



**Mithril Resources Limited
ACN 099 883 922**

Notice of General Meeting

A general meeting of the Company will be held as follows:

Time and date: 11:00am (AEST) on Monday 2 September 2024

Location: Karstens Melbourne, Level 8, 123 Queen Street Melbourne VIC 3000

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 9088 2049.

Shareholders are urged to vote by lodging the Proxy Form

**Mithril Resources Limited
ACN 099 883 922
(Company)**

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Mithril Resources Limited (**Company**) will be held at Karstens Melbourne, Level 8, 123 Queen Street, Melbourne, VIC, 3000 on Monday 2 September 2024 at 11:00am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are included as part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7pm on the date 48 hours before the date of the Meeting.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Placement Shares issued under Listing Rule 7.1

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

‘That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 9,542,378 Placement Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 2 – Ratification of issue of Placement Shares issued under Listing Rule 7.1A

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

‘That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 8,457,622 Placement Shares issued under Listing Rule 7.1A, on the terms and conditions in the Explanatory Memorandum.’

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 3 - Approval to issue Placement Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

'That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 18,000,000 Placement Options, on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 4 – Approval to issue Director Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 500,000 Director Placement Shares to John Skeet or his nominees on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 5 – Approval to issue Director Placement Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 500,000 Director Placement Options to John Skeet or his nominees on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

Resolution 6 – Approval of Change of Company Name

To consider and, if thought fit, to pass, as a special resolution, the following:

'That, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the Company's name to be changed from Mithril Resources Limited to "Mithril Silver and Gold Limited".'

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of issue of Placement Shares issued pursuant to Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 2 – Ratification of issue of Placement Shares issued pursuant to Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 3 - Approval to issue Placement Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement Participants) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Director Placement Shares	John Skeet (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue Director Placement Options	John Skeet (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Justyn Stedwell
Company Secretary
Mithril Resources Limited
Dated: 31 July 2024

Mithril Resources Limited
ACN 099 883 922
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Karstens Melbourne, Level 8, 123 Queen Street, Melbourne, VIC, 3000 on Monday 2 September 2024 at 11:00am (AEST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is made available at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the Chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting

Your proxy voting instruction must be received by 11am (AEST) on 31 August 2024, being not later than 48 hours before the commencement of the Meeting.

2.4 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions

must be submitted by emailing the Company Secretary at justyn@stedwell.com.au by 31 August 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2.6 Notice of members' rights

Shareholders have the right to elect to:

- (a) be sent certain documents in physical form;
- (b) be sent certain documents in electronic form;
- (c) not be sent certain documents at all.

Shareholders can make an election and/or request via the Company's share registry, Computershare Investor Services.

3. Background to the Placement

3.1 Placement

On 26 June 2024, the Company announced a capital raising to raise \$3,700,000 (before costs) through the issue of 18,500,000 Shares at an issue price of \$0.20 per Share (**Placement Shares**), with 1 free attaching unlisted Option for every 1 Placement Share subscribed for and issued, exercisable at \$0.30 each and expiring 2 years from the date of issue (**Placement Options**) (**Placement**).

The Placement is being undertaken in the following tranches:

- (a) 9,542,378 Placement Shares issued to unrelated parties on 4 July (7,042,378 Shares) and 12 July 2024 (2,500,000 Shares) using the Company's available placement capacity under Listing Rule 7.1, the subject of Resolution 1;
- (b) 8,457,622 Placement Shares issued to unrelated parties on 4 July 2024 using the Company's available placement capacity under Listing Rule 7.1A, the subject of Resolution 2;
- (c) 18,000,000 Placement Options to be issued to unrelated parties subject to Shareholders approving Resolution 3 (**Placement Options**); and
- (d) 500,000 Placement Shares (**Director Placement Shares**) and 500,000 Placement Options (**Director Placement Options**) to be issued to Director John Skeet or his nominees (**Director Placement Securities**) subject to Shareholders approving Resolutions 4 and 5.

The Company engaged Pac Partners Securities Pty Ltd and Arlington Group Asset Management (**Lead Managers**) as lead managers and brokers to the Placement. The Lead

Managers received a cash fee of 6% of funds raised under the Placement.

4. Resolutions 1 and 2 – Ratification of issue of Placement Shares

4.1 General

The background of the Placement and the Placement Shares is set out in Section 3.1 above.

Resolution 1 seeks the approval of Shareholders to ratify the issue of 9,542,378 Placement Shares issued pursuant to Listing Rule 7.1.

Resolutions 2 seeks the approval of Shareholders to ratify the issue of 8,457,622 Placement Shares issued pursuant to Listing Rule 7.1A.

4.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. At the Company's Annual General Meeting held on 22 April 2024 the Company sought and obtained approval of its Shareholders under ASX Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 or 7.1A and, as it has not yet been approved by Shareholders, effectively uses up the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 or 7.1A.

The effect of Shareholders passing of Resolutions 1 and 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% and 10% placement capacity set out in Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 9,542,378 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, 9,542,378 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 9,542,378 Equity Securities for the 12-month period following the

issue of those Placement Shares.

If Resolution 2 is passed, 8,457,622 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, 8,457,622 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,457,622 Equity Securities for the 12-month period following the issue of those Placement Shares.

The Company confirms that Listing Rule 7.1 or 7.1A was not breached at the time the Placement Shares were issued.

4.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation Resolutions 1 and 2:

- (a) The Placement Shares were issued to new and existing investors, including sophisticated and professional investors (**Placement Participants**), none of whom is a related party of the Company or a Material Investor, other than Jupiter Investment Management Ltd who is a substantial shareholder holding 9.99% of the Company's shares post the Placement subscribing for 10,000,000 Shares from the Placement. The Placement Participants were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Managers.
- (b) A total of 9,542,378 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 1). A total of 8,457,622 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 2).
- (c) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 4 July 2024 (15,500,000 Shares) and 12 July 2024 (2,500,000 Shares) at an issue price of \$0.20 each. The Company has not and will not receive any other consideration for the issue of the Placement Shares.
- (e) The proceeds from the issue of the Placement Shares have been and are intended to continue to be used towards:
 - (i) exploration and drilling activities;
 - (ii) general working capital; and
 - (iii) costs of the Placement.

- (f) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

4.4 **Additional information**

Resolutions 1 and 2 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

5. **Resolution 3 – Approval to issue Placement Options**

5.1 **Background**

The background of the Placement and Placement Options is set out in Section 3.1 above.

Resolution 3 seeks the approval of Shareholders pursuant to and in accordance with Listing Rule 7.1 to issue the Placement Options.

5.2 **Listing Rule 7.1**

A summary of Listing Rules 7.1 is in Section 4.2 above.

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing of Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Company can proceed to issue the Placement Options without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the 18,000,000 Placement Options. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the 18,000,000 Placement Options. Accordingly, the Company will not be able to proceed with the issue if Resolution 3 is not passed unless it has sufficient placement capacity following the Meeting.

5.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) The Placement Options will be issued to the Placement Participants (refer to Section 4.3(a) above for further details of the Placement Participants).
- (b) A maximum of 18,000,000 Placement Options will be issued to the Placement Participants.

- (c) The Placement Options are exercisable at \$0.30 each and expire 2 years from the date of issue are otherwise subject to the terms and conditions set out in Schedule 2.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Placement Options are being issued as free attaching Options to the Placement Shares. Accordingly, nil additional cash consideration will be payable by the Placement Participants.
- (f) A summary of the intended use of funds raised from the Placement is in Section 4.3(e) above. No additional funds will be raised by the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used towards exploration and drilling activities and general working capital purposes.
- (g) There are no other material terms to the proposed issue of the Placement Options.
- (h) A voting exclusion statement is included in the Notice.

5.4 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

6. **Resolutions 4 and 5 - Approval to issue Director Placement Shares and Approval to issue Director Placement Options**

6.1 **General**

The background to the Placement is in Section 3.1 above.

Director, John Skeet, wishes to participate in the Placement to the extent of subscribing for 500,000 Director Placement Shares (approval of which is sought under Resolution 4) and 500,000 Director Placement Options (approval of which is sought under Resolution 5) to raise \$100,000 (before costs).

Resolutions 4 and 5 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to John Skeet (or his nominees).

6.2 **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the

board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

John Skeet is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Securities to John Skeet (or his nominee) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 and 5 will be to allow the Company to issue the Director Placement Securities, raising \$100,000 (before costs).

Resolutions 4 and 5 must both be passed for the Director Placement Securities to be issued. If either Resolution is not passed the Company will not be able to proceed with the issue of Director Placement Securities and will not receive the additional \$100,000 (before costs) committed by John Skeet.

6.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Securities will be issued to John Skeet (or his nominees).
- (b) John Skeet falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company.
- (c) A maximum of 500,000 Director Placement Shares (approval of which is sought under Resolution 4) and 500,000 Director Placement Options (approval of which is sought under Resolution 5) will be issued to John Skeet (or his nominees).
- (d) The Director Placement Shares (approval of which is sought under Resolution 4) will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Options (approval of which is sought under Resolution 5) will be exercisable at \$0.30 each and will expire on 2 years from the date of issue. The Director Placement Options are subject to the terms and conditions in Schedule 2.
- (f) The Director Placement Securities will be issued within one month after the date of the Meeting.

- (g) The Director Placement Shares (approval of which is sought under Resolution 4) will be issued at an issue price of \$0.20 each, being the same issue price as other Placement Shares and will raise \$100,000 (before costs).
- (h) The Director Placement Options (approval of which is sought under Resolution 5) are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares (approval of which is sought under Resolution 4). Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used towards drilling and exploration activities and general working capital purposes.
- (i) A summary of the intended use of funds raised from the Placement is in Section 4.3(e) above. No additional funds will be raised by the issue of the Director Placement Options.
- (j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise John Skeet.
- (k) There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- (l) A voting exclusion statement is included in the Notice.

6.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to a related party of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

6.5 Additional information

Resolution 4 and 5 are ordinary resolutions.

The Board, with John Skeet abstaining from making any recommendation, recommends that shareholders vote in favour of Resolutions 4 and 5.

7. **Resolution 6 – Change of Company Name**

7.1 **Change of Name**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 6 seeks the approval of Shareholders for the Company to change its name from Mithril Resources Limited to “Mithril Silver and Gold Limited” to reflect the Company’s main focus on silver and gold exploration.

7.2 **Additional Information**

Resolution 6 is a special resolution and must be passed by at least 75% of the votes cast on the resolution by shareholders entitled to vote on it.

Subject to the passing of resolution 6, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. The change of name of the Company will take effect from when ASIC alters the details of the Company’s registration.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
AEST	means Australian Eastern Standard Time
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Mithril Resources Limited (ACN 099 883 922).
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Director Placement Options	has the meaning given in Section 3.1.
Director Placement Securities	has the meaning given in Section 3.1.
Director Placement Shares	has the meaning given in Section 3.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Lead Managers	means Pac Partners Securities Pty Ltd and Arlington Group Asset Management.
Listing Rules	means the listing rules of ASX.
Material Investor	means in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or

(e) an associate of the above,

and they are being issued more than 1% of the Company's issued capital at the time of issue.

Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Placement	has the meaning given in Section 3.1.
Placement Options	has the meaning given in Section 3.1.
Placement Participants	has the meaning given in Section 4.3(a).
Placement Shares	has the meaning given in Section 3.1.
Proxy Form	means the proxy form made available with this Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

Schedule 2 Terms and Conditions of Placement Options

The Placement Options and Director Placement Options (Options) will be issued on the following terms and conditions:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Option.
2. **(Expiry Date):** Each Option will expire at 5:00pm (EST) on the date that is two years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
3. **(Exercise Price):** The Options are exercisable at \$0.30 each (**Exercise Price**).
4. **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options):** the Company will not apply for quotation of the Options on any securities exchange.
6. **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
Any Notice of Exercise of a Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 9:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
8. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
9. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- 10. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- 11. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- 12. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
- 13. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
- 14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
- 15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
- 16. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
- 17. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's Constitution.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

MTH

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

Mithril Resources Ltd General Meeting

The Mithril Resources Ltd General Meeting will be held on Monday, 2 September 2024 at 11:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEST) Saturday, 31 August 2024.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:

Karstens Melbourne, Level 8, 123 Queen Street, Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



MITHRIL
RESOURCES

ACN 099 883 922

MTH

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Saturday, 31 August 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Mithril Resources Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Mithril Resources Ltd to be held at Karstens Melbourne, Level 8, 123 Queen Street, Melbourne VIC 3000 on Monday, 2 September 2024 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of issue of Placement Shares issued under Listing Rule 7.1	☐	☐	☐
2 Ratification of issue of Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
3 Approval to issue Placement Options	☐	☐	☐
4 Approval to issue Director Placement Shares	☐	☐	☐
5 Approval to issue Director Placement Options	☐	☐	☐
6 Approval of Change of Company Name	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

