



Thomson Resources Ltd

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16 November 2015

This is an important document that requires your attention

Dear shareholder

Share Purchase Plan – Eligible Shareholders may purchase parcels of fully paid ordinary shares up to a value of A\$15,000

On behalf of Thomson Resources Ltd (“**Thomson**” or “**the Company**”), I am pleased to offer you the opportunity to increase your shareholding in Thomson through a Share Purchase Plan (the **SPP**).

As announced on 3 November 2015, Thomson recently completed a placement of fully paid ordinary shares at 5.0 cents per share to raise \$95,000 (**Equity Placement**).

The purpose of the Placement and SPP is to raise funds to progress drilling at the Company’s Bygoo tin project where outstanding drill results including **35m at 2.1% Sn, 10m at 2.0% Sn and 13m at 1.0% Sn** have been returned from shallow depths in recent drilling (detailed in Thomson’s quarterly report for September 2015). The new drilling will be targeted to establish the true width of these mineralised greisens and to extend the footprint of the mineralised zone. In addition it is proposed to test the Smith’s workings which occur 400m south of Thomson’s drilling at Bygoo North.

The Bygoo North tin prospect is located 7km north of the Ardlethan tin mine, south west NSW and is one of several prospects on Thomson Resources wholly owned Exploration Licence 8260. The Ardlethan Mine is the biggest known tin occurrence in NSW, and no significant exploration has occurred in the Ardlethan Tin Field since the mine closed in 1986. The drilling to date at Bygoo North has confirmed the discovery of a new, high grade tin greisen; this success at the first prospect to be explored augurs well for more discoveries in this well-endowed region.

The SPP provides shareholders with the opportunity to take up Thomson shares at the same issue price as the shares issued as the Equity Placement. Details of the Bygoo tin project are provided in the Company’s ASX announcements of 19 September 2015 and 20 October 2015, in the Company’s September 2015 Quarterly Activities Report and in a recent Company presentation released on 4 November 2015. These can be accessed on the Company website, www.thomsonresources.com.au.

The Share Purchase Plan

The amount that each Eligible Shareholder can apply for under the SPP is capped at A\$15,000.

The SPP is being offered to Australian and New Zealand Shareholders at A\$0.05 per new fully paid ordinary share (**New Shares**), being the issue price of fully paid ordinary shares under the Equity Placement (**Issue Price**).

The Issue Price represents a 0.62% discount to the volume weighted average price ("VWAP") of the Company's Shares on the Australian Securities Exchange ("ASX") during the 5 trading days immediately prior to the announcement date of the Offer (being 9 November 2015). The Issue Price also represents a 3.85% discount to the VWAP of the Shares on the ASX during the 10 trading days prior to the announcement date of the Offer.

The offer

The SPP is offered exclusively to all Eligible Shareholders, being registered holders as at 7pm (Sydney time) on Friday, 6 November 2015 (**Record Date**) with a registered address in Australia or New Zealand who meet certain other conditions as set out in the Terms and Conditions.

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of New Shares in Thomson valued at A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000. The SPP opens today and is expected to close at 5pm (Sydney time) on Monday, 7 December 2015.

Participation in the SPP is entirely voluntary. All New Shares issued under the SPP will rank equally with existing fully paid ordinary shares and will carry the same voting rights and entitlement to receive distributions. No brokerage costs apply to purchases under the SPP. The issue of New Shares is expected to occur on Friday, 11 December 2015

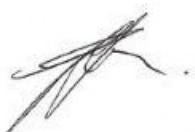
How to accept this offer

To apply for New Shares under the SPP, please follow the instructions in the accompanying Terms and Conditions and in the enclosed personalised Application Form.

This letter and its attachments set out the details and Terms and Conditions of the SPP. I encourage you to read the enclosed material and seek your own financial advice in relation to the SPP, before you decide whether to participate.

On behalf of the Board, I invite you to consider participation in the SPP.

Yours sincerely



Lindsay Gilligan PSM
Chairman

Key Dates*

Date	Event	
7:00pm (AEDST), Friday, 6 November 2015	Record Date	The date on which Thomson determines Eligible Shareholders
Monday, 16 November 2015	Opening Date	SPP opens
5pm on Monday, 7 December 2015	Closing Date	SPP closes. Applications must be received by 5pm (Sydney time)
Friday, 11 December 2015	Allotment Date	New Shares will be issued on this date

* The above dates are indicative only. Thomson has the discretion to alter Key Dates at any time without prior notice, subject to regulatory requirements.

Further assistance

If you have any questions in relation to the SPP please call your broker, accountant or professional adviser. If you require information on how to complete the Application Form please contact the Thomson Shareholder Information line on 1300 737 760.

Foreign Jurisdictions

The SPP does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any U.S. Person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the US Securities Act)). The SPP has been prepared for publication in Australia and New Zealand only and may not be released elsewhere.

TERMS AND CONDITIONS

IMPORTANT NOTICE: The offer to purchase New Shares under this Share Purchase Plan (*SPP*) is not a recommendation to purchase shares in Thomson. If you are in any doubt about whether or not, or the extent that, you should participate in this *SPP*, you should obtain professional financial and/or taxation advice to assist you (taking into account your own financial situation, needs and objectives). Nothing in these Terms and Conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the *SPP*.

If you apply to participate in the SPP by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of shares in Thomson may change between the Opening Date, the date on which you send in an Application Form or make a BPAY® payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy shares in Thomson at a lower price than the Issue Price.

Set out below are the terms and conditions of the Thomson Resources Ltd Share Purchase Plan which are binding on any Shareholder completing a Share Purchase Plan Application Form or applying via BPAY. The Application Form forms part of this document.

Capitalised terms used in these Terms and Conditions are both defined in the body of these Terms and Conditions as well as in clause 16.

1. The SPP

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- (a) The SPP is an invitation to Eligible Shareholders by Thomson Resources Ltd (**Thomson**) to subscribe for fully paid ordinary shares in Thomson (**Thomson Shares**) at the Issue Price (see clause 5 below) per New Share.
 - (b) The minimum application amount under the SPP is A\$2,500. All applications must be in increments of A\$2,500.
 - (c) The amount an Eligible Shareholder can apply for will be restricted to a cumulative total of A\$15,000.
 - (d) The SPP is conducted in accordance with the Corporations Act, ASIC Class Order CO 09/425 and the ASX Listing Rules.
 - (e) You are not obliged to accept or otherwise participate in the SPP. **Participation in the SPP is optional.**
 - (f) The SPP is made to each Eligible Shareholder on the same terms and conditions.
 - (g) The offer under the SPP is non-renounceable, which means you may not transfer your right to apply for New Shares under the SPP to anyone else.
 - (h) The offer of New Shares under the SPP will not be underwritten,

2. Opening and Closing Date of the SPP

The SPP opens on 16 November 2015 and is scheduled to close at 5.00pm (Sydney time) on 7 December 2015. Thomson reserves the right to change the closing date of the SPP. No late applications will be accepted.

3. Eligible Shareholders

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- (a) You are eligible to participate in the SPP (**Eligible Shareholder**) if you were a registered holder of fully paid ordinary shares in Thomson at 7.00pm (Sydney time) on 6 November 2015 (**Record Date**) whose address in the security register of Thomson is in Australia or New Zealand, unless:

- (i) you hold Thomson Shares on behalf of another person who resides outside Australia or New Zealand and do not hold Thomson Shares in any other capacity;
 - (ii) you are in the United States or you are a U.S. Person, or acting for the account or benefit of a U.S. Person; or
 - (iii) you are ineligible to participate in the SPP because of the aggregate limit explained in clause 4 below.
- (b) **(Single Holders)** If you are the only registered holder of Thomson Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares up to the value of A\$15,000.
- (c) **(Joint Holders)** If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP and, subject to the conditions of eligibility set out in this clause (a), the joint holders are entitled to participate in the SPP in respect of that single holding only. The certification under clause (a) by one joint holder will be effective in respect of the other joint holder(s). If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for New Shares up to a maximum of A\$15,000.
- (d) **(Custodians, Trustees and Nominees)** If you are a custodian within the definition of 'custodian' in ASIC Class Order CO 09/425 and you are a registered holder of Thomson Shares on behalf of another person (**Beneficiary**) and you apply to acquire New Shares on behalf of the Beneficiary, you must certify in writing to Thomson a number of matters relating to such beneficiaries (**Custodian Certificate**).
 If you are a custodian please contact the Security Registry to obtain the form of Custodian Certificate that you are required to submit.
 If you are a custodian and you hold shares or interests jointly on behalf of two or more persons, the \$15,000 limit applies jointly in relation to those persons as if you hold the shares or interests on behalf of a single person.
 If you hold Thomson Shares as a trustee or nominee for another person, but are not a 'custodian' as defined above, you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply. Nominees and other registered holders of Thomson Shares that are acting on behalf of a person in the United States must not (i) send this document or any other document relating to the SPP to any person in the United States or (ii) purport to exercise rights under this offer on behalf of a person in the United States.
- (e) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

4. How much can you invest?

The minimum application amount under the SPP is A\$2,500. All applications must be in increments of A\$2,500. Applications under the SPP may only be made for the following amounts:

- A\$2,500;
- A\$5,000;
- A\$7,500;
- A\$10,000;
- A\$12,500; and
- A\$15,000.

The offer under the SPP needs to comply with the limit in ASIC Class Order CO 09/425. Under that class order, Eligible Shareholders may only acquire a maximum of A\$15,000 worth of Thomson Shares under a security purchase plan in any 12 month period. This means that Eligible Shareholders are not permitted to acquire more than A\$15,000 worth of Thomson Shares in aggregate, even if you receive more than one Application Form or hold Thomson Shares in more than one capacity, e.g. if you are both a sole and joint holder of Thomson Shares (**Aggregate SPP Participation**).

5. Issue Price of New Shares under the SPP

- (a) The price per New Shares on offer under the SPP (**Issue Price**) will be A\$0.05, being the price per share set for the placement of Thomson Shares announced on Tuesday, 3 November 2015 (**Equity Placement**).
- (b) The current Thomson Share price can be obtained from the ASX website at www.asx.com.au (ASX code: TMZ) and is listed in the financial and business section of major daily newspapers circulated in Australia.
- (c) The Issue Price represents a 0.62% discount to the volume weighted average price ("VWAP") of the Company's Shares on the Australian Securities Exchange ("ASX") during the 5 trading days immediately prior to the announcement date of the Offer (being 9 November 2015). The Issue Price also represents a 3.85% discount to the VWAP of the Shares on the ASX during the 10 trading days prior to the announcement date of the Offer.
- (d) You agree to pay the Issue Price for each New Share.
- (e) You acknowledge that the market price of New Shares may rise or fall between the date of this SPP and the date that New Shares are allotted to you under the SPP (**Allotment Date**) and that the effect of this is that the Issue Price you pay for the New Shares may exceed the market price of Thomson Shares on the Allotment Date.

6. Applying for New Shares

- (a) Eligible Shareholders may apply to purchase a parcel of New Shares above a minimum of A\$2,500 and only in increments of A\$2,500, up to a maximum of A\$15,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the SPP Application Form (**Application Form**) and:
 - (i) make payment by BPAY® equivalent to the value of the parcel of New Shares you wish to apply for, using the information provided on the application form; **or**
 - (ii) complete the Application Form and provide a cheque or money order made payable to "Thomson Resources Ltd SPP Account",

so that it is received by the Security Registry by 5.00pm (Sydney time) on the Closing Date. Payments must be denominated in Australian dollars.

- (b) If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. Subject to clause (c), Thomson will divide the parcel value you select by the Issue Price in order to determine the number of New Shares for which you have applied (rounded down to the nearest whole number of New Shares). Any balance of monies sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than A\$2.00 (or an amount advised by Thomson).
- (c) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Thomson Shares in more than one capacity) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than A\$15,000.
- (d) Thomson may accept or reject your application for New Shares, either in whole or in part, at its absolute discretion. For example, Thomson may reject your application in any of the following circumstances (among others):
 - (i) it appears that you are applying to purchase a number of New Shares that will mean that your Aggregate SPP Participation will exceed A\$15,000;
 - (ii) the application is for less than \$A2,500 worth of New Shares;
 - (iii) your Application Form is incorrectly completed, incomplete or otherwise determined by Thomson to be invalid;
 - (iv) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New Shares for which you have applied;
 - (v) your Application Form or BPAY[®] payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be refunded to you; or
 - (vi) Thomson believes you are not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission (**ASIC**) or ASX requirements).

7. Risk

Subscription for New Shares under the SPP is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New Shares and when the New Shares are issued to you, the price at which Thomson Shares are traded on the ASX may be less than the Issue Price payable under this SPP.

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of Thomson, previous disclosures made by Thomson to the ASX (including disclosure regarding the risks of making an investment in Thomson) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP.

8. Timetable

(a) Subject to clause (b):

(Record Date) the record date for the offer is 7.00pm (Sydney time) on 6 November 2015;

(Opening Date) the offer opens on 16 November 2015

(Closing Date) the offer closes at 5.00pm (Sydney time) on 7 December 2015

(SPP Results Announcement) the number of New Shares to be issued will be announced to the ASX shortly after the Closing Date;

(Allotment Date) Thomson proposes to allot the New Shares on 11 December 2015;

(Despatch Date) the date on which transaction confirmations are sent to securityholders and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is dispatched, is expected to be 14 December 2015; and

(Trading Date) the New Shares are expected to commence trading on 16 December 2015

(b) Thomson may vary any of the above dates in clause (a) at its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with ASX.

9. Effect of Making an Application

- (i) If you submit a BPAY® payment or complete and return an Application Form together with a cheque or money order:
- (i) you acknowledge that you are an Eligible Shareholder;
 - (ii) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP or these Terms and Conditions;
 - (iii) you acknowledge your application is irrevocable, unconditional and cannot be withdrawn once returned;
 - (iv) you certify that the total of the application price for the following does not exceed A\$15,000:
 - (A) New Shares under the SPP the subject of your application;
 - (B) any other New Shares or interests under the SPP or any Thomson Shares or interests in the class of shares issued that you acquired under any similar arrangement in the 12 months before the date of your application;
 - (C) any other New Shares or interests in the class of shares issued which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (D) any other Thomson Shares or interests in the class of shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application as a result of an instruction given by you to the

- custodian or another custodian and which resulted in you holding beneficial interests in the shares or interests in the class,
even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (v) if you are a custodian, you make additional representations that you either:
- (A) hold an Australian financial services licence that:
 - (1) covers the provision of a custodial or depository service (as defined by section 766E of the *Corporations Act 2001* (Cth) (**Corporations Act**)); or
 - (2) includes a condition requiring you to comply with the requirements of ASIC Class Order CO 02/294; or
 - (B) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
 - (1) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (Cth) (**Regulations**);
 - (2) paragraph 7.6.01(1)(na) of the Regulations;
 - (3) ASIC Class Order CO 05/1270 to the extent that it relates to ASIC Class Order CO 03/184;
 - (4) ASIC Class Orders CO 03/1099, CO 03/1100, CO 03/1101, CO 3/1102, CO 04/829 or CO 04/1313;
 - (5) an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in clause 0 above; or
 - (6) paragraph 911A(2)(h) of the Corporations Act; or
 - (C) are otherwise a custodian as defined in Class Order CO 09/425, and that you have provided a Custodian Certificate to Thomson;
- (vi) you authorise Thomson to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail;
- (vii) you acknowledge that Thomson may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (viii) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Thomson security register;
- (ix) you are responsible for any dishonour fees or other costs Thomson may incur in presenting a cheque for payment that is dishonoured;
- (x) you acknowledge that no interest will be paid on any application monies paid in connection with this SPP and that are held pending the allotment of the New Shares or subsequently refunded to you for any reason;
- (xi) you acknowledge that you have not been provided with investment advice or financial product advice by Thomson or the Security Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP;

- (xii) you acknowledge that Thomson is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (xiii) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities law of any other jurisdiction outside Australia and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (xiv) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (xv) you agree not to send any materials relating to the Offer to any person in the United States or to any person who is acting for the account or benefit of a US Person; and
- (xvi) if you are a Custodian, you make additional representations that you meet the definition of “custodian” in the Class Order and have provided a Custodian Certificate to Thomson.

10. Waiver, Amendment, Suspension and Withdrawal

Thomson may, at its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend or withdraw the offer made under this SPP at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where Thomson does not give notice of the event. However, the rights of any Eligible Shareholder in connection with any New Shares that have been duly issued and allotted to that person prior to the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence.

Thomson is not liable for any loss, cost, expense, liability or damage arising out of exercise of any of its discretions under these Terms and Conditions.

If you have any questions in respect of the SPP, please contact the Thomson Shareholder Information line on 1300 737 760.

11. Rights Attaching

The rights and obligations of the New Shares are contained in the Thomson Constitution. The New Shares will be issued on the same terms as all other Thomson Shares and Thomson will apply for the New Shares proposed to be issued under the SPP to be quoted on the ASX. If the New Shares are not quoted on the ASX, the New Shares will not be issued and all application monies will be refunded.

12. Costs of Participation

No brokerage costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP.

13. Privacy

By receiving completed Application Forms, Thomson collects personal information about Shareholders. Thomson will use this information for the purposes of processing the Application Form and updating the records of Thomson. To the extent restricted by law, Thomson will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them held by Thomson.

14. Dispute Resolution

Thomson may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP. The decision of Thomson will be conclusive and binding on all participants and other persons to whom the determination relates. Thomson's rights may be exercised by the Board or any delegate of the Board.

15. Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Shares, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

16. Definitions

Aggregate SPP Participation has the meaning set out in clause 4.

Allotment Date means the date upon which New Shares will be allotted under the SPP.

Application Form means the SPP Application Form, a copy of which is enclosed with this document.

ASX means ASX Limited and the prescribed market known as the Australian Securities Exchange.

Beneficiary means a person on whose behalf a custodian within the meaning of ASIC Class Order CO 09/425 holds registered Thomson Shares.

Board means the board of directors of Thomson.

Closing Date means 5.00pm (Sydney time) on 7 December 2015

Corporations Act means *Corporations Act 2001* (Cth).

Custodian Certificate means the certificate to be provided by custodians within the meaning of ASIC Class Order CO 09/425.

Eligible Shareholder means a Shareholder eligible to participate in the SPP in accordance with clause 3.

Equity Placement means the placement of Thomson Shares to investors as announced to the ASX on 3 November 2015.

Issue Price means \$0.05 per New Share.

Thomson means Thomson Resources Ltd (ACN 138 358 728).

Thomson Constitution means the constitution of Thomson.

Thomson Share means a fully paid ordinary share in Thomson.

New Shares means a fully paid ordinary share issued in accordance with this SPP.

Opening Date means 16 November 2015.

Record Date means 7.00pm (Sydney time) on 6 November 2015.

Regulations means the *Corporations Regulations 2001* (Cth).

Shareholder means the registered holder of a Thomson Share.

Security Registry means Boardroom Pty Limited.

SPP means this Security Purchase Plan.

U.S. Person means "U.S. person" as defined in Rule 902(k) under the U.S. Securities Act.

US Securities Act means the United States Securities Act of 1933, as amended.

Record Date: 6 November 2015

Close Date: 5.00pm 7 December 2015

Issue Price: 5 cents per share

A Offer Choice

Indicate your choice below by marking one box only

- | | | | |
|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <input type="checkbox"/> Offer A
A\$2,500 (50,000
New Shares) | <input type="checkbox"/> Offer B
A\$5,000 (100,000
New Shares) | <input type="checkbox"/> Offer C
A\$7,500 (150,000
New Shares) | <input type="checkbox"/> Offer D
A\$10,000 (200,000
New Shares) |
| <input type="checkbox"/> Offer E
A\$12,500 (250,000
New Shares) | <input type="checkbox"/> Offer F
A\$15,000 (300,000
New Shares) | | |

B Payment Details

Payment may only be made by BPAY or cheque (or bank draft) and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY.

Payment Option 1 - BPAY



Biller Code:

Ref:

Telephone & Internet Banking - BPAY®

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

More info: www.bpay.com.au

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- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received divided by the Issue Price will be deemed to be the total number of New Shares you are applying for. If your BPAY payment is:
 - less than A\$2,500, Thomson Resources Ltd will not issue any New Shares to you and will refund your application money to you;
 - greater than A\$15,000, subject to scale back, Thomson Resources Ltd will issue to you the number of New Shares that would have been issued to you had you applied for the highest designated amount and will refund the excess application money to you; or
 - between A\$2,500 and A\$15,000 and is not one of the designated amounts, subject to scale back, Thomson Resources Ltd will issue you the number of New Shares that would have been issued to you had you applied for the highest designated amount that is less than the amount of your BPAY payment, and will refund the excess application money.

Payment Option 2 - Cheque

Record cheque details below

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

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Thomson Resources Ltd SPP A/C" and crossed 'Not Negotiable'.
- Please ensure that you submit the correct amount. Incorrect payments may result in your Application being rejected.
- If paying by cheque, you must complete this Application Form and submit it together with your cheque before your Application will be accepted.

C Contact Details

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

Home telephone number	Work telephone number	Contact name

D Applicant's Certification and Acknowledgements

By lodging this Application Form with your cheque (or bank draft) or making a BPAY payment, you certify that the total application price for the following does not exceed A\$15,000:

- the New Shares the subject of your Application;
- any other New Shares applied for by you under the SPP;
- any other New Shares issued to you under a similar arrangement in the 12 months before my/our Application;
- any other New Shares you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other New Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before your Application as a result of an instruction given by you to the Custodian or another Custodian and which resulted in my/our holding beneficial interests in the New Shares.

You also acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the SPP. Thomson Resources Ltd may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of Thomson Resources Ltd will be conclusive and binding on all persons to whom the determination relates. Thomson Resources Ltd reserves the right to waive compliance with any provision of the SPP's terms and conditions. The Directors reserve the right to withdraw the offer of New Shares under the SPP, or reduce the amount of SPP Shares that may be subscribed for under the SPP in any manner, at any time prior to the issue date. Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

Unless otherwise defined, capitalised terms in this Application Form have the meanings given to them in the SPP booklet.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and cheques must be received no later than 5.00 pm (Sydney time) on Monday, 7 December 2015 at:

MAILING ADDRESS
Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS
Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.

E Information for Custodians

If you are a Custodian as defined in ASIC Class Order CO 09/425, you must complete this Application Form and a Custodian Certificate (which must be requested from the Company's share registrar) and submit both documents together with your cheque before your Application will be accepted. If you have not received a copy, or require an additional copy, of the Custodian Certificate, please contact Boardroom Pty Limited on +61 (0)2 9290 9600. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.