

No.5276414

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**RESOLUTIONS
OF THE MEMBERS OF
THOR MINING PLC
Passed 4th January 2023**

THURSDAY



At the General Meeting of the above named Company, duly convened, and held at 24 Martin Lane, London EC4R 0DR on 4th January 2023 at 10:00 am the following resolutions were duly passed:

SPECIAL BUSINESS

ORDINARY RESOLUTION

Authority to Allot Shares

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 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 £125,000 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").

SPECIAL RESOLUTION

Disapplication of Pre-emption Rights

2. That, subject to and conditional on Resolution 1 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 (construed 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 1 above, as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment of Ordinary Shares arising from the exercise of options and warrants outstanding at the date of this Resolution;

- (b) 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
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £125,000;

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.

ORDINARY RESOLUTIONS

Ratification of Issue of Placement Shares

3. That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment by the Company on 6 December 2022 of 378,571,429 Ordinary Shares (Placement Shares), on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

Approval to Issue of Placement Options

4. That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue by the Company of up to 283,928,583 Options to security holders that participated in the placement of 378,571,429 Ordinary Shares on 6 December 2022, on the basis of three Options for every four Ordinary Shares issued (Placement Options), on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

Approval to Issue of Broker Options

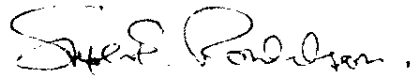
5. That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of up to 94,642,858 Options to the lead manager to the placement on 6 December 2022, PAC Partners Securities and Deal Access or their nominees (Broker Options), on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting, is approved.

SPECIAL RESOLUTION

Approval for change of Company name

6. That with the consent of the registrar of companies, the Directors be approved to amend the name of the Company to Thor Energy Plc.

SIGNED



.....
Company Secretary

DATED

9th January 2023
.....



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **5276414**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

THOR MINING PLC

a company incorporated as public limited by shares; having its registered
office situated in England and Wales; has changed its name to:

THOR ENERGY PLC

Given at Companies House on **16th January 2023**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**