

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF THE MEMBERS OF
THOR MINING PLC
Passed 10th November 2021

SATURDAY



At the General Meeting of the above named Company, duly convened, and held at 24 Martin Lane, London EC4R 0DR on 10th November 2021 at 10:00 am the following resolutions were duly passed:

ORDINARY RESOLUTION

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.
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.
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.
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.
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").
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.

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.
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.
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.
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.
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.
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.
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.

SPECIAL RESOLUTIONS

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

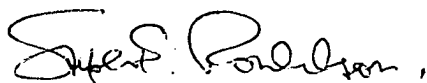
such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and

- 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.

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.

SIGNED



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Company Secretary

DATED 16th November 2021
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