



ANNUAL REPORT 2016/2017



THOR MINING PLC

Company Information

Registered Number
United Kingdom 05 276 414
Australia 121 117 673

Incorporation

Incorporated in England on 3 November 2004,
as Thor Mining Ltd, and reregistered as a public
company, Thor Mining Plc on 6 June 2005.

Directors

Michael Robert Billing	(Executive Chairman)
Gervaise Robert John Heddle	(Non-Executive Director)
Paul Johnson	(Non-Executive Director)
David Edward Thomas	(Non-Executive Director)
Alastair Middleton	(Non-Executive Director)

Joint Company Secretaries

Stephen Ronaldson	(United Kingdom)
Ray Ridge	(Australia)

Registered Office

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Website

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Nominated Adviser to the Company

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Auditors and Reporting Accountants

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London SE 1 1HH

Solicitors to the Company

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2017 ANNUAL REPORT

THOR MINING PLC – CHAIRMAN’S STATEMENT – 2017 ANNUAL REPORT

The year ended June 2017 was a year of significant progress for Thor. During the year we experienced a strong rebound in key metal markets, particularly tungsten and copper. This resurgence in metal prices reinforced the view of the Board of Directors that now is the time to be on the front foot. During the year, we made significant investments in our portfolio of tungsten assets, and we acquired a position in a new strategic metal market: lithium. Following the year-end, we also agreed to invest in a copper project, broadening and diversifying our exposure to a range of metals.

Tungsten

The upgrade in 2015 of the **Molyhil** Feasibility Study, demonstrated a Net Present Value after taxes and royalties of A\$72million. While subsequent softening tungsten prices had a negative impact on that return, recent strong upward movements in global tungsten prices, along with a series of cost reductions have restored confidence that returns in this range can be achieved. We have also commenced initiatives to add additional sources of ore to the project, thereby extending mine life and improving throughput rates. Molyhil is shaping up to be a low cost tungsten producer and we hope to secure finance for project development in the near term.

Following drilling programs at the **Pilot Mountain** tungsten project in the United States we have been able to increase the resource estimate and have improved the potential for significant co-product contribution from copper, zinc and silver. While we do not at this stage have sufficient information to provide us with a defined view of the scale and scope of operation we would like to develop at Pilot Mountain, I hope that in the next year this will be the case.

Copper

While copper has not traditionally been a major focus for Thor, during the year we identified an opportunity in the copper sector that we believe is compelling for our shareholders. This new project, based in South Australia, potentially provides Thor with a relatively near term path to low cost copper production.

On 1 August 2017, the Company announced an investment in a newly incorporated private Australian company, Environmental Copper Recovery SA Pty Ltd. ("ECR"), which has the right to earn an interest in the portion of the Kapunda Copper deposit in South Australia that is recoverable via in-situ recovery. We are now assessing the technical and commercial feasibility of producing copper using insitu recovery methods from the historic and established deposit.

Lithium

In June 2017, the Company announced the acquisition of a 25% interest in US Lithium Pty Ltd ("USL") which holds Lithium projects in Arizona and New Mexico. In addition, Thor holds an option to acquire the remaining 75% of USL, subject to satisfactory completion of project due diligence, which is ongoing.

Gold

In February 2017, Thor completed the A\$3.5 million sale of the Spring Hill gold project with the receipt of the final A\$1.5 million for the residual 40% interest. A royalty agreement is in place for all future gold production from this project and a small payment against this was received subsequent to the year end. The new project owners are moving towards regulatory and other approvals and hope to commence commercial operations during 2018.

Corporate activities

During the year under review, Thor continued to raise funds successfully from a number of share placings to new and existing sophisticated investors in the United Kingdom.

Personnel

During the year, directors Trevor Ireland and Mick Ashton retired from the board of directors. I would like to thank both Trevor and Mick for their support during a very challenging period for most junior resource companies.

The board was strengthened with the inclusion of Paul Johnson, Alastair Middleton and Gervaise Heddle. The different perspectives and experiences of these new directors has proven to be very valuable over the past 12 months.

The Directors and I gratefully acknowledge the efforts of our very small team including contractors and consultants, who have assisted us during the past year, and continue to assist, as the Company adds value to our projects and moves towards the development of its maiden mining operations.

Outlook

The Directors are confident of continued progress across the Group in the coming year. We have been developing a focus on projects which have the potential for near term production at modest cost, and we believe that this strategy, in commodities which are experiencing strong demand growth, can deliver strong returns to our investors.

The improvement in tungsten prices supports our confidence that we can secure finance for the Molyhil tungsten project, while the Pilot Mountain tungsten project resource continues to grow towards what we believe will be a globally significant tungsten and multi commodity deposit.

Our recent investment in the Kapunda copper project also has added another near term production opportunity in a very robust market with a strong growth forecast.



Mick Billing

Chairman and Chief Executive Officer
29 September 2017

REVIEW OF OPERATIONS AND STRATEGIC REPORT

Molyhil Tungsten Project – Northern Territory

The 100% owned Molyhil tungsten project is located 220 kilometres north-east of Alice Springs (320km by road) within the prospective polymetallic province of the Proterozoic Eastern Arunta Block in the Northern Territory.

Thor Mining PLC acquired this project in 2004 as an advanced exploration opportunity. Since then the project has been taken to the level where, it is substantially permitted for development, and by global standards, it is recognised as one of the higher grade open pitable tungsten projects, with low capital and operating costs per unit of tungsten production. We have demonstrated the production of tungsten concentrates to a quality acceptable to the market, and hold a Memorandum of Understanding in respect of concentrate sales with a major international downstream processor.

Highlights 2016/17

- A strong rebound in global tungsten prices reflecting increased demand and also supply constraints provides impetus for tungsten development projects.
- Capital and operating costs at Molyhil are at the lower end of the range of costs for many of the proposed tungsten developments
- Capital and operating cost savings have been identified since 2015, and additional savings are being investigated

Feasibility Highlights

(Study published 12 January 2015 & economics updated 28th September 2015)

NPV	US\$52m
Capex	US\$48m
Opex	US\$112/mtu
Current Price	US\$310/mtu

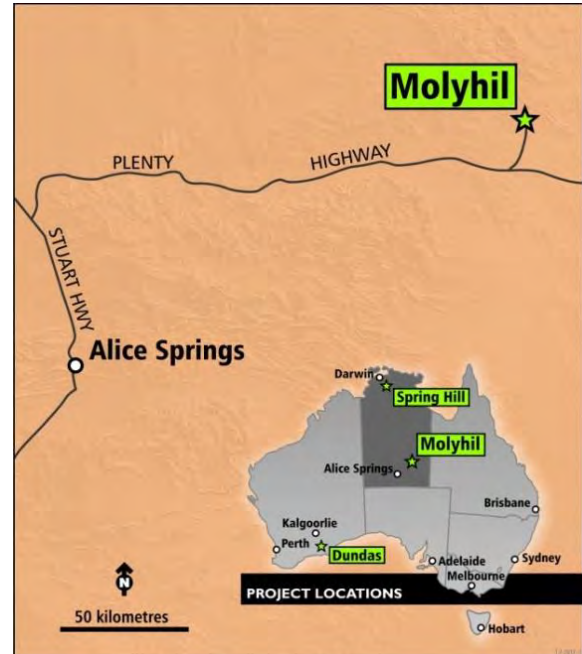


Figure 1: Molyhil Location Map

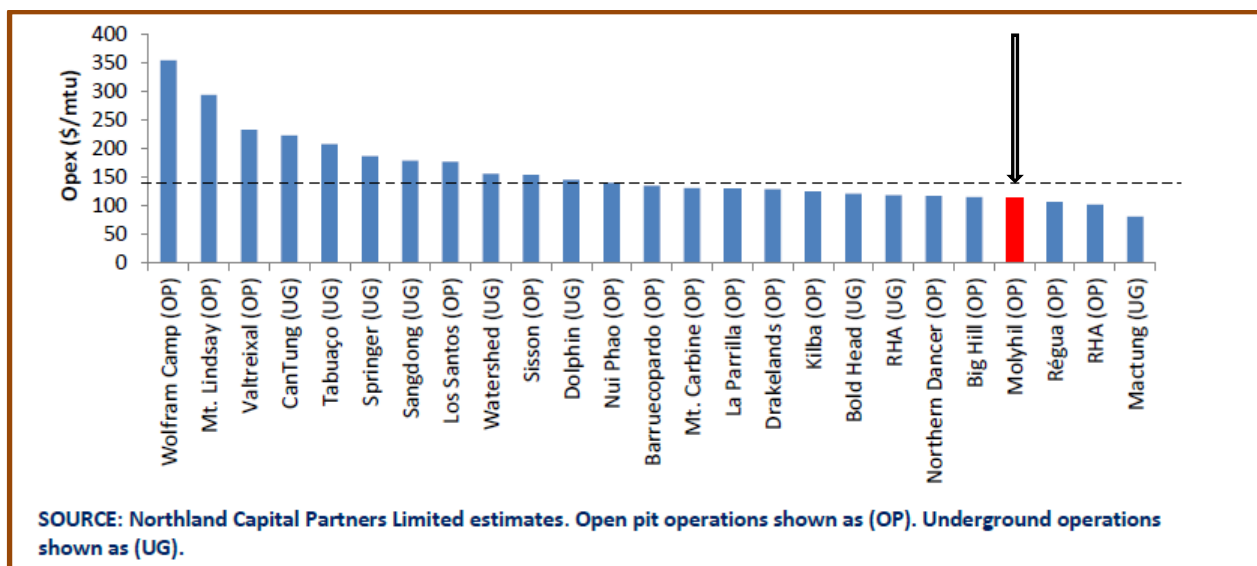


Figure 2: A comparison of unit operating costs for Molyhil with other proposed tungsten developments.

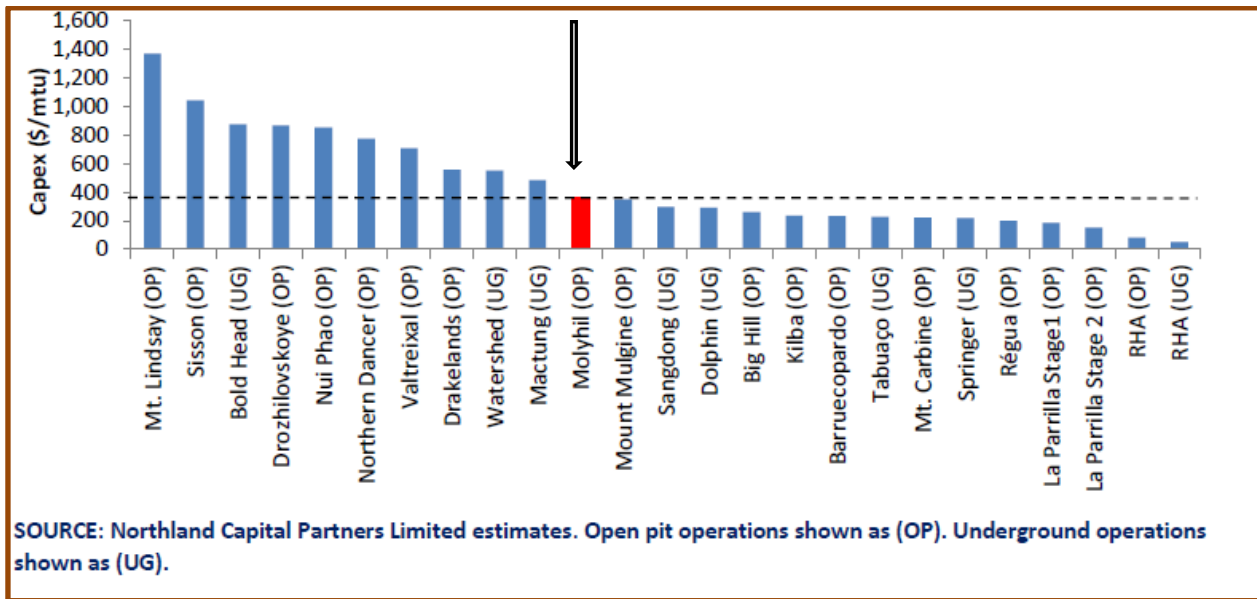


Figure 3: A comparison of unit capital development costs for Molyhil with other proposed tungsten developments.

Pilot Mountain Tungsten Project – United States

The 100% owned Pilot Mountain Project, acquired late in 2014, is located approximately 200 kilometres south of the city of Reno and 20 kilometres east of the town of Mina located on US Highway 95.

The Pilot Mountain Project is comprised of four tungsten deposits: Desert Scheelite, Gunmetal, Garnet and Good Hope. All are in close proximity (~3 kilometres) of each other and have been subjected to small-scale mining activities at various times during the 20th century.

Thor Mining PLC acquired this project as an advanced exploration opportunity. It has resource estimates for both Desert Scheelite and Garnet and significant mineralisation has been intersected in 2017 at the Good Hope deposit. Sufficient metallurgical testwork has been conducted to demonstrate that a saleable concentrate can be produced.

Highlights 2016/17

- During the year drilling at Desert Scheelite and Garnet resulted in an upgraded resource estimate for Desert Scheelite, and a maiden resource estimate at Garnet.
- Subsequent to the end of the year, a second drilling program intersected significant mineralisation at Good Hope and extended the Desert Scheelite known mineralisation at depth, along with identifying a potential additional parallel zone of mineralisation. At the time of writing laboratory assays from this latest drill program are yet to be received.



Figure 4: Pilot Mountain Location Map

Metal Prices

At the time of writing this report, the selling price in Europe of Tungsten APT is US\$312/mtu, an increase of 64% since the 2016 Annual Report, while the price of Molybdenum Roasted Concentrates is US\$8.90/lb, up 25% since 2016 (Figure 5). The price of tungsten in particular has improved strongly during the year, reflecting a firming in demand, and supply constraints, as some Chinese production has been curtailed for environmental reasons, and supplies of scrap for recycling have run down.

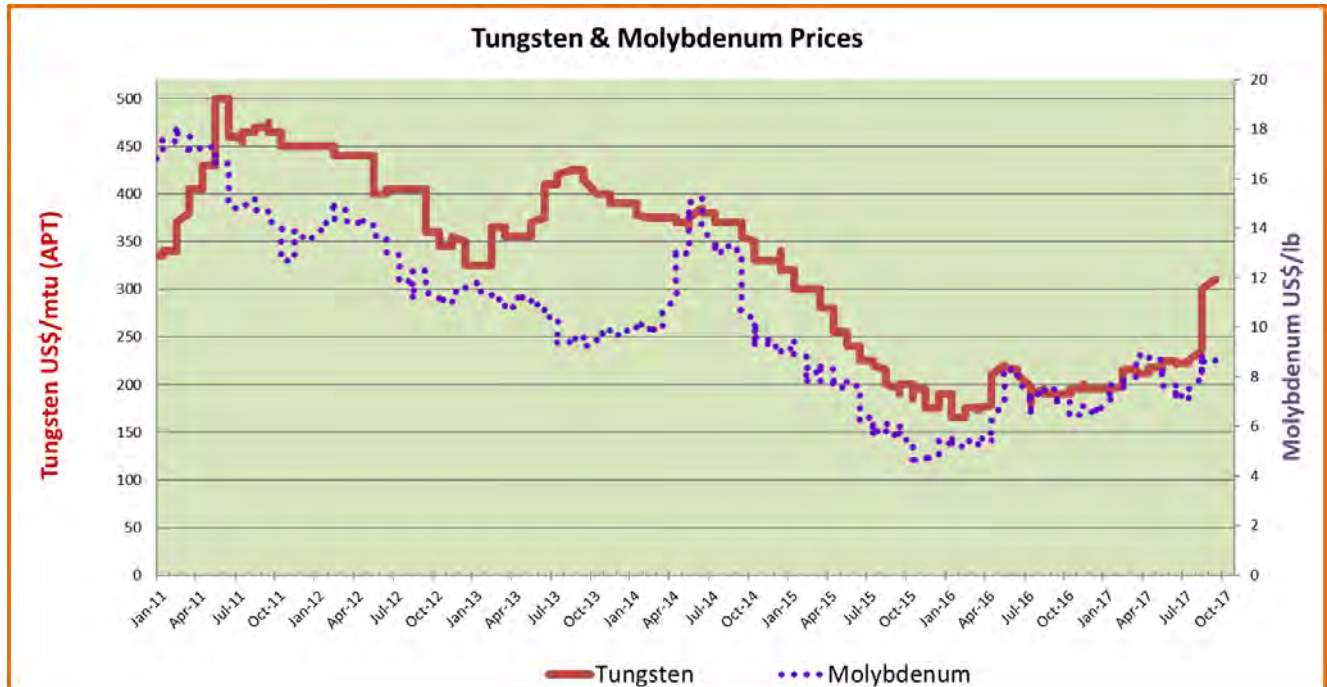


Figure 5: Tungsten & Molybdenum price movements (Argus Metals)

Copper Projects

Subsequent to the end of the year, On 1st August 2017 Thor announced an investment in a newly incorporated private Australian company, Environmental Copper Recovery SA Pty Ltd. ("ECR"), initially via convertible loan notes of up to A\$1.8 million, which will be used to fund field test work and feasibility activities at Kapunda over the next 3 years. In turn ECR has entered into an agreement to earn, in two stages, up to 75% of the rights over metals which may be recovered via in-situ recovery ("ISR") contained in the Kapunda deposit from Australian listed company, Terramin Australia Limited ("Terramin" ASX: "TZN").

The copper mineralisation at Kapunda is well known, as is the presence of leached copper from the deposit into the mine groundwater, thus providing the opportunity to develop plans for a staged approach to assess the potential to produce copper commercially via in-situ recovery technology.

We are additionally fortunate that there is no requirement for exploration drilling in the hope of finding economic mineralisation – that work has been done, and the mineralisation is well known.



Figure 6. Kapunda Location Map

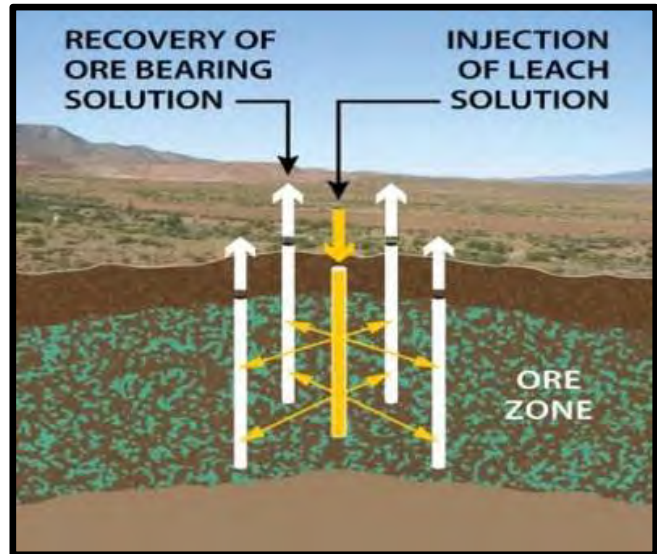


Figure 7. Schematic of Insitu Recovery process

In a staged approach to determining feasibility, the first steps are scheduled to comprise:

- Finalisation and publication of a JORC compliant resource estimate
- Stakeholder and regulatory approvals for subsequent "onsite" activities
- Testing of water from local boreholes for content of copper and other minerals "naturally leached"
- Bench scale testing of historical core samples to establish
 - Potential flow rates of the mineralised zones
 - Verification of copper and potentially other metal recovery using a variety of "lixiviants"
- Make applications to secure agreements for cooperative research and other Australian government funding, where possible, to bring in additional financial support and 3rd party technical expertise without dilution of project interest.

Assuming initial success from these stages in the next year, Thor and ECR will then move to field pump testwork and commercial field recovery trials prior to DFS and regulatory approval activities.

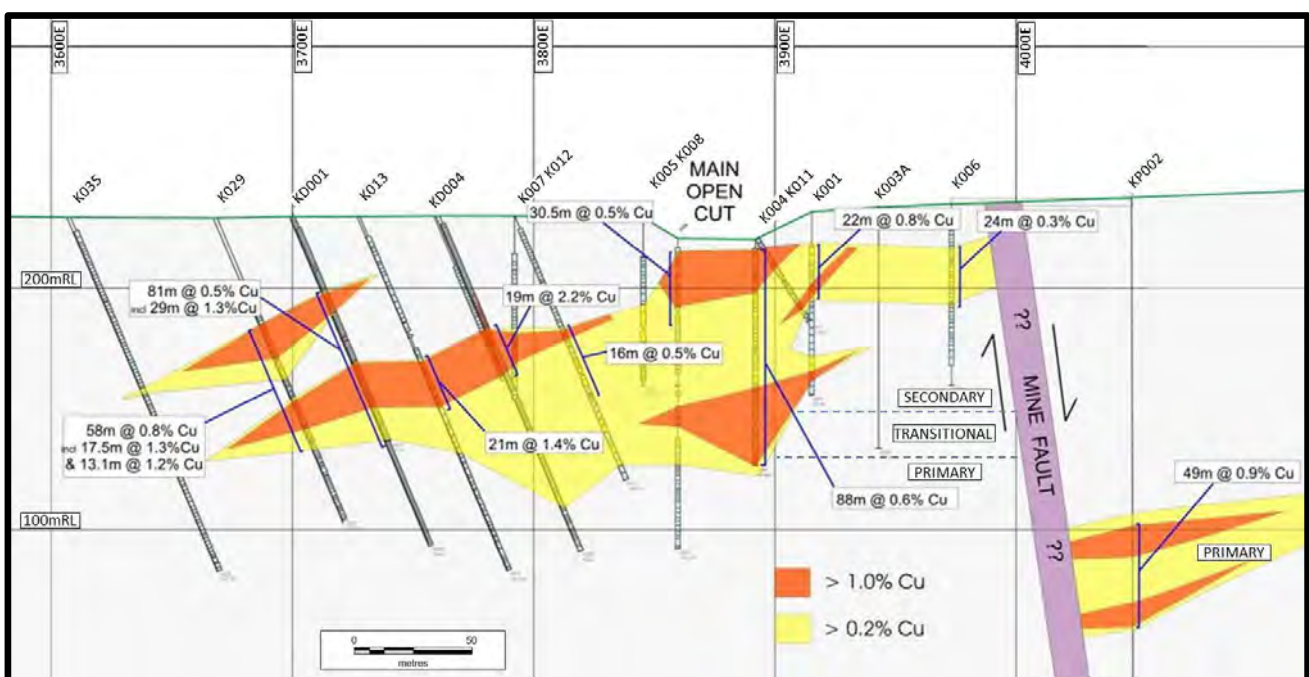


Figure 4: Old Kapunda Mine Area cross section 8300N "Copper Range Limited Progress Report 14 December 2007"

Lithium Project

In June 2017, the Company announced the acquisition of a 25% interest in US Lithium Pty Ltd ("USL"). In addition, Thor holds an option to acquire the remaining 75% of USL, subject to satisfactory completion of project due diligence.

Should the Company exercise the option, Thor will acquire the remaining 75% of USL through the issue of 52,777,777 ordinary shares of 0.01p each in the capital of Thor ("Ordinary Shares") at a deemed price of 0.90p per Ordinary Share (for a total deemed share consideration value of £475,000).

USL is an Australian private limited company which has a 100% owned subsidiary company, registered in the United States of America ("USA"), that holds 100% of four exploration properties; three in the State of Arizona and one in the State of New Mexico. USL's primary asset is the Big Sandy project, which comprises 112 Federal claims each of approximately 20 acres in size. A 2017 exploration program was concluded with 231 hand dug channel samples, with some promising lithium grades discovered, averaging 786 ppm lithium with a range of 19 ppm to 2,930 ppm lithium.

Subsequent to the end of the period, Thor representatives visited each of the Arizona project sites and collected independent samples, in particular from the Big Sandy project. Assay testing of samples collected is now underway along with mineralogy testwork and Thor has now agreed with the remaining USL shareholders that the due diligence option period will now not expire until the receipt and review of these findings. Discussions were also held with the US Bureau of Land Management ("BLM") who are responsible for title and permitting issues.

Thor and USL have further agreed to apply for additional mineral claims, adjacent and close to the existing Big Sandy claims where both parties agree significant potential exists to expand the potential deposit.

Gold projects

Dundas Gold Project – Western Australia

At the Dundas Gold Project (in which Thor holds a 60% interest) a drilling program in 2017 did not intersect any mineralisation of significance and the Company has elected to withdraw from the project.

Spring Hill Gold Project – Northern Territory

In February 2017, Thor completed the sale of the Spring Hill gold project and received the final A\$1.5 million sale proceeds for the residual 40% interest. A royalty agreement is in place for all future gold production from this project and a small payment against this was received subsequent to the year-end. The new project owners are moving towards regulatory and other approvals and hope to commence commercial operations during 2018.

The Thor royalty entitlement at Spring Hill comprises:

- A\$6.00 per ounce of gold produced from the Spring Hill tenements where the gold produced is sold for up to A\$1,500 per ounce; and
- A\$14 per ounce of gold produced from the Spring Hill tenements where the gold produced is sold for amounts over A\$1,500 per ounce.

Competent Person's Report

The information in this report that relates to exploration results, and exploration targets, is based on information compiled by Richard Bradey, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Bradey is an employee of Thor Mining PLC. He has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Richard Bradey consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Mineral Resource Estimates**Tungsten, Molybdenum, Copper, and Silver****Molyhil Mineral Summary Resource Estimate** (Reported on 30 January 2014)

Classification	Resource '000 Tonnes	WO ₃ Grade %	Tonnes	Mo Grade %	Tonnes	Fe Grade %
Indicated	3,820	0.29	10,900	0.13	4,970	18.8
Inferred	890	0.25	2,200	0.14	1,250	15.2
Total	4,710	0.28	13,100	0.13	6,220	18.1

Notes

- Thor Mining PLC holds 100% equity interest in this resource.
- Mineral Resource reported at 0.1% combined Mo + WO₃ Cut-off and above 200mRL only.
- Minor rounding errors may occur in compiled totals.

Pilot Mountain Resource Summary 2017 (Reported on 21 May 2017)

Resource			WO ₃		Ag		Cu	
MT			Grade %	Contained metal (t)	Grade g/t	Contained metal (t)	Grade %	Contained metal (t)
Garnet	Indicated		-	-				
	Inferred	1.83	0.36	6,590				
	Sub Total	1.83	0.36	6,590				
Desert Scheelite	Indicated	8.41	0.27	22,700	21.3	179	0.14	11,800
	Inferred	1.49	0.23	3,430	9.07	13	0.17	2,500
	Sub Total	9.90	0.26	26,130	19.39	192	0.14	14,300
Summary	Indicated	8.41	0.27	22,700				
	Inferred	3.32	0.30	10,020				
Pilot Mountain Total		11.73	0.28	32,720				

Notes

- Thor Mining PLC holds 100% equity interest in this resource.
- Mineral Resource reported at 0.1% WO₃ Cut-off
- Minor rounding errors may occur in compiled totals.

Directors' Report

The Directors are pleased to present this year's annual report together with the consolidated financial statements for the year ended 30 June 2017.

Review of Operations

The net result of operations for the year was a loss of £1,253,000 (2016 loss: £1,745,000). A detailed review of the Group's activities is set out in the Review of Operations & Strategic Report.

Directors and Officers

The names and details of the Directors and officers of the company during or since the end of the financial year are:

Michael Robert Billing – CPA – B Bus MAICD - Executive Chairman and CEO.

Mick Billing has over 40 years of mining and agri-business experience and a background in finance, specialising in recent years in assisting in the establishment and management of junior companies. His career includes experience in company secretarial, senior commercial, and CFO roles including lengthy periods with Bougainville Copper Ltd and WMC Resources Ltd. He has worked extensively with junior resource companies over the past 20 years. He was appointed to the Board in April 2008.

He is also a director of ASX listed company Southern Gold Limited.

Gervaise Robert John Heddle – CFA BEc(Hons) BA(Juris) - Non-Executive Director (appointed 25 July 2016)

Gervaise Heddle is Chief Executive Officer of Greatland Gold PLC and a Non-Executive Director of MetalNRG PLC. Previously, Mr Heddle was a Division Director of Macquarie Bank and a Fund Manager and Director at Merrill Lynch Investment Managers. Gervaise is a CFA charterholder and has extensive financial markets experience.

Paul Johnson – Non-Executive Director (appointed 2 September 2016)

Paul Johnson is the former Chief Executive Officer of Metal Tiger Plc, a company quoted on the AIM market of the London Stock Exchange and Non-executive Director of Metal NRG Plc, a company quoted on the ISDX Growth Market. Mr Johnson is a Chartered Accountant, and an Associate of the Chartered Institute of Loss Adjusters and of the Chartered Insurance Institute. He holds a BSc (Hons) in Management Science from UMIST School of Management in Manchester.

Alastair Middleton – Non-Executive Director (appointed 31 March 2017)

Alastair Middleton is a mining industry executive with more than 27 years of international experience, in both underground and open pit operations. He is a qualified geologist and has a Master of Science Degree in Mineral Exploration from the Royal School of Mines, Imperial College. Alastair worked for four years as a Mining Geologist with Goldfields of South Africa in the early 1990s before joining Datamine International (UK) where he worked for 14 years as Mining Consultant. In 2008 he joined Standard Bank as a Technical Advisor where he had overall responsibility of technical approvals and "signing off" mining finance deals. Alastair worked on number of deal transactions involving debt finance, corporate finance, off-takes, equipment finance, M&A, advisory and business recoveries. Alastair is a Director of Metal Tiger Plc, a company quoted on the AIM market Alastair.

David Edward Thomas – BSc(Eng), ARSM, FIMM, FAusIMM (CPMin) - Non-Executive Director

David Thomas is a Mining Engineer from Royal School of Mines, London, with experience in all facets of the mining industry.

He has worked for Anglo American in Zambia, Selection Trust in London, BP Minerals, WMC and BHP Billiton in Australia in senior positions in mine and plant operational management, and is experienced in project management and completion of feasibility studies. He has also worked as a consultant in various parts of the world in the field of mine planning, process plant optimisation, business improvement and completion of studies.

His most recent role was as Deputy Project Director for BHP Billiton's proposed expansion at Olympic Dam, South Australia. David was appointed to the Board 11 April 2012.

Michael Kevin Ashton – *Non-Executive Director (resigned 2 September 2016)*

Mick Ashton owns a timber manufacturing business located in South Australia and is a major shareholder in a successful exploration drilling company located in Victoria, which has both Australian and international activities. He has extensive knowledge and experience in the exploration and mining industries, which dates back over 40 years. He was appointed to the Board in April 2008. He is also a past Director of ASX listed company Western Desert Resources Limited.

Trevor John Ireland – *F.Aus IMM - Non-Executive Director (resigned 2 September 2016)*

Trevor Ireland is a geologist with more than 40 years experience in mineral exploration and corporate management. He has been involved both as a Manager and as a Company Director with mineral discoveries, economic evaluations and new mine developments covering gold, nickel, uranium and bauxite deposits in Australia and in several African countries. He is particularly associated with the discovery and development of The Granites and Callie gold mines in the Tanami region of the Northern Territory by North Flinders Mines Ltd. He served as a Director and Exploration Manager – Europe & Africa for Normandy La Source SAS, overseeing the evaluation of Ahafo and Akeyem gold ore bodies in Ghana, and Tasiast gold in Mauritania, all of which have subsequently reached development or operating status. He is currently consultant to a number of junior resources companies. Trevor was appointed to the Board in March 2010.

Ray Ridge – *BA(Acc), CA, GIA(cert) - Chief Financial Officer/Company Secretary*

Mr Ridge is a chartered accountant with over 25 years accounting and commercial management experience. Previous roles include Senior Audit Manager with Arthur Andersen, Financial Controller and then Divisional CFO with Elders Ltd, and more recently, General Manager Commercial & Operations at engineering and construction company Parsons Brinckerhoff. Mr Ridge was appointed 7th April 2014.

Stephen F Ronaldson – *Joint Company Secretary (U.K.)*

Mr Stephen Ronaldson is the joint company secretary as well as a partner of the Company's UK solicitors, Ronaldsons Solicitors LLP.

Mr Ronaldson has an MA from Oriel College, Oxford and qualified as a Solicitor in 1981. During his career Mr Ronaldson has concentrated on company and commercial fields of practice undertaking all issues relevant to those types of businesses including capital raisings, financial services and Market Act work, placings and admissions to AIM and NEX. Mr Ronaldson is currently company secretary for a number of companies including eight AIM listed companies.

Richard Bradey – *BSc (App Geol), MSc (Nat Res Man), MAusIMM – Exploration Manager*

Mr Richard Bradey is a Geologist with over 25 years exploration and development experience. He holds a Bachelor of Science in Applied Geology and a Masters Degree in Natural Resources. His career includes exploration, resources development and mine geology experience with a number of Australian based mining companies.

Executive Director Service contracts

All Directors are appointed under the terms of a Directors letter of appointment. Each appointment provides for annual fees of Australian dollars \$40,000 for services as Directors plus 9.50% as a company contribution to Australian statutory superannuation schemes. The agreement allows that any services supplied by the Directors, other than Mr Paul Johnson, to the Company and any of its subsidiaries in excess of 2 days in any calendar month, may be invoiced to the Company at market rate, currently at A\$1,000 per day for each Director other than Mr Michael Billing who is paid A\$1,200 per day and Mr David Thomas who is paid A\$1,500 per day.

Principal activities and review of the business

The principal activities of the Group are the exploration for and potential development of tungsten and other mineral deposits. The primary tungsten assets comprise the Molyhil Tungsten-Molybdenum Project ("Molyhil") and the Pilot Mountain tungsten project in the US state of Nevada. The Spring Hill gold project, located in the Pine Creek area of the Northern Territory of Australia, was sold during the year ended 30 June 2016, with the A\$1.5 million final instalment of the sale proceeds received in February 2017.

A detailed review of the Group's activities is set out in the Review of Operations & Strategic Report.

Business Review and future developments

A review of the current and future development of the Group's business is given in the Chairman's Statement and the Chief Executive Officer's Review of Operations & Strategic Report.

Results and dividends

The Group incurred a loss after taxation of £1,253,000 (2016 loss: £1,745,000). No dividends have been paid or are proposed.

Key Performance Indicators

Given the nature of the business and that the Group is on an exploration and development phase of operations, the Directors are of the opinion that analysis using KPIs is not appropriate for an understanding of the development, performance or position of our businesses at this time.

Post Balance Sheet events

At the date these financial statements were approved, the Directors were not aware of any other significant post balance sheet events other than those set out in note 22 to the financial statements.

Substantial Shareholdings

At 22 September 2017, the following had notified the Company of disclosable interests in 3% or more of the nominal value of the Company's shares:

	Ordinary shares	%
Metal Tiger Plc	34,400,000	8.11
Mr Michael Billing	28,265,242	6.66
Mr Paul Johnson	16,502,649	3.89

Directors & Officers Shareholdings

The Directors and Officers who served during the period and their interests in the share capital of the Company at 30 June 2017 or their date of resignation if prior to 30 June 2017, were follows:

	Ordinary Shares/CDIs		Unlisted Options	
	30 June 2017	30 June 2016	30 June 2017	30 June 2016
Michael Billing	25,265,242	12,172,455	12,765,040	-
David Thomas	9,160,970	3,026,418	6,306,800	-
Gervaise Heddle (appointed 25/7/16)	4,637,958	-	8,000,000	-
Paul Johnson (appointed 2/9/16)	11,002,649	-	13,200,000	-
Alastair Middleton (appointed 31/3/17)	-	-	-	-
Michael Ashton (resigned 2/9/16)	5,339,020	5,339,020	-	-
Trevor Ireland (resigned 2/9/16)	3,114,795	3,114,795	-	-

On 1 December 2016, immediately following the capital reorganisation, the Ordinary Shares were consolidated on the basis of 1 new Ordinary Share for every 25 Ordinary Shares held, the opening 30 June 2016 comparatives have been restated to reflect this consolidation.

The number of options held at 30 June 2017 does not include 3,000,000 options to each of the five Directors that had been announced on 31 March 2017 and were subject to shareholder approval. These options were subsequently approved on 27 July 2017, and granted on 28 July 2017.

Directors' Remuneration

The remuneration arrangements in place for directors and other key management personnel of Thor Mining PLC, are outlined below.

The Company remunerates the Directors at a level commensurate with the size of the Company and the experience of its Directors. The Board has reviewed the Directors' remuneration and believes it upholds the objectives of the Company with regard to this issue. Details of the Director emoluments and payments made for professional services rendered are set out in Note 4 to the financial statements.

The Australian based directors are paid on a nominal fee basis amount to A\$40,000 per annum (£22,196).

Directors and Officers

Summary of amounts paid to Key Management Personnel.

The following table discloses the compensation of the Directors and the key management personnel of the Group during the year.

2017	Salary and Fees £'000	Post Employment Superannuation £'000	Total Fees for Services rendered £'000	Short-term employee benefits Salary & Fees £'000	Options Granted during the year No. millions	Options (based upon Black-Scholes formula) £'000	Total Benefit £'000
Directors^{1, 2}							
Michael Billing	132	-	132	132	7.0	19	151
David Thomas	47	-	47	47	7.0	19	66
Paul Johnson ⁵	-	-	-	-	13.0	27	27
Gervaise Heddle ⁶	22	-	22	22	7.0	19	41
Alastair Middleton ⁴	6	-	6	6	3.0	13	19
Michael Ashton ³	6	-	6	6	4.0	5	11
Trevor Ireland ³	9	-	9	9	4.0	5	14
Key Personnel:							
Ray Ridge ¹	43	-	43	43	-	-	43
Richard Bradey	114	11	125	125	1.5	4	129
2017 Total	379	11	390	390	46.5	111	501

¹ As at 30 June 2017 amounts of £126,770, £47,034, £5,913, £5,913, £6,466, remained unpaid to Messrs Billing, Thomas, Heddle, Middleton and Ridge respectively.

² Each of the Directors received their Directors fees as shares in lieu of cash payment for the quarter ending 30 September 2016 (being £5,913 for each of Messrs Billing, Thomas, Ashton, and £3,942 for Mr Heddle). [In addition, M Billing elected to receive £32,522 as shares in lieu of cash payments for consulting fees as Executive Chairman that were outstanding from the prior years, and Mr Thomas received £14,783 as shares in lieu of cash payments for consulting fees outstanding from the prior years.]

³ Resigned on 2 September 2016.

⁴ Appointed 31 March 2017.

⁵ Appointed 2 September 2016.

⁶ Appointed 25 July 2016.

2016	Salary and Fees £'000	Post Employment Superannuation £'000	Total Fees for Services rendered £'000	Short-term employee benefits Salary & Fees £'000	Share Options Granted during the year No.	Options (based upon Black-Scholes formula) £'000	Total Benefit £'000
Directors: ^{2,3}							
Michael Billing	119	-	119	119	-	-	119
Michael Ashton ⁴	29	-	29	29	-	-	29
Trevor Ireland ⁴	35	-	35	35	-	-	35
David Thomas	40	-	40	40	-	-	40
Gregory Durack ¹	22	-	22	22	-	-	22
Key Personnel:							
Ray Ridge ²	36	-	36	36	-	-	36
Richard Bradey	85	8	93	93	-	-	93
2016 Total	366	8	374	374	-	-	374

¹ Fees payable to Mr. Durack are paid to Martineau Resources Pty Ltd. Mr Durack resigned 4 March 2016.

² As at 30 June 2016 accrued amounts of £120,784, £45,304, £35,281, £32,499, £16,647, and £11,468 remained unpaid to Messrs. Billing, Thomas, Ireland, Ridge, Ashton and Durack respectively.

³ Each of the Directors received £13,033 of their Directors fees as shares in lieu of cash payment. M Billing also received £16,735 as shares in lieu of cash payments for consulting fees as Executive Chairman. The Directors have again agreed to receive shares in lieu of cash payments for the remainder of their Directors fee for the year ended 30 June 2016, subject to shareholder approval (being £15,640 for each Director, and £8,689 in the case of G Durack).

⁴ Resigned subsequent to the end of the financial year, on 2 September 2016.

Directors Meetings

The Directors hold meetings on a regular basis and on an as required basis to deal with items of business from time to time. Meetings held and attended by each Director during the year of review were:

2017	Meetings held whilst in Office	Meetings attended
Michael Billing	10	10
David Thomas	10	9
Paul Johnson (appointed 2 September 2016)	8	7
Gervaise Heddle (appointed 25 July 2016)	10	10
Alastair Middleton (appointed 31 March 2017)	3	3
Michael Ashton (resigned 2 September 2016)	2	2
Trevor Ireland (resigned 2 September 2016)	2	-

Corporate Governance

The Board is committed to maintaining high standards of corporate governance. The Board has given consideration to the code provisions set out in the UK Corporate Governance Code (the "UK Code") issued by the Financial Conduct Authority and in accordance with the AIM Rules FOR for Companies (the "AIM Rules"). Whilst the Company is not required to comply with the UK Code, the Company's corporate governance procedures take due regard of the principles of Good Governance set out in the UK Code in relation to the size and the stage of development of the Company. The Board has also given consideration to the ASX Corporate Governance Principles and Recommendations (ASX Corporate Governance Council, 3rd Edition).

The Company does not have a formal nomination committee, however it does formally consider board succession issues and whether the board has the appropriate balance of skills, knowledge, experience, independence and diversity. This evaluation is undertaken collectively by the Board, as part of the annual review of its own performance.

Whilst a separate Remuneration Committee has not been formed, the Company undertakes alternative procedures to ensure a transparent process for setting remuneration for Directors and Senior staff, that is appropriate in the context of the current size and nature of the Company's operations. The full Board fulfils the functions of a Remuneration Committee, and considers and agrees remuneration and conditions as follows:

- All Director Remuneration is set against the market rate for Independent Directors for ASX listed companies of a similar size and nature.
- The financial package for the Executive Chairman and other Executive Directors is established by reference to packages prevailing in the employment market for executives of equivalent status both in terms of level of responsibility of the position and their achievement of recognised job qualifications and skills.

The Company does not have a separate Audit Committee, however the Company undertakes alternative procedures to verify and safeguard the integrity of the Company's corporate reporting, that are appropriate in the context of the current size and nature of the Company's operations, including:

- the full Board, in conjunction with the joint company secretaries, fulfils the functions of an Audit Committee and is responsible for ensuring that the financial performance of the Group is properly monitored and reported.
- in this regard, the Board is guided by a formal Audit Committee Charter which is available on the Company's website at <http://www.thormining.com/aboutus#governance>. The Charter includes consideration of the appointment and removal of external auditors, and partner rotation.

Further information on the Company's corporate governance policies is available on the Company's website www.thormining.com.

Environmental Responsibility

The Company is aware of the potential impact that its subsidiary companies may have on the environment. The Company ensures that it and its subsidiaries at a minimum comply with the local regulatory requirements with regard to the environment.

Employment Policies

The Group will be committed to promoting policies which ensure that high calibre employees are attracted, retained and motivated, to ensure the ongoing success for the business. Employees and those who seek to work within the Group are treated equally regardless of gender, age, marital status, creed, colour, race or ethnic origin.

Health and Safety

The Group's aim will be to achieve and maintain a high standard of workplace safety. In order to achieve this objective the Group will provide training and support to employees and set demanding standards for workplace safety.

Payment to Suppliers

The Group's policy is to agree terms and conditions with suppliers in advance; payment is then made in accordance with the agreement provided the supplier has met the terms and conditions. Under normal operating conditions, suppliers are paid within 60 days of receipt of invoice.

Political Contributions and Charitable Donations

During the period the Group did not make any political contributions or charitable donations.

Annual General Meeting ("AGM")

This report and financial statements will be presented to shareholders for their approval at the AGM. The Notice of the AGM will be distributed to shareholders together with the Annual Report.

Auditors

A resolution to reappoint Chapman Davis LLP, and authorise the Directors to fix their remuneration, will be proposed at the next Annual General Meeting.

Statement of disclosure of information to auditors

As at the date of this report the serving Directors confirm that:

- So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Going Concern

The Directors note the substantial losses that the Group has made for the Year Ended 30 June 2017. The Directors have prepared cash flow forecasts for the period ending 30 September 2018 which take account of the current cost and operational structure of the Group.

The cost structure of the Group comprises a high proportion of discretionary spend and therefore in the event that cash flows become constrained, costs can be reduced to enable the Group to operate within its available funding. As a junior exploration company, the Directors are aware that the Company must go to the marketplace to raise cash to meet its exploration and development plans, and/or consider liquidation of its investments and/or assets as is deemed appropriate.

These forecasts demonstrate that the Group has sufficient cash funds available to allow it to continue in business for a period of at least twelve months from the date of approval of these financial statements with continued ability to raise capital in the marketplace, when the Group's discretionary exploration spend is taken into consideration. Accordingly, the financial statements have been prepared on a going concern basis. Further consideration of the Group's Going Concern status is detailed in Note 1 to the financial statements.

Statement of Directors' Responsibilities

Company law in the United Kingdom requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The Directors are responsible for keeping proper accounting records, for safeguarding the assets of the group and for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible for ensuring that the annual report includes information required by the AIM Market ("AIM") of the London Stock Exchange plc.

Electronic communication

The maintenance and integrity of the Company's website is the responsibility of the Directors: the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

The Company's website is maintained in accordance with AIM Rule 26.

Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

This report was approved by the Board on 29 September 2017.



Michael Billing
Executive Chairman



Ray Ridge
Chief Financial Officer

Auditors report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THOR MINING PLC

OPINION

We have audited the financial statements of Thor Mining Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 30 June 2017 which comprise the consolidated and company statements of comprehensive income, the consolidated and company statements of financial position, the consolidated and company's statements of changes in equity, the consolidated and company's statements of cash flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group and parent company financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2017 and of the Group's and Parent Company's losses for the year then ended;
- the Group and Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

SEPARATE OPINION IN RELATION TO IFRSS AS ISSUED BY THE IASB

As explained in note 1 to the Group financial statements, the Group in addition applying IFRSs as adopted by the European Union, has also applied IFRSs as issued by the International Accounting Standards Board (IASB). Our opinion is extended to this financial framework.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Group incurred a net loss of £1,253,000 during the year ended 30 June, 2017 and, as of that date, the Group's current liabilities exceeded its current assets by £84,000. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

CARRYING VALUE OF INTANGIBLE EXPLORATION AND EVALUATION ASSETS

The Group's intangible exploration and evaluation assets ('E&E assets') represent the most significant asset on its statement of financial position totalling £9.9m as at 30 June 2017.

Management and the Board are required to ensure that only costs which meet the IFRS criteria of an asset and accord with the Group's accounting policy are capitalised within the E&E asset. In addition in accordance with the requirements of IFRS 6 'Exploration for and Evaluation of Mineral Resources' ('IFRS 6') Management and the Board are required to assess whether there is any indication whether there are any indicators of impairment of the E&E assets.

Given the significance of the E&E assets on the Group's statement of financial position and the significant management judgement involved in the determination of the capitalisation of costs and the assessment of the carrying values of the E&E asset there is an increased risk of material misstatement.

How the Matter was addressed in the Audit

The procedures included, but were not limited to, assessing and evaluating management's assessment of whether any impairment indicators in accordance with IFRS 6 have been identified across the Group's exploration projects, the indicators being:

- Expiring, or imminently expiring, rights to tenure
- A lack of budgeted or planned exploration and evaluation spend on the areas of interest
- Discontinuation of, or a plan to discontinue, exploration activities in the areas of interest
- Sufficient data exists to suggest carrying value of exploration and evaluation assets is unlikely be recovered in full through successful development or sale.
- Stress tests of the Development Feasibility Study model, particularly commodity pricing.

In addition, we obtained the expenditure budget for the 2018 year and assessed that there is reasonable forecasted expenditure to confirm continued exploration spend into the projects indicating that Management are committed to the projects. We also reviewed AIM & ASX announcements and Board meeting minutes for the year and subsequent to year end for exploration activity to identify any indicators of impairment.

We also assessed the disclosures included in the financial statements.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the

financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' report have been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

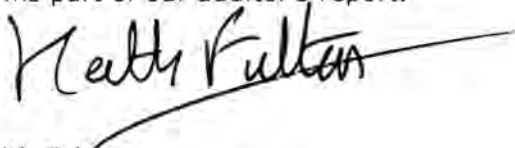
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

THOR MINING PLC

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) or ISA IAASB will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

A handwritten signature in black ink, appearing to read 'Keith Fulton', with a long horizontal stroke extending to the right.

Keith Fulton
(Senior Statutory Auditor)
For and on behalf of Chapman Davis LLP, Statutory Auditor
London

Chapman Davis LLP is a limited liability partnership registered in England and Wales (with registered number OC306037).

Statements of Comprehensive Income for the year ended 30 June 2017

		Consolidated		Company	
	Note	£'000	£'000	£'000	£'000
		2017	2016	2017	2016
Administrative expenses		(86)	(71)	(138)	(143)
Corporate expenses		(641)	(596)	(265)	(204)
Share based payments expense		(115)	-	(115)	-
Realised gain/(loss) on financial assets		70	-	70	(542)
Realised loss on swap facilities		-	(2)	-	(2)
Net impairment of subsidiary loans		-	-	(278)	576
Write off/Impairment of exploration assets	7	(489)	(1,029)	-	-
Operating Loss	3	(1,261)	(1,698)	(726)	(315)
Interest paid		-	(47)	-	-
Sundry Income		8	-	8	-
Loss before Taxation		(1,253)	(1,745)	(718)	(315)
Taxation	5	-	-	-	-
Loss for the period		(1,253)	(1,745)	(718)	(315)
Other comprehensive income:					
Exchange differences on translating foreign operations		512	1,225	-	-
Other comprehensive income for the period, net of income tax		512	1,225	-	-
Total comprehensive income for the period		(741)	(520)	(718)	(315)
Basic loss per share	6	(0.40)p	(1.01)p		

The accompanying notes form an integral part of these financial statements.

Statements of Financial Position at 30 June 2017

Co No: 05276414

	Note	Consolidated £'000 2017	£'000 2016	Company £'000 2017	£'000 2016
ASSETS					
Non-current assets					
Intangible assets - deferred exploration costs	7	9,867	9,228	-	-
Investments in subsidiaries	8	-	-	688	688
Loans to subsidiaries	8	-	-	8,726	7,886
Equity accounted investment	8	87	-	87	-
Deposits to support performance bonds	9	21	11	-	-
Plant and equipment	10	29	4	-	-
Total non-current assets		10,004	9,243	9,501	8,574
Current assets					
Cash and cash equivalents		405	170	379	170
Trade receivables & other assets	11	29	894	20	893
Total current assets		434	1,064	399	1,063
Total assets		10,438	10,307	9,900	9,637
LIABILITIES					
Current liabilities					
Trade and other payables	12	(459)	(503)	(118)	(96)
Employee Annual Leave Provision		(20)	(16)	-	-
Non interest bearing liabilities	14	(30)	(96)	-	-
Interest bearing liabilities	13	(9)	-	-	-
Total current liabilities		(518)	(615)	(118)	(96)
Non Current Liabilities					
Non interest bearing liabilities	13	(10)	-	-	-
Total non-current liabilities		(10)	-	-	-
Total liabilities		(528)	(615)	(118)	(96)
Net assets		9,910	9,692	9,782	9,541
Equity					
Issued share capital	15	3,648	3,423	3,648	3,423
Share premium		16,641	16,022	16,641	16,022
Foreign exchange reserve		2,655	2,143	-	-
Merger reserve		405	405	405	405
Share based payments reserve	16	115	9	115	9
Retained losses		(13,554)	(12,310)	(11,027)	(10,318)
Total shareholders equity		9,910	9,692	9,782	9,541

The accompanying notes form part of these financial statements. These Financial Statements were approved by the Board of Directors on 29 September 2017 and were signed on its behalf by:



Michael Billing
Executive Chairman



Ray Ridge
Chief Financial Officer

Statements of Cash Flows for the year ended 30 June 2017

		Consolidated		Company	
	Note	£'000	£'000	£'000	£'000
		2017	2016	2017	2016
Cash flows from operating activities					
Operating Loss		(1,261)	(1,698)	(726)	(315)
Decrease/(increase) in trade and other receivables		5	24	11	(9)
Increase/(decrease) in trade and other payables		(23)	89	(57)	13
Increase in provisions		4	-	-	-
Depreciation		4	13	-	-
Exploration expenditure written off		489	1,029	-	-
Impairment subsidiary loans		-	-	278	(576)
Share based payment expense		115	151	115	-
Realised gain/(loss) on disposal proceeds receivable		(68)	-	(68)	542
Springhill Sale Commission		46	-	46	-
Tenement bond written off		8	-	-	-
Realised gain on swap facility		-	2	-	2
Net cash outflow from operating activities		(681)	(390)	(401)	(343)
Cash flows from investing activities					
Interest paid		-	(54)	-	-
Expenditure on refundable performance bonds		(18)	-	-	-
Proceeds from disposal of exploration assets	21	900	1,110	900	1,110
Commission on sale of exploration assets		(46)	-	(46)	-
Purchase of property, plant and equipment		(22)	-	-	-
R&D Grants for exploration expenditure		31	73	-	-
Payments for exploration expenditure		(591)	(544)	-	-
Loans to controlled entities		-	-	(1,571)	(766)
Loans repaid by controlled entities		-	-	653	-
Net cash in/(out)flow from investing activities		254	585	(64)	344
Cash flows from financing activities					
Loans advanced		18	217	-	-
Loans repaid		(49)	(939)	-	(489)
Finance lease funding received		19	-	-	-
Net issue of ordinary share capital		674	654	674	654
Net cash inflow from financing activities		662	(68)	674	165
Net increase in cash and cash equivalents		235	127	209	166
Non cash exchange changes		-	-	-	-
Cash and cash equivalents at beginning of period		170	43	170	4
Cash and cash equivalents at end of period		405	170	379	170

Statements of Changes in Equity For the year ended 30 June 2017

Consolidated	Issued share capital £'000	Share premium £'000	Retained losses £'000	Foreign Currency Translation Reserve £'000	Merger Reserve £'000	Share Based Payment Reserve £'000	Total £'000
Balance at 1 July 2015	3,172	15,383	(10,586)	918	405	30	9,322
Loss for the period	-	-	(1,745)	-	-	-	(1,745)
Foreign currency translation reserve	-	-	-	1,225	-	-	1,225
Total comprehensive (loss) for the period	-	-	(1,745)	1,225	-	-	(520)
Transactions with owners in their capacity as owners							
Shares issued	251	676	-	-	-	-	927
Cost of shares issued	-	(37)	-	-	-	-	(37)
Share options lapsed	-	-	21	-	-	(21)	-
Share options issued	-	-	-	-	-	-	-
At 30 June 2016	3,423	16,022	(12,310)	2,143	405	9	9,692
Balance at 1 July 2016	3,423	16,022	(12,310)	2,143	405	9	9,692
Loss for the period	-	-	(1,253)	-	-	-	(1,253)
Foreign currency translation reserve	-	-	-	512	-	-	512
Total comprehensive (loss) for the period	-	-	(1,253)	512	-	-	(741)
Transactions with owners in their capacity as owners							
Shares issued	225	641	-	-	-	-	866
Cost of shares issued	-	(22)	-	-	-	-	(22)
Share options lapsed	-	-	-	-	-	115	115
Share options issued	-	-	9	-	-	(9)	-
At 30 June 2017	3,648	16,641	(13,554)	2,655	405	115	9,910
Company							
Balance at 1 July 2015	3,172	15,383	(10,024)	-	405	30	8,966
Loss for the period	-	-	(315)	-	-	-	(315)
Total comprehensive (loss) for the period	-	-	(315)	-	-	-	(315)
Transactions with owners in their capacity as owners							
Shares issued	251	676	-	-	-	-	927
Cost of shares issued	-	(37)	-	-	-	-	(37)
Share options lapsed	-	-	21	-	-	(21)	-
Share options issued	-	-	-	-	-	-	-
At 30 June 2016	3,423	16,022	(10,318)	-	405	9	9,541
Balance at 1 July 2016	3,423	16,022	(10,318)	-	405	9	9,541
Loss for the period	-	-	(718)	-	-	-	(718)
Total comprehensive (loss) for the period	-	-	(718)	-	-	-	(718)
Transactions with owners in their capacity as owners							
Shares issued	225	641	-	-	-	-	866
Cost of shares issued	-	(22)	-	-	-	-	(22)
Share options lapsed	-	-	9	-	-	(9)	-
Share options issued	-	-	-	-	-	115	115
At 30 June 2017	3,648	16,641	(11,027)	-	405	115	9,782

Notes to the Accounts for the year ended 30 June 2017

1 Principal accounting policies

a) Authorisation of financial statements

The Group financial statements of Thor Mining PLC for the year ended 30 June 2017 were authorised for issue by the Board on 29 September 2017 and the Balance Sheets signed on the Board's behalf by Michael Billing and Ray Ridge. The Company's ordinary shares are traded on the AIM Market operated by the London Stock Exchange and on the Australian Securities Exchange.

b) Statement of compliance with IFRS

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's financial statements have been prepared in accordance with IFRS as adopted by the European Union. The principal accounting policies adopted by the Group and Company are set out below.

c) Basis of preparation and Going Concern

The consolidated financial statements have been prepared on the historical cost basis, except for the measurement of assets and financial instruments to fair value as described in the accounting policies below, and on a going concern basis.

The financial report is presented in Sterling and all values are rounded to the nearest thousand pounds ("£'000") unless otherwise stated.

The financial report has been prepared on the basis of a going concern.

The consolidated entity incurred a net loss before tax of £1,253,000 during the period ended 30 June 2017, and had a net cash outflow of £427,000 from operating and investing activities. The consolidated entity continues to be reliant upon the completion of capital raisings for continued operations and the provision of working capital.

The Group's cash flow forecast for the 12 months ending 30 September 2018, highlight the fact that the Company is expected to generate negative cash flow by that date, inclusive of the discretionary exploration spend. The Board of Directors, are evaluating all the options available, including the injection of funds into the Group during the next 12 months, and are confident that the necessary funds will be raised in order for the Group to remain cash positive for the whole period. If additional capital is not obtained, the going concern basis may not be appropriate, with the result that the Group may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and at amounts different from those stated in the financial report. As above, the financial statements have been prepared on a going concern basis, with no adjustments in respect of the concerns of the Group's ability to continue to operate under that assumption.

d) Basis of consolidation

The consolidated financial statements comprise the financial statements of Thor Mining PLC and its controlled entities. The financial statements of controlled entities are included in the consolidated financial statements from the date control commences until the date control ceases.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intercompany balances and transactions have been eliminated in full.

e) Exploration and development expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against the income statement in the year in which the decision to abandon the area is made.

Notes to the Accounts

1 Principal accounting policies (continued)

A review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Restoration, rehabilitation and environmental costs necessitated by exploration and evaluation activities are expensed as incurred and treated as exploration and evaluation expenditure.

f) Revenue

Revenue is recognised to the extent that it is probable that economic benefits will flow to the group and the revenue can be reliably measured.

Interest revenue

Interest revenue is recognised as it accrues using the effective interest rate method.

g) Deferred taxation

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised.

Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the Balance Sheet date.

h) Trade and other payables

Trade and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

i) Foreign currencies

The Company's functional currency is Sterling ("£"). Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. As at the reporting date the assets and liabilities of these subsidiaries are translated into the presentation currency of Thor Mining PLC at the rate of exchange ruling at the Balance Sheet date and their Income Statements are translated at the average exchange rate for the year. The exchange differences arising on the translation are taken directly to a separate component of equity.

All other differences are taken to the Income Statement with the exception of differences on foreign currency borrowings, which, to the extent that they are used to finance or provide a hedge against foreign equity investments, are taken directly to reserves to the extent of the exchange difference arising on the net investment in these enterprises. Tax charges or credits that are directly and solely attributable to such exchange differences are also taken to reserves.

j) Share based payments

During the year the Group has provided share based remuneration to Directors of the Group, an employee and the Group's joint sponsoring brokers, in the form of share options. For further information refer to Note 16.

The cost of equity-settled transactions is measured by reference to the fair value of the services provided. If a reliable estimate cannot be made, the fair value of the Options granted is based on the Black-Scholes model.

Notes to the Accounts

1 Principal accounting policies (continued)

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Thor Mining PLC (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant holders become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The Income Statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the holder, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

k) Leased assets

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

(i) Finance Leases

Assets funded through finance leases are capitalised as fixed assets and depreciated in accordance with the policy for the class of asset concerned.

Finance lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense in the Income Statement.

(ii) Operating Leases

All operating lease payments are charged to the Income Statement on a straight line basis over the life of the lease.

l) Cash and cash equivalents

Cash and short-term deposits in the Balance Sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

m) Trade and other receivables

Trade receivables, which generally have 30 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts.

An allowance for doubtful debts is made when there is objective evidence that the Group will not be able to collect the debts. Bad debts are written off when identified.

Notes to the Accounts

1 Principal accounting policies (continued)

n) Investments

Investments in subsidiary undertakings are stated at cost less any provision for impairment in value, prior to their elimination on consolidation.

Investments in associates are initially recognised at cost and subsequently accounted for using the equity method "Equity accounted investments". Any goodwill or fair value adjustment attributable to the Group's share in the associate is not recognised separately and is included in the amount recognised as investment in associate. The carrying amount of the investment in associates is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate, adjusted where necessary to ensure consistency with the accounting policies of the Group. Unrealised gains and losses on transactions between the Group and its associates are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

o) Financial instruments

The Group's financial instruments, other than its investments, comprise cash and items arising directly from its operation such as trade debtors and trade creditors. The Group has overseas subsidiaries in Australia and USA, whose expenses are denominated in Australian Dollars and US Dollars. Market price risk is inherent in the Group's activities and is accepted as such. There is no material difference between the book value and fair value of the Group's cash.

p) Merger reserve

The difference between the fair value of an acquisition and the nominal value of the shares allotted in a share exchange have been credited to a merger reserve account, in accordance with the merger relief provisions of the Companies Act 2006 and accordingly no share premium for such transactions is set-up. Where the assets acquired are impaired, the merger reserve value is reversed to retained earnings to the extent of the impairment.

q) Property, plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Land is measured at fair value less any impairment losses recognised after the date of revaluation.

Depreciation is provided on all tangible assets to write off the cost less estimated residual value of each asset over its expected useful economic life on a straight-line basis at the following annual rates:

Land (including option costs) – Nil

Plant and Equipment – between 5% and 25%

All assets are subject to annual impairment reviews.

r) Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

Notes to the Accounts

1 Principal accounting policies (continued)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at its revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount.

That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Income Statement unless the asset is carried at its revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

s) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Income Statement net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

t) Loss per share

Basic loss per share is calculated as loss for the financial year attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted loss per share is calculated as loss for the financial year attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

Notes to the Accounts

1 Principal accounting policies (continued)

u) Share based payments reserve

This reserve is used to record the value of equity benefits provided to employees, consultants and directors as part of their remuneration and provided to consultants and advisors hired by the Group from time to time as part of the consideration paid. The reserve is reduced by the value of equity benefits which have lapsed during the year.

v) Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

w) Adoption of new and revised Accounting Standards

In the current year, the company has adopted all of the new and revised Standards and Interpretations issued by Accounting Standards and Interpretations Board that are relevant to its operations and effective for the current annual reporting period and there is no material financial impact on the financial statements of the Group or the Company.

x) New standards, amendments and interpretations not yet adopted

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements, were in issue but not yet effective for the year presented:

- IFRS 9 in respect of Financial Instruments which will be effective for the accounting periods beginning on or after 1 January 2018.
- IFRS 15 in respect of Revenue from Contracts with Customers which will be effective for accounting periods beginning on or after 1 January 2018.
- IFRS 16 in respect of Leases which will be effective for accounting periods beginning on or after 1 January 2019.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

Notes to the Accounts**2. Revenue and segmental analysis – Group**

The Group has a number of exploration licenses, and mining leases, in Australia and the US State of Nevada. All exploration licences in Australia are managed as one portfolio. The decision to allocate resources to individual Australian projects in that portfolio is predominantly based on available cash reserves, technical data and the expectations of future metal prices. All of the US licenses are located in the one geological region. Accordingly, the Group has identified its operating segments to be Australia and the United States based on the two countries. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Group.

	£'000	£'000	£'000	£'000
Year ended 30 June 2017	Head office/ Unallocated	Australia	United States	Consolidated
Revenue				
Sundry Income	8	-	-	8
Total Segment Expenditure	(448)	(739)	(74)	(1,261)
Loss from Ordinary Activities before Income Tax	(440)	(739)	(74)	(1,253)
Income Tax (Expense)	-	-	-	-
Retained (loss)	(440)	(739)	(74)	(1,253)
Assets and Liabilities				
Segment assets	-	8,166	1,786	9,952
Corporate assets	486	-	-	486
Total Assets	486	8,166	1,786	10,438
Segment liabilities	-	(380)	(31)	(411)
Corporate liabilities	(117)	-	-	(117)
Total Liabilities	(117)	(380)	-	(528)
Net Assets	369	7,786	1,755	9,910

Notes to the Accounts**2. Revenue and segmental analysis – Group (continued)**

	£'000	£'000	£'000	£'000
Year ended 30 June 2016	Head office/ Unallocated	Australia	United States	Consolidated
Revenue				
Sundry Income	-	-	-	-
Total Segment Expenditure	(349)	(1,317)	(79)	(1,745)
Loss from Ordinary Activities before Income Tax	(349)	(1,317)	(79)	(1,745)
Income Tax (Expense)	-	-	-	-
Retained (loss)	(349)	(1,317)	(79)	(1,745)
Assets and Liabilities				
Segment assets	-	7,839	1,405	9,244
Corporate assets	1,063	-	-	1,063
Total Assets	1,063	7,839	1,405	10,307
Segment liabilities	-	(489)	(30)	(519)
Corporate liabilities	(96)	-	-	(96)
Total Liabilities	(96)	(489)	(30)	(615)
Net Assets	967	7,350	1,375	9,692

3. Operating loss – group

	2017 £'000	2016 £'000
This is stated after charging:		
Depreciation	4	13
Auditors' remuneration – audit services	26	27
Auditors' remuneration – non audit services	-	-
Options issued – directors, staff, consultants and lender	115	-
Directors emoluments – fees and salaries	329	245
<i>Auditors' remuneration for audit services above includes £18,200 (2016: £20,200) to Chapman Davis LLP for the audit of the Company and Group. Remuneration to BDO for the audit of the Australian subsidiaries was £7,380 (2016: £6,825).</i>		

Notes to the Accounts

4. Directors and executive disclosures – Group

All Directors are appointed under the terms of a Directors letter of appointment. Each appointment provides for annual fees of Australian dollars \$40,000 for services as Directors plus 9.5% as a company contribution to Australian statutory superannuation schemes. Mr Johnson was issued 10,000,000 unlisted options in lieu of Directors fees for the year ended 31 August 2017 (expiry 2 September 2019, exercise price £0.0125). The agreement allows for any services supplied by the Directors to the Company and any of its subsidiaries in excess of two days in any calendar month (with the exception of Mr Johnson), can be invoiced to the Company at market rate, currently at A\$1,000 per day, other than Mr Michael Billing at a rate of A\$1,200 per day and Mr David Thomas at a rate of A\$1,500 per day.

(a) Details of Key Management Personnel

(i) Chairman and Chief Executive Officer	
Michael Billing	Executive Chairman and Chief Executive Officer
(ii) Directors	
Gervaise Heddle	Non-executive Director (appointed 25 July 2016)
David Thomas	Non-executive Director
Paul Johnson	Non-executive Director (appointed 2 September 2016)
Alastair Middleton	Non-executive Director (appointed 31 March 2017)
Michael Ashton	Non-executive Director (resigned 2 September 2016)
Trevor Ireland	Non-executive Director (resigned 2 September 2016)
(iii) Executives	
Ray Ridge	CFO/Company Secretary (Australia)
Stephen Ronaldson	Company Secretary (UK)
Richard Bradey	Chief Exploration Geologist

(b) Compensation of Key Management Personnel

Compensation Policy

The compensation policy is to provide a fixed remuneration component and a specific equity related component. There is no separation of remuneration between short term incentives and long term incentives. The Board believes that this compensation policy is appropriate given the stage of development of the Company and the activities which it undertakes and is appropriate in aligning director and executive objectives with shareholder and businesses objectives.

The compensation policy, setting the terms and conditions for the executive Directors and other executives, has been developed by the Board after seeking professional advice and taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors. Executive Directors and executives receive either a salary or provide their services via a consultancy arrangement. Directors and executives do not receive any retirement benefits other than compulsory Superannuation contributions where the individuals are directly employed by the Company or its subsidiaries in Australia. All compensation paid to Directors and executives is valued at cost to the Company and expensed.

The Board policy is to compensate non-executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the non-executive Directors and reviews their compensation annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Directors is subject to approval by shareholders at a General Meeting. Fees for non-executive Directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and may receive options.

Notes to the Accounts

4. Directors and executive disclosures – Group (continued)

	Paid/Payable in cash £'000	Shares ² £'000	Total Salary & Fees £'000	Options £'000	Total £'000
30 June 2017					
Directors: ^{1,2}					
Michael Billing	126	6	132	19	151
David Thomas	41	6	47	19	66
Paul Johnson ⁵	-	-	-	27	27
Gervaise Heddle ⁶	18	4	22	19	41
Alastair Middleton ⁴	6	-	6	13	19
Trevor Ireland ³	3	6	9	5	14
Michael Ashton ³	-	6	6	5	11

Other Personnel:

Richard Bradey	125	-	125	4	129
Ray Ridge ¹	43	-	43	-	43

¹ As at 30 June 2017 amounts of £126,770, £47,034, £5,913, £5,913, £6,466, remained unpaid to Messrs Billing, Thomas, Heddle, Middleton and Ridge respectively.

² Each of the Directors received their Directors fees as shares in lieu of cash payment for the quarter ending 30 September 2016 (being £5,913 for each of Messrs Billing, Thomas, Ashton, and £3,942 for Mr Heddle). [In addition, M Billing elected to receive £32,522 as shares in lieu of cash payments for consulting fees as Executive Chairman that were outstanding from the prior years, and Mr Thomas received £14,783 as shares in lieu of cash payments for consulting fees outstanding from the prior years.]

³ Resigned 2 September 2016.

⁴ Appointed 31 March 2017.

⁵ Appointed 2 September 2016.

⁶ Appointed 25 July 2016.

	Paid/Payable in cash £'000	Shares ² £'000	Total Salary & Fees £'000	Options £'000	Options £'000
30 June 2016					
Directors: ^{1,2}					
Michael Billing	89	30	119	-	119
Michael Ashton ⁴	16	13	29	-	29
Trevor Ireland ⁴	22	13	35	-	35
David Thomas	27	13	40	-	40
Gregory Durack ³	9	13	22	-	22
Other Personnel:					
Richard Bradey	93	-	93	-	93
Ray Ridge ¹	36	-	36	-	36

¹ As at 30 June 2016 accrued amounts of £120,784, £45,304, £35,281, £32,499, £16,647, and £11,468 remained unpaid to Messrs. Billing, Thomas, Ireland, Ridge, Ashton and Durack respectively.

² Each of the Directors received £13,033 of their Directors fees as shares in lieu of cash payment. M Billing also received £16,735 as shares in lieu of cash payments for consulting fees as Executive Chairman. The Directors have again agreed to receive shares in lieu of cash payments for the remainder of their Directors fee for the year ended 30 June 2016, subject to shareholder approval (being £15,640 for each Director, and £8,689 in the case of G Durack).

³ Resigned 4 March 2016.

⁴ Resigned subsequent to the end of the financial year, on 2 September 2016.

Notes to the Accounts

4. Directors and executive disclosures – Group (continued)

(c) Compensation by category

	Group 2017 £'000	2016 £'000
Key Management Personnel		
Short-term	379	366
Share Option charges	111	-
Post-employment	11	8
	501	374

(d) Options and rights over equity instruments granted as remuneration

Mr Johnson was issued 10,000,000 unlisted options in lieu of Directors fees for the year ended 31 August 2017 (expiry 2 September 2019, exercise price £0.0125). The number of options and the exercise price were adjusted for the 1 for 25 share consolidation on 1 December 2016. No other options were granted over ordinary shares to Directors, as remuneration, during the year ended 30 June 2017.

(e) Options holdings of Key Management Personnel

The movement during the reporting period in the number of options over ordinary shares in Thor Mining PLC held, directly, indirectly or beneficially, by key management personnel, including their personally related entities, is as follows:

Key Management Personnel	Held at 30/6/16 or appointment date	Placement Participation (Note A)	Granted as Remuneration (Note B)	Options Granted (Note C)	Debt Conversion (Note D)	Held at 30/6/17 or resignation date	Vested and exercisable at 30/6/17 or resignation date
Michael Billing	-	-	-	7,000,000	8,765,040	15,765,040	12,765,040
David Thomas	-	-	-	7,000,000	2,306,800	9,306,800	6,306,800
Gervaise Heddle ⁴	-	4,000,000	-	7,000,000	-	11,000,000	8,000,000
Paul Johnson ³	3,200,000	-	10,000,000	3,000,000	-	16,200,000	13,200,000
Alastair Middleton ¹	-	-	-	3,000,000	-	3,000,000	-
Richard Bradey	-	-	-	1,500,000	-	1,500,000	1,500,000
Michael Ashton ²	-	-	-	4,000,000	2,768,160	6,768,160	6,768,160
Trevor Ireland ²	-	-	-	4,000,000	-	4,000,000	4,000,000

¹ Appointed 31 March 2017.

² Resigned 2 September 2016. All related options were issued to these Directors subsequent to their resignation date.

³ Appointed 2 September 2016.

⁴ Appointed 25 July 2016

Notes

A. Mr Heddle participated in a placement on 7 October 2016, as approved by shareholders on 6 October 2016. The options were granted to Mr Heddle on the basis of one free option for each share subscribed for under the placement, on the same terms as other placees.

B. Paul Johnson elected to receive 10,000,000 options, on 11 October 2016, in lieu of his Directors fees for one year ending 31 August 2017 (the number of options have been adjusted for the subsequent share consolidation on 1 December 2016). Approved by Shareholders on 6 October 2016.

C. 4,000,000 options were granted to Directors on 11 October 2016, following shareholder approval on 6 October 2016 (the number of options have been adjusted for the subsequent share consolidation on 1 December 2016).

A further 3,000,000 options to each of the Directors was announced 31 March 2017, subject to shareholder approval. The value of these options have been expensed in the year ended 30 June 2017 for accounting purposes, however are treated as only having vested when approved by shareholders on 27 July 2017.

D. Two Directors and a former Director elected to receive securities in lieu of amounts owing for Director advances and consulting fees. The options were issued on 11 October 2016, on the same terms as a placement to other placees undertaken at that time, being one free option for each share subscribed for under the placement. Approved by shareholders on 6 October 2016. The number of shares and options have been adjusted for the subsequent share consolidation on 1 December 2016.

Notes to the Accounts

4. Directors and executive disclosures – Group (continued)

Key Management Personnel	30/6/15	Acquired	Granted as remuneration	Expired	Exercised	Held at 30/6/16 or resignation date at 30/6/16	Vested and exercisable at 30/6/16
Directors							
<i>Executive</i>							
Michael Billing	-	-	-	-	-	-	-
<i>Non-Executive</i>							
David Thomas	-	-	-	-	-	-	-
Gregory Durack	-	-	-	-	-	-	-
Michael Ashton	-	-	-	-	-	-	-
Trevor Ireland	-	-	-	-	-	-	-
Other Personnel							
Richard Bradey	500,000	-	-	500,000	-	-	-

No options held by Directors or specified executives are vested but not exercisable, except as set out above.

(f) Other transactions and balances with related parties

Specified Directors	Transaction	Note	2017 £'000	2016 £'000
Michael Billing	Consulting Fees	(i)	108	90
Trevor Ireland	Consulting Fees	(ii)	3	6
David Thomas	Consulting Fees	(iii)	23	11

(i) The Company used the consulting services of MBB Trading Pty Ltd a company of which Mr. Michael Billing is a Director.

(ii) The Company used the services of Ireland Resource Management Pty Ltd, a company of which Mr. Trevor Ireland is a Director and employee.

(iii) The Company used the services of Thomas Family Trust with whom Mr David Thomas has a contractual relationship.

Amounts were billed based on normal market rates for such services and were due and payable under normal payment terms. These amounts paid to related parties of Directors are included as Salary & Fees in Note 4(b).

5. Taxation - Group

	2017 £'000	2016 £'000
Analysis of charge in year	-	-
Tax on profit on ordinary activities	-	-

Factors affecting tax charge for year

The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows:

	2017 £'000	2016 £'000
Loss on ordinary activities before tax	(1,253)	(1,745)
Effective rate of corporation tax in the UK	20.00%	20.00%
Loss on ordinary activities multiplied by the standard rate of corporation tax	(251)	(349)
Effects of:		
Future tax benefit not brought to account	251	349
Current tax charge for year	-	-

No deferred tax asset has been recognised because there is insufficient evidence of the timing of suitable future profits against which they can be recovered.

Notes to the Accounts**6. Loss per share**

	2017	2016
Loss for the year (£ 000's)	(1,253)	(1,745)
Prior period, as previously reported:		
Weighted average number of Ordinary shares in issue	N/A	4,315,444,147
Loss per share (pence) – basic	N/A	(0.04)p
Prior period adjusted for the impact of the 25:1 share consolidation:		
Weighted average number of Ordinary shares in issue	315,181,478	172,617,766
Loss per share (pence) – basic	(0.40)p	(1.01)p

The basic loss per share is derived by dividing the loss for the period attributable to ordinary shareholders by the weighted average number of shares in issue.

The weighted average number of shares have been restated, to take account of the capital reorganisation on 1 December 2016, being the consolidation of Ordinary Shares on the basis of 1 new Ordinary Share for every 25 Ordinary Shares held.

As the inclusions of the potential Ordinary Shares would result in a decrease in the loss per share they are considered to be anti-dilutive and as such not included.

7. Intangible fixed assets – Group
Deferred exploration costs

	£'000	£'000
	2017	2016
Cost		
At 1 July	9,228	10,401
Additions	565	430
Disposals (refer note 21)	-	(1,942)
Exchange gain	563	1,368
Write off exploration tenements for year	(489)	(1,029)
At 30 June	9,867	9,228
Amortisation		
At 1 July and 30 June	-	-
Write off exploration tenements previously impaired	-	-
Balance	-	-
Impairment for period	-	-
Exchange gain	-	-
At 30 June	-	-
Net book value at 30 June	9,867	9,228

As at 30 June 2017 the Directors undertook an impairment review of the deferred exploration costs for the remaining tenements, as a result of which, £489,000 was written off, relating to the Dundas tenement in Western Australia (tenement number EL63/872).

During the year ended 30 June 2016, the Group wrote off:

- £719,000 relating to the carrying amount of the Spring Hill tenements. The assets were written down to the assessed recoverable amount of A\$3.5m (£1.8m), based on the consideration value for the sale of Spring Hill. A\$2.0m cash was received upon completion of the sale in February 2016, and the remaining A\$1.5m was received in February 2017. Refer to Note 21.
- £310,000 carrying value of one of the two Dundas tenements (tenement number EL63/1102) off based upon a decision to relinquish the tenement in July 2016.

Notes to the Accounts**8. Investments – Company**

The Company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held Class	%
Molyhil Mining Pty Ltd ¹	Australia	Ordinary	100
Hale Energy Limited ²	Australia	Ordinary	100
Black Fire Industrial Minerals Pty Ltd ³	Australia	Ordinary	100
Industrial Minerals (USA) Pty Ltd ⁴	Australia	Ordinary	100
Pilot Metals Inc ⁵	USA	Ordinary	100
BFM Resources Inc ⁶	USA	Ordinary	100
US Lithium Pty Ltd ⁷	Australia	Ordinary	25

¹ Molyhil Mining Pty Ltd is engaged in exploration and evaluation activities focused at the Molyhil project in the Northern Territory of Australia.

² During the year ended 30 June 2016, the Dundas tenements (previously held by TM Gold Pty Ltd) were transferred to Hale Energy Pty Ltd, to permit the sale of TM Gold Pty Ltd holding only the Spring Hill tenements of interest to the purchaser.

³ Black Fire Industrial Minerals Pty Ltd is a holding company only. It owns 100% of the shares in Industrial Minerals (USA) Pty Ltd.

⁴ Industrial Minerals (USA) Pty Ltd is a holding company only. It owns 100% of the shares in Pilot Metals Inc and BFM Resources Inc.

⁵ Pilot Metals Inc is engaged in exploration and evaluation activities focused at the Pilot Mountain project in the US state of Nevada.

⁶ BFM Resources Inc is engaged in exploration and evaluation activities focused at the Pilot Mountain project in the US state of Nevada.

⁷ US Lithium Pty Ltd is engaged in exploration and evaluation activities focused at the Big Sandy project in the US states of Arizona and New Mexico.

Messrs Billing, Ashton, and Ireland were all Directors of the above 100% owned subsidiaries through until 5 September 2016, when Messrs Ashton, and Ireland resigned. Mr Thomas became a Director of all of the above 100% subsidiaries from 5 September 2016. Mr Billing remained as a Director for the whole year.

The previously 100% owned subsidiary TM Gold Pty Ltd was sold effective 26 February 2016 (refer Note to 21).

(a) Investment in Subsidiary companies:

	2017 £'000	2016 £'000
Molyhil Mining Pty Ltd	700	700
Less: Impairment provision against investment	(700)	(700)
Hale Energy Limited	1,277	1,277
Less: Investment written off	(1,277)	(1,277)
Black Fire Industrial Minerals Pty Ltd	688	688
	688	688

The investments in subsidiaries are carried in the Company's Balance Sheet at the lower of cost and net realisable value.

Notes to the Accounts**8. Investments – Company (continued)****(b) Loans to subsidiaries**

	2017	2016
	£'000	£'000
Molyhil Mining Pty Ltd	8,308	7,672
Less: Impairment provision against loan	(523)	(722)
TM Gold Pty Ltd	-	-
Less: Impairment provision against loan	-	-
Hale Energy Limited	1,193	1,117
Less: Impairment provision against loan	(1,193)	(716)
Black Fire Industrial Minerals Pty Ltd	941	535
Less: Impairment provision against loan	-	-
	8,726	7,886

The loans to subsidiaries are non-interest bearing, unsecured and are repayable upon reasonable notice having regard to the financial stability of the company.

(c) Equity accounted investments

	Consolidated		Company	
	£'000	£'000	£'000	£'000
	2017	2016	2017	2016
US Lithium Pty Ltd	87	-	87	-
	87	-	87	-

On the 15 June 2017, the Company acquired 25% of US Lithium Pty Ltd, a private Australian company which in turn owns 100% of Big Sandy Inc, a company incorporated in the United States of America. Big Sandy Inc has interests in lithium focussed projects in Arizona and New Mexico, in the United States of America. Separately, a 45 business day first right of refusal agreement was signed to acquire the remaining 75% of US Lithium Pty Ltd through the issue of 52,777,777 ordinary shares of 0.01p each in the capital of Thor at a deemed price of 0.90p per ordinary share (being consideration of £475,000). The owners of the remaining 75% of US Lithium Pty Ltd have granted an extension of the 45 business day period to allow further due diligence by Thor. As at the date of signing the financial statements, Thor continue to undertake the due diligence process.

9. Deposits supporting performance bonds

	Consolidated		Company	
	£'000	£'000	£'000	£'000
	2017	2016	2017	2016
Deposits with banks and Governments	21	11	-	-
	21	11	-	-

10. Property, plant and equipment**Plant and Equipment:**

At cost	60	94	-	-
Accumulated depreciation	(31)	(90)	-	-
Total Property, Plant and Equipment	29	4	-	-

Notes to the Accounts**10. Property, plant and equipment (continued)****Movements in Carrying Amounts**

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Consolidated		Company	
	£'000	£'000	£'000	£'000
	2017	2016	2017	2016
At 1 July	4	15	-	-
Additions	29	-	-	-
Foreign exchange impact, net	-	2	-	-
Disposals	-	-	-	-
Depreciation expense	(4)	(13)	-	-
At 30 June	29	4	-	-

The carrying value of the plant and equipment includes finance leased assets of £23,000 (2016: £Nil)

11. Trade receivables and other assets**Current**

Trade and other receivables	19	42	11	42
Receivable for business disposal (refer Note 21)	-	832	-	832
Prepayments	10	20	9	19
	29	894	20	893

12. Current trade and other payables

Trade payables	(235)	(342)	(30)	(88)
Other payables	(224)	(161)	(88)	(8)
	(459)	(503)	(118)	(96)

13. Interest bearing liabilities**Leases**

Finance Lease Commitments

Payable:

Within One Year	(10)	-	-	-
Within One to Five Years	(10)	-	-	-
Minimum Lease Payments	(20)	-	-	-
Less Future Interest Charges	1	-	-	-
Net Lease Liability	(19)	-	-	-

Lease Liability is Represented by:

Current	(9)	-	-	-
Non Current	(10)	-	-	-
Net Lease Liability	(19)	-	-	-

Finance lease exists in relation to exploration analysing equipment. The term of the lease is for 2 years.

Notes to the Accounts

14. Non interest bearing liabilities

	Consolidated		Company	
	2017	2016	2017	2016
	£'000	£'000	£'000	£'000
Current				
Director advances	(30)	(96)	-	-
	(30)	(96)	-	-

During the year ended 30 June 2017, the Directors' advanced funds on a no security, no interest basis to meet short term funding requirements of the Group. During the year ended 30 June 2017, a further £17,000 was advanced, and £83,000 of the loans were repaid.

15. Issued share capital

	2017	2016
	£'000	£'000
Issued up and fully paid:		
982,870,766 'Deferred Shares' of £0.0029 each ⁽¹⁾	2,850	2,850
7,928,958,500 'A Deferred Shares' of £0.000096 each ⁽²⁾	761	-
373,013,208 Ordinary shares of £0.0001 each	37	573
(2016: 982,870,766 'Deferred Shares' of £0.0029 each, and 5,736,387,510 ordinary shares of £0.0001 each)		
	3,648	3,423

Movement in share capital

	2017		2016	
Ordinary shares of £0.0001	Number	£'000	Number	£'000
At 1 July	5,736,387,510	3,423	3,228,091,211	3,172
Shares issue in lieu of expenses	446,570,973	45	356,898,014	36
Shares issued for cash	1,400,000,000	140	2,075,000,000	207
Shares issued for acquisition	-	-	76,398,285	8
Shares issued to extinguish debt	346,000,000	35	-	-
	7,928,958,483	3,643	5,736,387,510	3,423
Post Share Consolidation 25:1 ⁽³⁾	317,158,340	3,643	n/a	n/a
Shares issued for cash	50,000,000	5	-	-
Warrants Exercised	5,854,868	-	-	-
At 30 June	373,013,208	3,648	5,736,387,510	3,423

Nominal Value

(1) The nominal value of shares in the company was originally 0.3 pence. At a shareholders meeting in September 2013, the Company's shareholders approved a re-organisation of the company's shares which resulted in the creation of two classes of shares, being:

- Ordinary shares with a nominal value of 0.01 pence, which continued as the company's listed securities, and
- 'Deferred Shares' with a nominal value of 0.29 pence which, subject to the provisions of the Companies Act 2006, may be cancelled by the company, or bought back for £1 and then cancelled. These deferred shares are not quoted and carry no rights whatsoever.

Notes to the Accounts**15. Issued share capital (continued)**

- (2) At a shareholders meeting in November 2016, the Company's shareholders approved a re-organisation of the company's shares which, on the 1 December 2016, resulted in the existing Ordinary Shares of 0.01 pence being further split as follows:
- Ordinary shares with a nominal value of 0.0004 pence, and
 - 'A Deferred Shares' with a nominal value of 0.0096 pence which, subject to the provisions of the Companies Act 2006, may be cancelled by the company, or bought back for £1 and then cancelled. These deferred shares are not quoted and carry no rights whatsoever.
- (3) On 1 December 2016, immediately following the capital reorganisation at (2) above, the Ordinary Shares were consolidated on the basis of 1 new Ordinary Share with a nominal value of 0.01 pence for every 25 Ordinary Shares held with a nominal value of 0.0004 pence.

Warrants and Options on issue

The following warrants (in UK) and options (in Australia) have been issued by the Company and have not been exercised as at 30 June 2017:

Number	Grant Date	Expiry Date	Exercise Price
13,440,000 ¹	1 Jun 2016	1 Dec 2018	GBP£0.0125
34,560,000 ²	24 Jun 2016	1 Dec 2018	GBP£0.0125
16,000,000 ³	5 Sep 2016	5 Mar 2019	GBP£0.0125
40,000,000 ⁴	7 Oct 2016	7 Apr 2019	GBP£0.0125
13,840,000 ⁵	11 Oct 2016	11 Apr 2019	GBP£0.0125
20,000,000 ⁶	11 Oct 2016	26 Jul 2019	GBP£0.0125
10,000,000 ⁷	11 Oct 2016	2 Sep 2019	GBP£0.0125
19,145,132 ⁸	27 Jan 2017	27 Jan 2018	GBP£0.0090
1,300,000 ⁹	27 Jan 2017	27 Jan 2018	GBP£0.0090
2,000,000 ¹⁰	27 Jun 2017	27 Jun 2019	GBP£0.0180
1,500,000 ¹¹	27 Jun 2017	27 Jan 2020	GBP£0.0180
<u>171,785,132</u>	<u>total outstanding</u>		

Share options (termed warrants in the UK) carry no rights to dividends and no voting rights.

All Options existing at 1 December 2016 were adjusted for the Share Consolidation of 25:1.

¹ issued to investors as part of a capital raising in June 2016.

² issued to investors as part of a capital raising in June 2016, following shareholder approval.

³ issued to investors as part of a capital raising in September 2016.

⁴ issued to investors as part of a capital raising in October 2016, following shareholder approval.

⁵ issued to Directors and former Directors, following shareholder approval, in lieu of cash payments owing, on the same terms as the capital raising on 7 October 2016, at 4 above.

⁶ issued to Directors in October 2016, following shareholder approval.

⁷ issued to Mr Johnson, October 2016, in lieu of Directors Fees for one year through to 31 August 2017.

⁸ 25,000,000 warrants issued to investors as part of a capital raising in January 2017. 5,854,868 warrants have since been exercised, prior to 30 June 2017.

⁹ issued to the Company's joint sponsoring broker, Beaufort Securities Ltd, for services rendered.

⁹ issued to the Company's joint sponsoring broker, SI Capital Ltd, for services rendered.

¹⁰ issued to a nominee of the Company's Exploration Manager, in recognition of service over an extended period.

On the 31 March 2017, the Company announced that it would issue 3,000,000 unlisted warrants to each of the five Directors, subject to shareholder approval. At 30 June 2017 these warrants remained subject to shareholder approval. These warrants were subsequently approved by shareholder on 27 July 2017 and issued to the Directors on 28 July 2017. The warrants are not included in the above list, having been issued post 30 June 2017. However, as the warrants contained no other vesting conditions, other than shareholder approval, the value of the warrants have been expensed in the year ended 30 June 2017 (refer to Note 16).

Notes to the Accounts**16. Share based payments reserve**

	2017	2016
	£'000	£'000
At 1 July	9	30
Lapse of 600,000 Employee options @ £0.00835	-	(5)
Lapse of Debt Facility options @ £0.00018	-	(16)
Lapse of 26,763,987 investor options @ £0.00035	(9)	-
20,000,000 issued to Directors @ £0.001275	25	-
10,000,000 issued to Paul Johnson @ £0.001325	13	-
1,300,000 issued to Beaufort Securities Ltd @ £0.001411	2	-
2,000,000 issued to SI Capital Ltd @ £0.001857	4	-
1,500,000 issued to a nominee of an employee @ £0.002710	4	-
15,000,000 issued to Directors @ £0.004469	67	-
At 30 June	115	9

Options are valued at an estimate of the cost of the services provided. Where the fair value of the services provided cannot be estimated, the value of the options granted is calculated using the Black-Scholes model taking into account the terms and conditions upon which the options are granted. The following table lists the inputs to the model used for the share options remaining in the Share Based Payments Reserve at the year ended 30 June 2017.

20,000,000 issued to Directors on 11 October 2016

Dividend yield	0.00%
Underlying Security spot price	£0.00625
Exercise price	£0.0125
Standard deviation of returns	60%
Risk free rate	1.67%
Expiration period	2.79yrs
Black Scholes valuation per option	£0.001275

10,000,000 Options Issued to Paul Johnson on 11 October 2016

Dividend yield	0.00%
Underlying Security spot price	£0.00625
Exercise price	£0.0125
Standard deviation of returns	60%
Risk free rate	1.67%
Expiration period	2.89yrs
Black Scholes valuation per option	£0.001325

1,300,000 issued to Beaufort Securities Ltd on 27 January 2017

Dividend yield	0.00%
Underlying Security spot price	£0.006888
Exercise price	£0.009
Standard deviation of returns	60%
Risk free rate	1.79%
Expiration period	1.49yrs
Black Scholes valuation per option	£0.001411

Notes to the Accounts**16. Share based payments reserve (continued)****2,000,000 issued to SI Capital Ltd on 27 June 2017**

Dividend yield	0.00%
Underlying Security spot price	£0.0105
Exercise price	£0.018
Standard deviation of returns	60%
Risk free rate	1.67%
Expiration period	2yrs
Black Scholes valuation per option	£0.001857

1,500,000 issued to a nominee of an employee on 27 June 2017

Dividend yield	0.00%
Underlying Security spot price	£0.0105
Exercise price	£0.018
Standard deviation of returns	60%
Risk free rate	1.79%
Expiration period	3yrs
Black Scholes valuation per option	£0.002710

15,000,000 issued to Directors on 28 July 2017

Dividend yield	0.00%
Underlying Security spot price	£0.013555
Exercise price	£0.018
Standard deviation of returns	60%
Risk free rate	1.89%
Expiration period	3yrs
Black Scholes valuation per option	£0.004469

17. Analysis of changes in net cash and cash equivalents

	1 July 2016	Cash flows	Non-cash changes	30 June 2017
	£'000	£'000	£'000	£'000
Cash at bank and in hand - Group	170	235	-	405

18. Contingent liabilities and commitments**a) Exploration commitments**

Ongoing exploration expenditure is required to maintain title to the Group mineral exploration permits. No provision has been made in the financial statements for these amounts as the expenditure is expected to be fulfilled in the normal course of the operations of the Group.

b) Claims of native title

The Directors are aware of native title claims which cover certain tenements in the Northern Territory. The Group's policy is to operate in a mode that takes into account the interests of all stakeholders including traditional owners' requirements and environmental requirements. At the present date no claims for native title have seriously affected exploration by the Company.

c) Contingent Liability

As at 30 June 2017, the Group had no contingent liabilities.

Notes to the Accounts**19. Financial instruments**

The Group uses financial instruments comprising cash, liquid resources and debtors/creditors that arise from its operations.

The Group's exposure to currency and liquidity risk is not considered significant. The Group's cash balances are held in Pounds Sterling and in Australian Dollars, the latter being the currency in which the significant operating expenses are incurred.

To date the Group has relied upon equity funding to finance operations. The Directors are confident that they will be able to raise additional equity capital to finance operations to commercial exploitation but controls over expenditure are carefully managed.

The net fair value of financial assets and liabilities approximates the carrying values disclosed in the financial statements. The currency and interest rate profile of the Group's financial assets is as follows:

	2017 £'000	2016 £'000
Sterling	84	169
Australian Dollars	321	1
	405	170

The financial assets comprise interest earning bank deposits and a bank operating account.

Set out below is a comparison by category of carrying amounts and fair values of all of the Group's financial instruments recognised in the financial statements, including those classified under discontinued operations. The fair value of cash and cash equivalents, trade receivables and payables approximate to book value due to their short-term maturity.

The fair values of derivatives and borrowings have been calculated by discounting the expected future cash flows at prevailing interest rates. The fair values of loan notes and other financial assets have been calculated using market interest rates.

	2017		2016	
	Carrying Amount £'000	Fair Value £'000	Carrying Amount £'000	Fair Value £'000
Financial assets:				
Cash and cash equivalents	405	405	170	170
Trade & other receivables	19	19	874	874
Deposits supporting performance guarantees	21	21	11	11
Financial liabilities:				
Trade and other payables	459	459	503	503
Non interest bearing liabilities	30	30	96	96
Interest bearing liabilities	19	19	-	-

Notes to the Accounts**19. Financial instruments (continued)**

The following table sets out the carrying amount, by maturity, of the financial instruments exposed to interest rate risk:

	Effective	Maturing			Total
	Interest Rate				
	%	< 1 year	>1 to <2	>2 to <5	
		£'000	£'000	£'000	£'000
30-June 2017 - Group					
Financial Assets					
<i>Fixed rate</i>					
At call Account – AUD	0%	321	-	-	321
At call Account – STG	0.05%	84	-	-	84
		405	-	-	405
Financial Liabilities					
<i>Fixed Rate</i>					
Interest bearing liabilities	4.7%	9	10	-	19
30-June 2016 - Group					
Financial Assets					
<i>Fixed rate</i>					
At call Account – AUD	0%	169	-	-	169
At call Account – STG	0.05%	1	-	-	1
		170	-	-	170
Financial Liabilities					
<i>Fixed Rate</i>					
Interest bearing liabilities		-	-	-	-

20. Related parties transactions

There is no ultimate controlling party.

Thor has lent funds to its wholly owned subsidiaries to enable those companies to carry out their operations. At 30 June 2017 the estimated recoupable amount converted to £8,726,000 (refer Note 8(b)).

Thor Mining PLC engages the services of Ronaldsons LLP Solicitors, a company in which Mr Stephen Ronaldson is a Partner. Mr Ronaldson is the UK based Company Secretary of Thor. During the year £18,200 (2016 £15,317) was paid to Ronaldsons LLP Solicitors on normal commercial terms.

21. Business Disposal

TM Gold Pty Ltd ("TM Gold") was a 100% owned subsidiary of Thor, with activities in the state of Western Australia (Dundas tenements) and the Northern Territory of Australia (Spring Hill tenements). On the 26 February 2016, the Group completed a share purchase and subscription agreement to dispose of the Spring Hill tenements, through the disposal of 100% of Thor's shareholding in TM Gold to PC Gold Pty Ltd ("PC Gold"). Prior to completion of the sale, the Dundas tenements were transferred to another 100% owned subsidiary of Thor, Hale Energy Limited at book value. The share purchase and subscription agreement was then enacted, with PC Gold subscribing for new ordinary shares equating to a 60% shareholding of the issued shares in TM Gold for A\$2.0m (£1.11m) cash. The Group and PC Gold were legally committed to the transfer of the remaining 40% shareholding held by Thor no later than February 2017, in exchange for the remaining instalment of A\$1.5m (£0.832m). The A\$1.5m instalment was received in February 2017 and has been removed from the Group's receivables (refer to Note 11).

Notes to the Accounts**21. Business Disposal (continued)**

The consideration payable to Thor also includes a royalty of:

A\$6.00 per ounce of gold produced from the Spring Hill tenements where the gold is sold for up to A\$1,500 per ounce; and

A\$14 per ounce of gold produced from the Spring Hill tenements where the gold so produced is sold for amounts over A\$1,500 per ounce.

Given the inherent uncertainties in determining the likely amount of the potential future royalties, the Directors have elected to not to ascribe a value to the royalty at this point.

The Income Statement impact of this transaction for the Consolidated Group for the year ended 30 June 2016 was as follows:

	£'000
Deferred exploration asset for Spring Hill at sale completion (1)	1,942
Sale proceeds received	(1,110)
Sale proceeds receivable (refer Note 11)	<u>(832)</u>
Nil Profit / (Loss) on disposal	<u>-</u>

(1) As at 31 December 2015, the Group had executed an option agreement for the sale of Spring Hill. That agreement provided a third party with the option to acquire the Spring Hill tenements through the acquisition of 100% of TM Gold Pty Ltd for total consideration of A\$3.5m and production royalties. Based on this, the Directors revalued the carrying value of the Spring Hill tenement downwards by £719,000 to its realisable value.

The Income Statement impact of this transaction for the Company for the year ended 30 June 2016 was as follows:

	£'000
Loan balance owing by TM Gold at sale completion	4,159
Less existing impairment provision against the loan	<u>(1,675)</u>
Net loan balance at sale completion	2,484
Loan repaid from share subscription received	(1,110)
Loan offset by remaining proceeds receivable (refer Note 11)	<u>(832)</u>
Realised loss on financial asset	<u>542</u>

22. Post balance sheet events

As announced on 5 July 2017, the Group has been granted an additional exploration licence area (EL31443) which secures additional ground along strike from the Molyhil tungsten deposit in the Northern Territory, Australia.

On 28 July 2017, following shareholder approval, the Company issued:

- 51,111,111 ordinary shares at a price of 0.9 pence, to raise a total of £460,000 before costs. As part of the placement, placees received one free warrant for every ordinary share subscribed for. The warrants have an exercise price of 1.8 pence and expire on 28 July 2019. Two Directors participated in this placement to the value of £72,000.
- 15,000,000 warrants to Directors. The warrants have an expiry of 31 March 2020 and an exercise price of 1.8 pence. These warrants were announced on 31 March 2017, subject to shareholder approval. The warrants were valued using the black scholes method and were expensed in the year ended 30 June 2017, as required by Accounting Standards.

Notes to the Accounts

22. Post balance sheet events (continued)

On 2 August 2017, the Group signed a binding term sheet to acquire an interest in the historically mined Kapunda copper deposit in South Australia (Kapunda). The Group will invest in a newly incorporated private Australian company, Environmental Copper Recovery SA Pty Ltd (ECR), initially via convertible notes of up to A\$1.8 million, which will be used to fund field test work and feasibility activities at Kapunda over the next three years. Conversion of the convertible notes are at the sole discretion of Thor, and will result in Thor holding up to 60% equity interest in ECR. The term sheet also provides that Thor has immediate Board control of ECR. In turn, ECR has entered into an agreement to earn a 50% interest in the rights over metals which may be recovered via in-situ recovery at the Kapunda deposit, from Australian ASX listed, Terramin Australia Limited (ASX: TZN), for expenditure of A\$2.0 million on field test work. ECR can then opt to earn a further 25% interest through additional expenditure of A\$4.0 million.

Other than the above matters, there were no material events arising subsequent to 30 June 2017 to the date of this report which may significantly affect the operations of the Company, the results of those operations and the state of affairs of the Company in the future.

ASX Additional Information

Additional information required by the Australian Stock Exchange Limited Listing Rules and not disclosed elsewhere in this report is set out below.

Date and Place of Incorporation, and Application of Takeover Provisions

- a) The company was incorporated in England on 3 November 2004 as Thor Mining Ltd and was re-registered as a public company, with the name Thor Mining Plc, on 6 June 2005.
- b) The company is not subject to Chapters 6, 6A, 6B and 6C of the Australian Corporations Act dealing with the acquisition of shares (including substantial shareholdings and takeovers).
- c) As a public company incorporated in England and Wales, Thor Mining Plc is subject to the City Code on Takeovers and Mergers (the Code). Subject to certain exceptions and limitations, a mandatory offer is required to be made under Rule 9 of the Code broadly where:
 - (i) a bidder and any persons acting in concert with it acquire shares carrying 30% or more of the voting rights of a target company; or
 - (ii) if a bidder, together with any concert parties, increases its holding where its holding is not less than 30% but not more than 50% of the voting rights.

Rule 9 requires a mandatory offer to be made in cash and at the highest price paid by the bidder (or any persons acting in concert with it) for any interest in shares of the relevant class during the 12 months prior to the announcement of the offer.

In addition, save in certain specified circumstances, rule 5 of the code imposes restrictions on acquisitions which increase a person's total number of voting rights in Thor Mining Plc (when aggregated with those of his concert parties) to 30% or more of the total voting rights of the company or if he, together with his concert parties, having an interest in 30% or more of such voting rights, acquires more voting rights up to (and including) a total of 50%.

Where a bidder obtains acceptances of at least 90% of the shares subject to a takeover offer (which excludes any shares held by it or its concert parties) and acceptances of at least 90% of the voting rights carried by the shares subject to the offer, it can require the remaining shareholders who have not accepted the offer to sell their shares on the terms of the offer.

Shareholdings (as at 22 September 2017)

Class of shares and voting rights

- (a) at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or attorney; and
- (b) on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each Ordinary Share held.

On-market buy-back

There is no current on-market buy-back.

Distribution of listed equity securities

Category (number of shares/warrants)	Number of Shareholders
1 – 1,000	1,772
1,001 – 5,000	791
5,001 – 10,000	220
10,001 – 100,000	421
100,001 and over	203
	3,407

The number of Australian shareholders holding less than a marketable parcel is 2,800.

The minimum parcel size is 31,250 shares.

Twenty largest shareholders as at 22 September 2017

Name	Number of shares held	Percentage of shares held
BARCLAYS DIRECT INVESTING NOMINEES LIMITED <CLIENT1>	44,696,067	10.54%
MR MICHAEL ROBERT BILLING & RELATED ACCOUNTS	28,265,242	6.66%
SHARE NOMINEES LTD	20,454,564	4.82%
TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED <SMKTNOMS>	17,880,379	4.22%
HSDL NOMINEES LIMITED	16,961,047	4.00%
MR PAUL JOHNSON & RELATED ACCOUNTS	16,502,649	3.89%
HARGREAVES LANSDOWN (NOMINEES) LIMITED <VRA>	16,242,901	3.83%
HARGREAVE HALE NOMINEES LIMITED <LON>	16,001,800	3.77%
TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED <SMKTISAS>	12,833,922	3.03%
HARGREAVES LANSDOWN (NOMINEES) LIMITED <15942>	12,379,856	2.92%
LAWSHARE NOMINEES LIMITED <SIPP>	11,415,652	2.69%
BEAUFORT NOMINEES LIMITED <SSLNOMS>	11,110,479	2.62%
JIM NOMINEES LIMITED <JARVIS>	10,737,628	2.53%
HARGREAVES LANSDOWN (NOMINEES) LIMITED <HLNOM>	10,226,181	2.41%
MR DAVID EDWARD THOMAS + MRS BARBARA JEAN THOMAS	9,160,969	2.16%
VIDACOS NOMINEES LIMITED <RBCRBMSMR>	9,065,002	2.14%
HSDL NOMINEES LIMITED <MAXI>	7,059,046	1.66%
DUNHAM INVESTMENTS PTY LTD	7,000,000	1.65%
TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED <TDWHSIPP>	6,959,043	1.64%
INVESTOR NOMINEES LIMITED <NOMINEE>	6,809,872	1.61%
TOTAL	291,762,299	68.79%

Unlisted Option and Warrant holders as at 22 September 2017

Option Holders	Expiry Date	Number of Holders	Number of Warrants	Percentage of Total Warrants
Placees June 2016	1-Dec-18	18	48,000,000	20.2%
Placees Sept 2016	5-Mar-19	1	16,000,000	6.7%
Placees Oct 2016	7-Apr-19	6	40,000,000	16.8%
Directors & former Directors (in lieu of amounts owed) Oct 2016	11-Apr-19	5	13,840,000	5.8%
Directors Oct 2016	26-Jul-19	5	20,000,000	8.4%
P Johnson (in lieu of Directors fees) Oct 2016	2-Sep-19	1	10,000,000	4.2%
Placees Jan 2017	27-Jan-18	9	19,145,132	8.0%
Beaufort Securities Ltd (joint broker) Jan 2017	27-Jan-18	1	1,300,000	0.5%
SI Capital Ltd (joint broker) June 2017	27-Jun-19	1	2,000,000	0.8%
Nominee of Thor Exploration Manager June 2017	27-Jan-20	1	1,500,000	0.6%
Directors July 2017	31-Mar-20	5	15,000,000	6.3%
Placees July 2017	28-Jul-19	18	51,111,111	21.5%
			237,896,243	100.0%

Securities held on Escrow

Total shares and CDIs on issue are 424,124,319. No shares or CDIs are held in escrow.

Stock Exchanges

Thor Mining PLC shares are dual listed on the AIM market and the Australian Stock Exchange. On the ASX they are traded as CDIs.

ASX CORPORATE GOVERNANCE DISCLOSURE

The Board is committed to maintaining high standards of corporate governance. The Board has given consideration to the code provisions set out in the UK Corporate Governance Code (the "UK Code") issued by the Financial Conduct Authority and in accordance with the AIM Rules. Whilst the Company is not required to comply with the UK Code, the Company's corporate governance procedures take due regard of the principles of Good Governance set out in the UK Code in relation to the size and the stage of development of the Company. The Board has also given consideration to the ASX Corporate Governance Principles and Recommendations (ASX Corporate Governance Council, 3rd Edition).

A copy of the Company's corporate governance policy is available on the Company's website <http://www.thormining.com/aboutus#governance>.

Skills, experience, expertise and term of office of each Director

A profile of each Director containing the applicable information is set out on the Company's website and elsewhere within this document.

Identification of Independent Directors

Mr G Heddle and Mr D Thomas are independent in accordance with the criteria set out in the ASX Principles and Recommendations.

Statement concerning availability of independent professional advice

Subject to the approval of the chairman, an individual Director may engage an outside adviser at the expense of Thor Mining Plc for the purposes of seeking independent advice in appropriate circumstances.

Names of nomination committee members and their attendance at committee meetings

Whilst the Company does not have a formal nomination committee, it does formally consider Board succession issues and whether the Board has the appropriate balance of skills, knowledge, experience, independence and diversity. .

Names and qualifications of audit committee members

The full Board performs the functions of the Audit Committee. Messrs Billing, Heddle and Johnson are financially literate.

The Board last undertook a formal evaluation of its performance on 30 July 2015. However, the majority of the current Directors, being Messrs Heddle, Johnson and Middleton, were appointed during the most recent financial year, ended 30 June 2017.

TENEMENT SCHEDULE

At 30 June 2017, the consolidated entity holds an interest in the following Australian tenements:

Project	Tenement	Area kms²	Area ha.	Holders	Company Interest
Molyhil	EL22349	228.10		Molyhil Mining Pty Ltd	100%
Molyhil	EL28948	16.50		Molyhil Mining Pty Ltd	100%
Molyhil	EL31130	60.23		Molyhil Mining Pty Ltd	100%
Molyhil	EL31443	66.48		Molyhil Mining Pty Ltd	100%
Molyhil	ML23825		95.92	Molyhil Mining Pty Ltd	100%
Molyhil	ML24429		91.12	Molyhil Mining Pty Ltd	100%
Molyhil	ML25721		56.2	Molyhil Mining Pty Ltd	100%
Molyhil	AA29732		38.6	Molyhil Mining Pty Ltd	100%
Molyhil	MLS77		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS78		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS79		8.09	Molyhil Mining Pty Ltd	100%
Molyhil	MLS80		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS81		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS82		8.09	Molyhil Mining Pty Ltd	100%
Molyhil	MLS83		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS84		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS85		16.18	Molyhil Mining Pty Ltd	100%
Molyhil	MLS86		8.05	Molyhil Mining Pty Ltd	100%
Dundas*	EL63/872	62.40		Hale Energy Limited	60%

* written off in the year ended 30 June 2017, as the Group intends to relinquish this tenement at the renewal date.

At 30 June 2017, the consolidated entity holds an interest in the following tenements in the US State of Nevada:

Claim Group	Prospect	Claim Number	Area	Holders	Company Interest
Platoro	Desert Scheelite	NT #55 - 64	45blocks (611ha or 1,510 acres)	Pilot Metals Inc	100%
	Garnet	NT #9 - 18			
	Gunmetal	NT #19 - 22, 6, 7			
	Good Hope	NT #1 - 5, 41 - 54			
BFM 1	Black Fire Claims	BFM1 - BFM109	109blocks (1,481ha or 3,660 acres)	BFM Resources Inc	100%
BFM 2	Des Scheel East	BFM109 - BFM131	22blocks (299ha or 739Acre)	BFM Resources Inc	100%

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