☐

SIGN **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ______________________ **Contact Daytime Telephone** ______________________ **Date** ___ / ___ / ___