

29th October, 2010

Company Announcements Office,
ASX Securities Limited,
20, Bridge Street,
Sydney, N.S.W. 2000

Notice of Annual General Meeting 2010

The Directors of Thor Mining PLC ("THR" or "the Company") are pleased to announce to shareholders that the 2010 Annual General Meeting of the Company is be held in London, United Kingdom 10.00am Thursday 25th November, 2010 at the offices of Daniel Stewart & Co plc, Becket House, 36, Old Jewry, London EC2R 8DD.

In accord with ASX Listing Rule 3.17 a copy of the Notice of Annual General Meeting and the Explanatory Memorandum with a proxy form (as a draft only) follows. THR confirms that these notices have been despatched to shareholders, today.

THR also confirms that a copy of the Thor Mining PLC annual report for 2010 has also been despatched to Shareholders who are registered to receive a copy of the report.

A copy of the annual report will be separately lodged with ASX today.

Yours faithfully,

Laurie Ackroyd
Company Secretary

Contact details:

Telephone: (08) 8177 8850
Email: corporate@thormining.com
Website: www.thormining.com

THOR MINING PLC

Registered Numbers:
United Kingdom 05 276 414
Australia 121 117 673

Registered Office:
Level 1
26 Greenhill Road
Wayville, SA, 5034
Australia

Ph: +61 8 8177 8850
Fx: +61 8 8272 2838

Email:
corporate@thormining.com

Website:
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Enquiries:

Mick Billing
Executive Chairman
Thor Mining PLC
+61 (0) 414 741 007

John Simpson
Nominated Advisor
Daniel Stewart & Co
+44 (0) 207 776 6550

ASX Listings:
Shares THR

AIM Listings:
Shares THR

Directors:
Michael Billing
Michael Ashton
Gregory Durack
Norman Gardner
Trevor Ireland

- Key Projects:**
- Molyhil (NT)
Tungsten, Molybdenum
 - Dundas (WA)
Gold
 - Harts Range (NT)
Base Metals

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

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting:	25 November 2010
Time of Meeting:	10:00 am (London time)
Venue:	Daniel Stewart & Co plc, Becket House, 36, Old Jewry, London EC2R 8DD

This Notice of Annual General Meeting and accompanying Explanatory Memorandum 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.

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the sixth Annual General Meeting of Shareholders of Thor Mining PLC will be held at the offices of Daniel Stewart & Co plc, Becket House, 36, Old Jewry, London EC2R 8DD, United Kingdom on Thursday 25 November 2010 at 10:00 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 to 7 and as a special resolution in the case of Resolution 8.

AGENDA

ORDINARY BUSINESS

1. To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2010.
2. To re-elect Norman Wayne Gardner as a Director who, in accordance with Article 125 of the Articles of Association, retires by rotation and being eligible, offers himself for re-election.
3. To elect Trevor John Ireland as a Director who was appointed to the Board on 11 March 2010 and retires in accordance with Article 132 of the Articles of Association and being eligible, offers himself for re-election.
4. To re-appoint Chapman Davis LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

SPECIAL BUSINESS

5. Subject to the passing of Resolutions 2 and 3, to approve for the purposes of ASX Listing Rule 10.11 the grant of 2,000,000 Options to each Director or their respective nominees on the terms and conditions set out in Annexure A to the Notice of this Annual General Meeting.
6. To approve for the purposes of ASX Listing Rule 7.4 the issue and allotment of 57,000,000 Shares on 26 October 2010, at an issue price of A\$0.016 per Share, to Chess Depository Nominees Pty Ltd, beneficially held by a number of placees identified by Patersons Securities Limited in the form of Chess Depository Interests.
7. That to the exclusion of and in substitution for any such authority previously conferred upon them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and save for any such authority granted by statute), the Directors be and are hereby authorised, generally and unconditionally for the purpose of section 551 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) up to a maximum aggregate nominal amount of £320,000 PROVIDED THAT:
 - (a) This authority shall expire on the later of the first anniversary of the date of the passing of this Resolution and the next annual general meeting of the Company; and
 - (b) The Company may before such expiry date make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority hereby conferred had not so expired.

SPECIAL RESOLUTION

8. That, subject to and conditional on Resolution 7 being passed, and in substitution for and exclusion of any previous power given to the Directors, the Directors, pursuant to section 570(1) of the Companies Act 2006, be and they are empowered to allot equity securities (as defined in section 560(1) of that Act) wholly for cash pursuant to the authority of the Directors under section 551 of that Act, conferred by Resolution 7 above, as if section 561(1) of that Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or any other offer to Shareholders of Shares of 0.3p each in proportion (as nearly as may be practicable) to their

respective holdings of such Shares and to holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal in relation to treasury shares, fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange; and

- (b) the allotment, other than pursuant to sub-paragraph (a) above, of up to a maximum aggregate nominal amount of £100,000.

Proxy Form

If you are a registered holder of 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 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 0870 707 1343

CDI voting instruction form

Holders of CDIs on the Australian CDI registry may only vote by directing CHES Depository Nominees Pty Ltd ("CHES" the Depository 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 Annual 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**

Shareholder help line telephone is available (within Australia) at 1300 850 505 and (outside Australia) at +61 3 9415 4000.

Explanatory Notes and Annexure A

The Notes to the Annual General Meeting and Annexure A accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of General Meeting, and should be read in conjunction with this Notice.

By Order of the Board

Stephen F. Ronaldson
Company Secretary
25 October 2010.

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members as at close of business on the day which is two days before the day of the meeting shall be entitled to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 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.
3. 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.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company at Computershare Investor Services in the UK (Refer Page 3).
5. 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

6. 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 Company Secretary no later than 10.00 am (London time) on 23rd November 2010, or 48 hours before the time of any adjourned meeting.

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 electronically

7. As an alternative to completing the hard-copy proxy form, shareholders can vote and appoint a proxy electronically by going to the following website www.eproxyappointment.com. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your proxy card and agree to certain terms and conditions. For an electronic proxy to be valid, your appointment must be received by Computershare no later than 10.00 am (London time) on 23rd November 2010, or 48 hours before the time of any adjourned meeting.

8. You may not use any electronic address provided within this notice or any related documents (including the form of proxy) to communicate with the Company other than as expressly stated.

Appointment of proxy by joint members

9. 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

10. 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 amend 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 page 3).

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

11. 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 the 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 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:

12. Holders of CDIs will be permitted to attend the Meeting but may only vote by directing CHESS Depository Nominees Pty Ltd ("CHESS" the Depository 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 5.00pm Australian Western Standard Time (10:30am London time) on 22 November 2010 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 5.00pm Australian Western Standard Time (10:30am London time) on 22 November 2010 for your CDI voting instruction to be valid.

Should the meeting be adjourned then the deadline for revised voting instructions and the record date for determining registered holders of CDIs will be 72 hours before the time that the adjourned meeting recommences.

To obtain a copy of the CHESS Depository 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

13. As at 25 October 2010, the Company's issued share capital comprised 438,566,647 Shares of £0.003 each. Each 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 25 October 2010 is 438,566,647.

Communications with the Company

14. Except as provided above, members who have general queries about the 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 annual 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 Laurie Ackroyd +61 (0) 8 8177 8800

Notes to Resolution 5 – Approval of grant of Options to Directors

15. Resolution 5 seeks approval of the grant of 2,000,000 Options to each of the Directors, Messrs Michael Billing, Michael Ashton, Norman Gardner, Greg Durack and Trevor Ireland or their respective nominees, on the terms set out in Annexure A to these Notes.
16. 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 with the benefits flowing through to enhanced Shareholder returns. The Options, if approved for grant, will not form part of the Directors' respective remuneration packages but will be in addition to their remuneration as Non-Executive Directors.
17. The key terms of the Options are as follows:

Number to be granted to each Director	Exercise Price	Expiry Date
2,000,000	A\$0.04	The date that is three years after the date Shareholders approve the grant of the Options

18. The Options granted to each Director (or that Director's nominee) will not be quoted on the ASX or on AIM, will lapse if the Director ceases to be a Director, 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 Options in the case of reorganisations of capital, bonus and rights issues.
19. The full terms of the Options are set out in Annexure A. Each Option will be granted on the same terms, with no distinction between those granted to the Non-Executive Directors.
20. 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 Listing Rule 10.12 applies.
21. The grant of the Options to the Directors (or their respective nominees) requires the Company to obtain Shareholder approval because the Directors and their respective nominees (if one) are Related Parties of the Company.
22. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought under Listing Rule 10.11 for the grant of Options to the Directors.
23. Approval pursuant to Listing Rule 7.1 is not required in order to grant the Options to the Directors if approval is obtained under Listing Rule 10.11. Accordingly, the grant of Options to the Directors will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.
24. In accordance with 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 each of the Directors, Messrs Michael Billing, Michael Ashton, Norman Gardner, Greg Durack and Trevor Ireland (or their respective nominees) is 2,000,000 Options, being an aggregate total of 10,000,000 Options. If all the Options are exercised by the Directors (or their nominees), then each of the Directors (or their respective nominees) will be entitled to 2,000,000 Shares as a result of the exercise of those Options (subject to adjustment in accordance with the terms and conditions of the Options set out in Annexure A), being an aggregate total of 10,000,000 Shares;
 - (b) if Resolution 5 is approved by Shareholders, the Options will be granted by the Board no later than 1 month after the date of the Annual General Meeting and it is anticipated that the grant will be on one date;
 - (c) the Options will be granted for no consideration and therefore no funds will be raised by the grant of the Options to the Directors. The exercise price for each Option being granted to the Directors is A\$0.04 (subject to adjustment in accordance with the terms and conditions of the Options set out in Annexure A). Any funds raised from time to time due to the exercise of any Options by a Director will be used as the Board sees fit; and
 - (d) the full terms and conditions of the Options are set out in Annexure A.
25. As each Director has an interest in Resolution 5, they do not wish to make a recommendation as to how Shareholders ought to vote on the Resolution.

26. **Voting Exclusion:** *In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by each Director, 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:*

- (i) *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*
- (ii) *it is cast by the person chairing the 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.*

Notes to Resolution 6 – Ratification of Placement

27. 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 the Company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period.

28. ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without prior approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

29. Resolution 6 seeks approval under ASX Listing Rule 7.4 in respect of the issue and allotment of 57,000,000 Shares to CDN, which Shares are beneficially held by a number of placees identified by Patersons Securities Limited (in the form of CDIs) (**Placement**). Patersons Securities Limited acted as lead manager for the Placement. The Placement was completed on 14 October 2010 at A\$0.016 per Share and raised a total of A\$912,000 before expenses.

30. If Resolution 6 is passed then the Shares issued under the Placement will be deemed to have been issued with Shareholder approval and will, therefore, not be counted towards the 15% limit prescribed by ASX Listing Rule 7.1.

31. ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of securities issued under the Placement was 57,000,000 Shares;
- (b) the Shares were issued at A\$0.016 per Share;
- (c) the Shares were allotted as fully paid and rank equally with the existing Shares on issue;
- (d) the Shares were allotted and issued to CDN, and are beneficially held by a number of placees identified by Patersons Securities Limited in the form of CDIs; and
- (e) funds raised from the issue will be applied to exploration expenses for the Dundas gold project and to supplement working capital.

32. **Voting Exclusion:** *The Company will disregard any votes cast on Resolution 6 by the placees and any person who might obtain a benefit (except a benefit solely in their capacity as holders of ordinary securities) if Resolution 6 is passed, or any of their respective associates. However, the Company will not disregard a vote if:*

- (i) *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*
- (ii) *it is cast by the person chairing the 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.*

DEFINITIONS

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

AIM	the AIM market of the London Stock Exchange
Articles of Association	the articles of association of the Company
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 or Directors	the board of directors of the Company
CDI	Chess Depository Interest, being a unit of beneficial ownership of a Share legally held by CDN
CDN	CHES Depository Nominees Pty Ltd (ACN 071 346 506)
Option	an option to subscribe for a Share on the terms and conditions set out in Annexure A
Share	ordinary share in the capital of the Company
Related Party	has the meaning given in ASX Listing Rule 19.12.
Shareholder	a holder of Shares
Thor or the Company	Thor Mining PLC

A reference to A\$ is to the lawful currency of the Commonwealth of Australia.

Annexure A – Terms and Conditions of Options

- (1) Each Option is an option to subscribe for one ordinary share in the capital of the Company (**Share**), subject to adjustment in accordance with paragraphs (7) and (9) below.
- (2) The exercise price of each Option is A\$0.04, subject to adjustment in accordance with paragraphs (7) and (8) below (**Exercise Price**).
- (3) Shares issued on exercise of the Options will rank pari passu with all existing Shares from the date of issue.
- (4) The Options may be exercised wholly or in part by notice in writing to the Company received at any time on or before the date that is three years after the date Share holders approved the grant of the Options together with payment for the Exercise Price and the Option certificates (if any) for those Options for cancellation by the Company.
- (5) The Company will issue and allot the number of Shares the subject of any exercise notice and apply, at its cost, for quotation of the Shares so allotted on any recognised investment exchange on which the Company's Shares are then quoted.
- (6) The Option holder will be permitted to participate in new issues of securities of the Company on the prior exercise of the Options.
- (7) In the event of any reconstruction (including consolidation, reduction, or return) of the issued capital of the Company;
 - (a) the number of Options, the Exercise Price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules; and
 - (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- (8) If there is to be a pro rata issue (except a bonus issue or an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option may be reduced according to the following formulae;

$$O_n = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

O_n = the new Exercise Price of the Option;

O = the old Exercise Price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 day trading period ending on the day before the ex right date or the ex entitlement date.

S = the subscription price for a security under the pro rata issue.

D = dividend due but not yet paid in the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements which must be held to receive a right to one new security;

- (9) If there is a bonus issue to the holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares over which the Option is

exercisable will be increased by the number of Shares which the Option holder would have received if the Option had been exercised prior to the record date for the bonus issue. No change will be made to the Exercise Price.

- (10) If the Option holder is a director or is the nominee of a director of the Company and that director ceases to be a director of the Company for any reason, any Options not exercised prior that event will lapse 30 days after that event.
- (11) The Options will be transferable only with the consent of the Board.
- (12) The Options will not give any right to participate in dividends or distributions until Shares are issued pursuant to the exercise of the Options.
- (13) The Options will be unlisted options and no application for quotation of the Options will be made by the Company until such time as the Company in its absolute discretion determines otherwise.
- (14) If a resolution is passed for the voluntary winding up of the Company while Options remain exercisable, then:
 - (a) If the winding up is for the purpose of a reconstruction or solvent amalgamation under a scheme of arrangement, the terms of the scheme of arrangement will be binding on the holders of all the Options; and
 - (b) in any other case, the Company will notify the Option holder of the passing of the resolution, and the Option holder will be entitled to elect, by written notice to the Company, to be treated in relation to the liquidation as if the Option holder had, immediately before the date of passing of the winding up resolution, exercised the Options, and to receive the distribution which the Option holder would have received had it done so, less the Exercise Price payable.

Thor Mining PLC

ARBN 121 117 673

Lodge your vote:



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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 THR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

CDI Voting Instruction Form

For your vote to be effective it must be received by 5:00pm (AWST) Monday 22 November 2010

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 5:00pm (AWST) Monday, 22 November 2010 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 Depository 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 Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository 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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed

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Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Thor Mining PLC hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Thor Mining PLC to be held at Daniel Stewart & Co plc. Becket House, 36 Old Jewry, London EC2R 8DD on Thursday, 25 November 2010 at 10:00am (London time) and at any adjournment of that meeting. By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository 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 your 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 Business

		For	Against	Abstain
Item 1	To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	To re-elect Norman Wayne Gardner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To elect Trevor John Ireland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To re-appoint Chapman Davis LLP to act as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

Item 5	To approve the grant of 2,000,000 Options to each Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	To approve the issue and allotment of 57,000,000 Shares on 26 October 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	To authorise the Directors generally and unconditionally to allot equity securities up to a maximum aggregate nominal amount of £320,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

Item 8	Dis-apply pre-emption rights over a maximum aggregate nominal amount of £100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

 / /

THR

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Computershare