

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF THE MEMBERS OF
THOR MINING PLC
Passed 17th November 2022



At the Annual General Meeting of the above named Company, duly convened, and held at 24 Martin Lane, London EC4R 0DR on 17th November 2022 at 10:00 am the following resolutions were duly passed:

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

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 £79,000 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").

Approval to Issue Ordinary Shares (Uranium Milestone Payment)

2. That, subject to and conditional on Resolutions 4 and 8 being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment by the Company of 42,000,000 Ordinary Shares to the previous shareholders of American Vanadium Pty Ltd as part of the second Performance Payment on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

Approval to Issue Securities (Alford East Acquisition Securities)

3. That, subject to and conditional on Resolutions 4 and 8 being passed, 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 further 29% interest in an exploration licence 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.

Ratification of Issue of Placement Securities & Broker Securities

4. 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 220,000,000 Ordinary Shares and

146,666,666 listed Options (together, the Placement Securities), together with 7,200,000 Ordinary Shares and 44,000,000 listed Options (Broker Securities), on the terms and conditions detailed in the Explanatory Notes to this Notice of General Meeting.

SPECIAL RESOLUTIONS

Disapplication of pre-emption Rights

5. That, subject to and conditional on Resolution 4 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 4 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:
- 5.1 the allotment of Ordinary Shares arising from the exercise of options and warrants outstanding at the date of this Resolution;
 - 5.2 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
 - 5.3 the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £79,000;

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.

Approval of 10% Placement Facility

6. 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.
- 7.

SIGNED



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Company Secretary

DATED 21st November 2022
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