

SHARE PURCHASE PLAN – OFFER DOCUMENT

This Share Purchase Plan (**SPP**) provides Eligible Holders of shares in Thomson Resources Ltd (**Company**) with an opportunity to acquire up to 125,000 additional shares in the Company (**New Shares**). There is a maximum of \$2.5 million of New Shares available under the SPP.

The opportunity to acquire New Shares under the SPP is subject to the terms and conditions set out below (**Terms and Conditions**). By accepting the offer to acquire New Shares under the SPP, you agree to be bound by the Terms and Conditions and the constitution of the Company.

Offer Details and Indicative Timetable

Eligible Holders	<p>Registered holders of fully paid Shares on the Record Date and having a registered address in either Australia or New Zealand are eligible to participate in the SPP (Eligible Shareholders).</p> <p>Custodians are eligible to participate in the SPP in accordance with paragraph 6 of the Other Terms, Conditions, and Important Notices.</p> <p>Participation in the SPP is entirely voluntary.</p>
Issue Price	<p>The price per New Share issued under the SPP will be A\$0.12 cents each. This price is the same price at which New Shares were issued under the share placement announced to ASX Limited (ASX) on 22 March 2021 (Placement) and is [percent]% lower than the daily volume weighted average price of New Shares over the five ASX trading days up to and including 19 March 2021 (being the last day of trading before the SPP and Placement were announced).</p>
Amount to invest	<p>You may apply under one of the alternatives below:</p> <ul style="list-style-type: none"> • 125,000 Shares at a total application price of \$15,000; • 83,333 Shares at a total application price of \$10,000; • 41,667 Shares at a total application price of \$5,000; or • 16,667 Shares at a total application price of \$2,000.
Indicative timetable*	<p>Record Date – 19 March 2021</p> <p>Opening Date for receipt of Applications – 29 March 2021</p> <p>Closing Date for receipt of Applications – 16 April 2021</p> <p>Results of SPP announced – 21 April 2021</p> <p>Issue and Allotment of New Shares – 28 April 2021</p> <p>Normal trading of New Shares – 29 April 2021</p> <p>Dispatch Holding Statements – 30 April 2021]</p> <p><i>* The dates and times shown above may be varied by the directors of the Company without prior notice, subject to the Corporations Act 2001 and the Listing Rules of ASX Limited.</i></p>
Rights attached to Shares	<p>New Shares will rank equally with existing New Shares on issue at the date of allotment and have the same voting right and dividend entitlements as existing New Shares.</p>

<p>How to apply</p>	<p>Application to participate in the SPP must be made in one of the following ways:</p> <p>Cheque, bank draft or money order: Complete the enclosed Application Form in accordance with the instructions on that Form and return it together with a cheque, bank draft or money order made payable to "Thomson Resources Share Purchase Plan" before the Closing Date. Ensure that cheques are crossed 'Not Negotiable'. Application Forms and payment for New Shares must be received before the Closing Date at the address below:</p> <table border="1" data-bbox="437 528 1393 734"> <thead> <tr> <th data-bbox="437 528 916 568">Mailing Address</th> <th data-bbox="916 528 1393 568">Hand Delivery Address</th> </tr> </thead> <tbody> <tr> <td data-bbox="437 568 916 609">Boardroom Pty Limited</td> <td data-bbox="916 568 1393 609">Boardroom Pty Ltd</td> </tr> <tr> <td data-bbox="437 609 916 649">GPO Box 3993</td> <td data-bbox="916 609 1393 649">Level 12, 225 George Street</td> </tr> <tr> <td data-bbox="437 649 916 689">Sydney NSW 2001</td> <td data-bbox="916 649 1393 689">Sydney NSW 2000</td> </tr> </tbody> </table> <p>BPAY: make payment for the appropriate amount using the unique identifier number found on your Application Form which is required to identify payment for your holding. If you use BPAY, the Application Form is not required to be returned. Payment must be cleared before the Closing Date.</p>	Mailing Address	Hand Delivery Address	Boardroom Pty Limited	Boardroom Pty Ltd	GPO Box 3993	Level 12, 225 George Street	Sydney NSW 2001	Sydney NSW 2000
Mailing Address	Hand Delivery Address								
Boardroom Pty Limited	Boardroom Pty Ltd								
GPO Box 3993	Level 12, 225 George Street								
Sydney NSW 2001	Sydney NSW 2000								
<p>What to do if you receive more than one Application Form</p>	<p>If an Eligible Shareholder or Custodian receives and submits more than one Application Form, the Eligible Shareholder or Custodian for a single name Beneficiary may not apply for an aggregated value of more than the Maximum Application Amount.</p>								
<p>Applications</p>	<p>Applications will be accepted on a first come, first accepted basis, or scaled back on a pro-rata basis, as the Company's directors decide.</p>								
<p>Transferring rights</p>	<p>The offer is non-renounceable meaning rights to take up New Shares cannot be transferred.</p>								
<p>Withdrawing an application</p>	<p>Applications and payment under the SPP may not be withdrawn once they have been received by the Company.</p>								
<p>Other terms, conditions, and important notices</p>	<p>Other Terms, Conditions and Important Notices relating to the SPP appear on the following pages and should be read in full before applying for New Shares.</p>								



OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES

1. **ASIC Relief**

The Offer is made in compliance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**) which grants relief to the Company from the requirement to provide a prospectus for the SPP. This Offer Document is not a prospectus or product disclosure statement and it has not and will not be lodged with ASIC.

The Company, prior to the release of this Offer Document has given notice to the ASX that complies with the requirements of ASIC Instrument 2019/547 and the ASX Listing Rules.

2. **Application Form**

The Application Form and all its contents form part of the Terms and Conditions.

3. **Timing**

The Offer opens at 9.00am on Monday 29 March 2021, Sydney time (**Opening Date**) and closes at 5.00pm on Friday 16 April 2021, Sydney time, (or such other date that the Company determines in its absolute discretion) (**Closing Date**). The right to participate in the SPP lapses at Closing Date. Application Forms and payments including those via BPay may not be accepted if they have not been received and processed by the Closing Date.

4. **Price**

You should be aware that the market price of Shares may rise or fall before the Shares are allotted to you under the SPP; therefore, the issue price of Shares under the SPP may exceed or be less than the market price of Shares at the date of this Offer or time of allotment to shareholders.

5. **Joint Holders**

If two or more persons are recorded in the Company's share register as jointly holding Shares, they are taken to be a single registered holder of the Shares for the purpose of determining whether they are an Eligible Shareholder and a certificate given by one of them is taken to be a certificate given by all of them.

6. **Custodians**

Where a trustee or nominee (**Custodian**) is noted on the Company's share register as holding Shares on behalf of another person(s) (**Beneficiary**), the Custodian is able to participate in the SPP by providing a notice in writing (**Custodian Certificate**) that the Custodian complies with the conditions set out in section 8 of ASIC Instrument 2019/547.

A valid Custodian Certificate allows the Custodian in respect of each named Beneficiary, to apply for a maximum of \$30,000 in New Shares. If the Custodian Certificate does not include a named Beneficiary, under ASIC Instrument 2019/547 the maximum number of New Shares the Custodian may apply for will be to a value of \$30,000. Note however the maximum number of Shares that may be applied for under the terms of this Offer is limited to \$15,000.

7. **Participation**

If you apply to participate in the SPP by completing and returning the Application Form, or by using BPay, you:

- 7.1 confirm that you have read and understood, and you agree to, the terms and conditions in this Offer Document;
- 7.2 agree that application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);

- 7.3 warrant that all details and statements in your application are true, complete, and not misleading;
- 7.4 acknowledge that you are an Eligible Shareholder;
- 7.5 certify that you have not applied for Shares with an aggregate application price in excess of \$30,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- 7.6 acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated;
- 7.7 acknowledge that no interest will be paid on payments pending the issue of New Shares or subsequently refunded to you for any reason;
- 7.8 accept that you are responsible for any fees or costs incurred by you in applying for New Shares including postage or dishonour fees incurred by the Company if your cheque for payment is dishonoured;
- 7.9 acknowledge that the Company reserves the right (in its absolute discretion) to proceed with a scale-back of New Shares under the SPP. You agree that if there is a scale-back, you may receive less New Shares for which you have applied;
- 7.10 acknowledge, if you are a Custodian that;
- (a) you hold Shares on behalf of the Beneficiaries who have instructed you to apply for New Shares and has a copy of this Offer Document;
 - (b) that the Beneficiaries who instructed you have a registered address in Australia or New Zealand;
 - (c) that you participated in the SPP in accordance with each and every requirement required of you as Custodian under section 8 of ASIC Instrument 2019/547; and
 - (d) that the information in your Custodian Certificate is true, complete, and not misleading;
- 7.11 you agree that the Company is not liable for any exercise of discretion to accept or reject your application.

8. **Response to Application**

The Company has a broad discretion to accept or reject your application to acquire Shares under the SPP, including (without limitation) if: your Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid; the cheque or money order that you enclose with the Application Form is not made out for the exact amount of Shares that you have selected on the Application Form, is dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder.

9. **Amendment, Suspension or Termination**

The Company reserves the right to time change, suspend or terminate the Offer. If the Company changes, suspends or terminates the Offer it will advise shareholders. The accidental omission to give notice of changes to or suspension or termination of the Offer or the non-receipt of any such notice will not invalidate the change, suspension or termination.

10. **Difficulties, Anomalies and Disputes**

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

11. **Governing Law and Jurisdiction**

These Terms and Conditions are governed by the laws in force in South Australia. The parties irrevocably submit to the non-exclusive jurisdiction of the courts of South Australia and the South Australian division of the Federal Court of Australia, and the courts of appeal from them (**Courts**).

Any dispute arising out of, or in connection with these terms and conditions or the SPP offer will be determined by these Courts. Other terms, conditions, rights, and obligations are contained in the constitution of the Company.

12. **Inconsistency**

The Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

13. **Placement of shortfall**

The Company will seek to issue any shortfall in subscriptions under the Offer with sophisticated or professional investors, within its 15% share issue capacity under ASX Listing Rule 7.1. The Company may appoint a broker to assist with the placement of that shortfall.

14. **Privacy**

Chapter 2C of the Corporations Act requires information about Shareholders (including their name, address and details of the Shares they hold) (**Personal Information**) to be included in the public register of the entity in which they hold Shares. This information must continue to be included in the public register even if they cease to be a Shareholder.

The Company will use Personal Information to process the Application Form and update the records of the Company including dispatching Holding Statements to Eligible Shareholders. Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.



Record Date: 5.00pm (Sydney time) Friday, 19 March 2021**Open Date: Monday, 29 March 2021****Closing Date: 5.00pm (Sydney time) Friday, 16 April 2021****SPP Issue Price – \$0.12****NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES**

This is an important document which requires your immediate attention. It can only be used in relation to the shareholding represented by the details above. If you are in doubt as to how to deal with this document, please contact your financial or other professional adviser. Capitalised words used and not defined in this Application Form have the meaning given in the Share Purchase Plan Booklet dated Monday, 29 March 2021 (SPP Booklet) accompanying this Application Form.

A Offer Details

Eligible Shareholders may apply for SPP Shares in parcels valued at \$2,000, \$5,000, \$10,000 or \$15,000.

Before applying for SPP Shares you should read the SPP Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP is non-renounceable meaning that you cannot transfer your right to purchase SPP Shares to another person. Applications can only be accepted in the name printed on the Application Form.

If you are a custodian, trustee or nominee within the definition of "custodian" (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian**), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

If you do not wish to subscribe for SPP Shares under the SPP, there is no need to take any action.

B Parcel Size

Indicate the parcel size of SPP Shares you wish to apply for by marking one box only below:

A\$2,000.00

A\$5,000.00

A\$10,000.00

A\$15,000.00

C Payment Options

Payment may only be made by BPAY® or cheque and in Australian dollars. Cash will not be accepted. Custodians cannot make payment by BPAY®

Payment Option 1 - BPAY**Billers Code:****Customer Reference Number (CRN)****Telephone and Internet Banking - BPAY®**

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY® please contact your participating financial institution. If paying by BPAY® you will be deemed to have completed an Application Form for the value of SPP Shares the subject of your payment. You do not need to return this Application Form.
- Your payment must be received by the Registry by 5.00pm (Sydney time) on Friday, 16 April 2021
- Please ensure you pay the correct amount for the parcel size you wish to apply for. The number of SPP Shares issued to you will be rounded down to the nearest whole number after dividing the application monies by the Issue Price.
- You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount to wish to pay via BPAY® does not exceed your limit.

Payment Option 2 - Cheque

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque you must complete this Application Form and submit it together with your cheque.
- Only cheques in Australian dollars and drawn on an Australian branch of a financial institution will be accepted.
- Your cheque must be made payable to "Thomson Resources Ltd" and crossed "Not Negotiable".
- Please ensure that you submit the correct amount for the parcel size of SPP Shares you wish to apply for. If you provide a cheque for an amount that is not equal to any of the parcels, Thomson Resources may round down the dollar amount of SPP Shares that you are applying for to the next lowest parcel at its discretion.
- Make sure you send your completed Application Form and cheque allowing enough time for mail delivery so the Registry receives them no later than 5.00pm (Sydney time) on Friday, 16 April 2021.
- Please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- Thomson Resources reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (Sydney time) Friday, 16 April 2021.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone No.	Work telephone No.	Contact name

E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque to the Registry or by making a BPAY® payment, you:

- represent and warrant that you have read and understood the SPP Booklet (including the terms and conditions of the SPP) and this Application Form in their entirety and that you acknowledge the matters, and make the representations, warranties and certifications, in the SPP Booklet and Application Form, including as to your eligibility to participate in the SPP;
- represent and warrant that by making payment, you agree to be bound by the constitution of Thomson Resources Limited and that the submission of the payment constitutes an irrevocable offer by you to subscribe for SPP Shares on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
- represent and warrant that the aggregate of the application price paid for by you or on your behalf for:
 - the SPP Shares the subject of the application;
 - any other Shares applied for by you under the SPP or any similar arrangement in the 12 months before the application;
 - any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; or
 - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to a Custodian to apply for Shares on your behalf under an arrangement similar to the SPP,does not exceed \$30,000;
- acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. This Application Form may not be distributed or released in the United States. None of the SPP Shares offered under this SPP have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares to be offered and sold in this SPP may only be offered and sold to investors that are not in the United States and are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act;
- represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of SPP Shares under this SPP and under any applicable laws and regulations; and
- acknowledge that you may receive a lesser number of SPP Shares than the number of SPP Shares you apply for as Thomson Resources may scale back applications in its discretion, having regard to factors including the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for SPP Shares.

• **NO SIGNATURE IS REQUIRED ON THIS FORM**

THIS OFFER IS NON-RENOUNCEABLE

Application Forms and accompanying cheques must be received no later than 5.00pm (Sydney time) on Friday, 16 April 2021 at:

MAILING ADDRESS

Thomson Resources Ltd
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

HAND DELIVERY ADDRESS

Thomson Resources Ltd
C/- Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000

If you require information on how to complete this Application Form, please contact the Registry from 8.15am to 5.30pm (Sydney time) Monday to Friday on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) or consult your financial or other professional adviser. For all other questions, please contact your stockbroker, accountant or other professional adviser.

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate and submit both documents together with your cheque before your application will be considered. Custodians cannot make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) and +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected. Please refer to the SPP Booklet for further information in relation to applications by Custodians.