

JUNE 2023 QUARTERLY REPORT

Highlights

Highlights for the June 2023 Quarter

- On 26th May 2023, Mithril announced it had entered into a binding scheme implementation deed (SID) under which Newrange Gold Corporation (Newrange) will, subject to the satisfaction of various conditions, acquire 100% of the issued capital of Mithril resulting in Newrange remaining as the TSX Venture Exchange (TSXV) listed holding company (the Merger) to create a **new Americas-focused exploration & development company**.
- The Merger will be classified as a Reverse Take Over (RTO) under the rules of the TSXV and, if the Merger is completed, the resulting issuer will be a Tier 2 mining issuer.
- Newrange is an exploration company listed on the TSXV with a current focus on two highly prospective gold projects in the Red Lake Mining Division of Northwestern Ontario, Canada.

The Scheme Consideration is:

- 18.08 Newrange shares for every 1,000 Mithril shares held as at the Record Date for a total of 60,907,985 Newrange common shares at a deemed price of C\$0.18 per share; and
- 18.08 Newrange warrants for every 1,000 Mithril options held as at the Record Date for a total of 3,164,000 Newrange warrants exercisable at C\$0.77 and 3,874,286 Newrange warrants exercisable at C\$0.36,

implying a fully diluted equity value for Mithril of ~A\$11.8 million.¹

- The Merger will be effected by way of a Share Scheme and an Option Scheme (together, the Schemes).
- The Schemes continue to be unanimously recommended by the Mithril Board of Directors in the absence of a superior proposal and subject to the Independent Expert opining that the Schemes are in the best interests of Mithril shareholders and Mithril Optionholders (together, the Mithril Securityholders). The Schemes are also unanimously recommended by the Newrange Board of Directors.
- The SID contains various standard "no shop", "no talk", "notification" and "matching rights" provisions, with a break fee payable in certain circumstances.
- The Schemes are conditional on each other and are also subject to various conditions including approval by Mithril Securityholders at the Scheme Meetings proposed to be held early October 2023, and approval by Newrange shareholders at a meeting proposed to be held early October 2023.

Steps for the proposed merger are progressing with announcements relating to key milestones to follow in due course.

Copalquin Project, Mexico

- The dry season months from January to June allow field work to progress, which includes mapping and soil sampling for target generation. Additional areas west of the high-grade El Refugio resource and south at San Manuel have been progressed further developing the targets across the Copalquin gold-silver mining district.
- Steps to develop road vehicle access to the Copalquin District progressed throughout the quarter in cooperation with the local communities and municipality.

¹ Based on 3,368,804,470 fully paid, ordinary shares at a value of A\$0.0035 per share and 389,285,714 Mithril options.

DIRECTORS

John Skeet – Managing Director & CEO
Garry Thomas – Non-Executive Director
Stephen Layton – Non-Executive Director
Claire Newstead-Sinclair – Company Secretary

MITHRIL RESOURCES LIMITED

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- Using all drilling and exploration data to date, drill plans have progressed with the objectives to increase resource confidence, expansion along strike of the El Refugio resource and progress the multiple district targets at Copalquin.
- Mr Ricardo Rodriguez, has been appointed Project Manager – Copalquin. Ricardo is a highly experienced geologist and a Member of AusIMM with 20 years experience working across Mexico including the initial two years of exploration work at Copalquin (2017-2019) prior to Mithril's acquisition of Sun Minerals in 2020.

Cash

- At end of the June 2023 quarter, the Company has total cash of A\$0.569M cash.
- The company has received positive advice regarding two Mexican VAT claims from 2020 that were initially rejected by the Mexican tax authority. These claims will result in further VAT refunds of approximately A\$0.30m due for receipt in the September 2023 quarter.

Mithril Resources Ltd (ASX: MTH) (**Mithril** or the **Company**) is pleased to provide a quarterly update for the period ending 30 June 2023. On 26 May 2023, the Company announced that it had entered into a Scheme Implementation Deed (SID) with Newrange Gold Corp. (TSXV: NRG) (**Newrange Gold**). [*\(Mithril enters Scheme of Arrangement with TSXV Newrange Gold\)*](#)

TRANSACTION SUMMARY

Mithril and Newrange have executed a binding Scheme Implementation Deed (**SID**) pursuant to which Newrange will, subject to the Schemes, acquire 100% of the issued capital of Mithril.

If the Schemes are implemented, Mithril Securityholders on the Record Date will receive:

- in the case of Mithril Shareholders, 18.08 Newrange shares for every 1,000 Mithril shares held as at the Record Date for a total of 60,907,985 Newrange common shares at a deemed price of C\$0.18 per share; and
- in the case of Mithril Optionholders, 18.08 Newrange warrants for every 1,000 Mithril options held as at the Record Date for a total of 3,164,000 Newrange warrants exercisable at C\$0.77 and 3,874,286 Newrange warrants exercisable at C\$0.36,

implying a fully diluted equity value for Mithril of ~A\$11.8 million.²

Mithril understands that the Schemes, if they proceed, will be classified as a reverse takeover of Newrange Gold, under the rules of the TSXV.

If the Schemes are implemented, it is anticipated that:

- Mr. John Skeet will join the Newrange board and assume the role of President & CEO;
- Mr. Robert Archer (current director of Newrange) will become Executive Chairman of Newrange;
- Mr. Ron Schmitz and Mr. Colin Jones (current directors of Newrange) will remain on the board of Newrange;
- Mr. Stephen Layton and Mr. Garry Thomas will join the Newrange board; and
- David Cross will remain as CFO and Company Secretary of Newrange.

A summary of the qualifications and experience of the proposed Newrange board members is set out in Mithril's initial announcement in relation to the Schemes released on 7 March 2023 at [*Non-binding term sheet for merger with TSXV Newrange Gold.*](#)

² Based on 3,368,804,470 fully paid, ordinary shares at a value of A\$0.0035 per share and 389,285,714 Mithril options.

Further, it is anticipated that upon completion of the Schemes, Newrange will change its name to Pinnacle Silver and Gold Corp (or such other name as is determined by the newly appointed Newrange board).

MITHRIL BOARD RECOMMENDATION

The Mithril Board, comprised of two independent non-executive directors and one executive director, in consultation with its advisors, has carefully considered a range of matters including its view of the status of Mithril's main asset, being the pre-development Copalquin District Project in Mexico, compared to the certainty for shareholders of this scrip-for-scrip offer.

Under a scheme of arrangement, the bidder and target must first reach agreement to then be able to provide target securityholders (Mithril Shareholders and Optionholders in this instance) with an opportunity to vote on the proposed scheme.

The Board of Mithril unanimously recommends that, in the absence of a superior proposal and subject to the Independent Expert (namely, RSM Corporate) opining that the Schemes are in the best interests of Mithril Securityholders, that Mithril Securityholders vote in favour of the Scheme.

In the absence of a superior proposal and subject to the favourable opinion of the Independent Expert, each of the directors of Mithril has committed to vote in favour of the Schemes in respect of the shares and options in which they have an interest.¹

Details of the recommendation, commitment to vote in favour and a copy of the Independent Expert's Report will be included in a Scheme Booklet expected to be provided to Mithril Securityholders by early September 2023.

NEWRANGE BOARD RECOMMENDATION

Mithril understands that the Newrange Board has:

- unanimously recommended that Newrange shareholders vote in favour of the Merger; and
- committed to vote in favour of the Merger at the Newrange shareholder meeting.

A copy of the announcement in which the Newrange Board makes such recommendation and commitment can be found at Newrange's website at <https://newrangegold.com/news/news-releases/>.

ABOUT NEWRANGE

Newrange is an exploration company listed on the TSXV, with a focus on district-scale exploration for precious metals in the prolific Red Lake District of north-western Ontario, Canada. The past-producing high-grade Argosy Gold Mine is open to depth, while the adjacent North Birch Project offers additional potential.

A summary of Newrange's current projects was set out in Mithril's initial announcement in relation to the Schemes on 7 March 2023 at [*Non-binding term sheet for merger with TSXV Newrange Gold*](#)

Details of the SID and a copy of the executed SID can be found in the Announcement on 26 May 2023 at [*Mithril enters Scheme of Arrangement with TSXV Newrange Gold*](#)

The SID is subject to various conditions precedent, including:

- The Independent Expert concluding that the Schemes are in the best interests of Mithril Securityholders and not changing that conclusion prior to completion.
- All necessary regulatory and government approvals being obtained, including approvals from both the ASX and the TSXV.
- The Court making an order for Mithril to convene the Scheme Meetings.

³ The directors of Mithril have an interest in a total of 861,320,317 securities in Mithril (comprising 803,463,174 Mithril shares and 57,857,143 Mithril options), representing ~23% of Mithril (on a fully diluted basis). Mr. John Skeet, Managing Director of Mithril, holds 25,000,000 ESOP Options and Mr Garry Thomas, a non-executive director of Mithril, holds 33,333,333 Performance Rights. The ESOP Options and Performance Rights do not form part of the Schemes and should the Schemes be approved by shareholders, the ESOP Options and Performance Rights will be cancelled for no consideration.

- The requisite majority of Mithril Securityholders approving the Schemes at a duly convened Scheme Meetings.
- The Newrange shareholders approving the Schemes and a 2:1 consolidation of Newrange shares at Newrange's shareholder meeting.
- The Court ordering that the Schemes be implemented (assuming the Mithril Securityholders approve the Schemes at the Scheme Meetings).
- Newrange completing a private placement to raise up to CA\$3,600,000, to be used for further exploration and development of the Copalquin Project and working capital (**Concurrent Financing**) prior to completion of the Schemes.²
- Newrange receiving approval from the TSXV to recommence trading of its securities post-completion of the Schemes.
- The TSXV approving an updated National Instrument 43-101 technical report on the Copalquin Project.
- Other conditions customary for a transaction of this nature.

The Company notes that until the conditions precedent are satisfied there is no certainty that the Schemes will proceed.

EXCLUSIVITY ARRANGEMENTS

The SID contains various standard “no shop”, “no talk”, “notification” and “matching rights” provisions. Mithril has agreed that it will not solicit any competing proposal or participate in any discussions or negotiations in relation to any competing proposal (unless failure to do so would involve a breach of the fiduciary duties of its directors).

The SID also details circumstances under which Mithril may be required to pay a break fee to Newrange and circumstances where Newrange may be required to pay Mithril a reverse break fee, both equivalent to approximately A\$110,000 and payable in certain circumstances.

INDICATIVE TIMETABLE

Mithril Securityholders do not need to take any action at this time.

Shareholders and Optionholders of Mithril will be asked to approve the Schemes at the Scheme Meetings which are expected to be held in early October 2023. Further details of the Schemes, transaction terms and recommendations will be provided to Mithril Securityholders through a Scheme Booklet which will include the Independent Expert's Report.

An updated timetable for the implementation of the Schemes is set out below:

Event	Date
Mithril submits draft Scheme Booklet to ASIC	Early August 2023
Newrange submits draft Newrange Information Circular to the TSXV	Early August 2023
First Court Date	Early August 2023
Mithril sends Scheme Booklet to Mithril Shareholders and Mithril Optionholders	Early September 2023
Newrange sends Newrange Information Circular to Newrange Shareholders	Early September 2023
Scheme Meetings	Early October 2023

² The Newrange Bridge Financing referenced in the Mithril's initial announcement in relation to the Scheme on 7 March 2023 has been completed. Further information regarding the Bridge Financing and the Concurrent Financing can be found in Newrange's recent market announcements on the company's website at <https://newrangegold.com/news/news-releases/>.

Event	Date
Newrange Shareholder Meeting	Early October 2023
Newrange Consolidation: completion of 2:1 consolidation	Any time up to completion of the Concurrent Financing
Concurrent Financing	By the Delivery Time on the Second Court Date
Second Court Date	October 2023
Effective Date	October 2023
Record Date for Scheme	The second Business Day after the Effective Date
Implementation Date	The fifth Business Day after the Record Date

Note: this timetable is indicative and may be subject to change.

ADVISORS

Mithril has appointed HopgoodGanim Lawyers as Australian legal advisor and Armstrong Simpson as Canadian legal advisor.

Newrange has appointed Steinepreis Paganin as Australian legal advisor and Pacific Star Corporate Finance Law as Canadian legal advisor.

COPALQUIN DISTRICT, MEXICO

District target generation, advancement and drilling preparation work continued throughout the quarter during the dry season months. Soil sampling programs were undertaken at the San Manuel target area with results from samples pending.

The drill data to-date, is currently being remodelled using advanced 3D software to further enhance the interpretations and drive the next phase of drilling to advance the resource growth and confidence at the current drill target areas, including the high-grade El Refugio maiden JORC resource area.

Supporting the local community, the all-terrain vehicle track has advanced, connecting key areas of the Copalquin District with the nearby regional town of El Durazno. This opens up future transport and development options to advance exploration and a future development in the district (Figure 3).

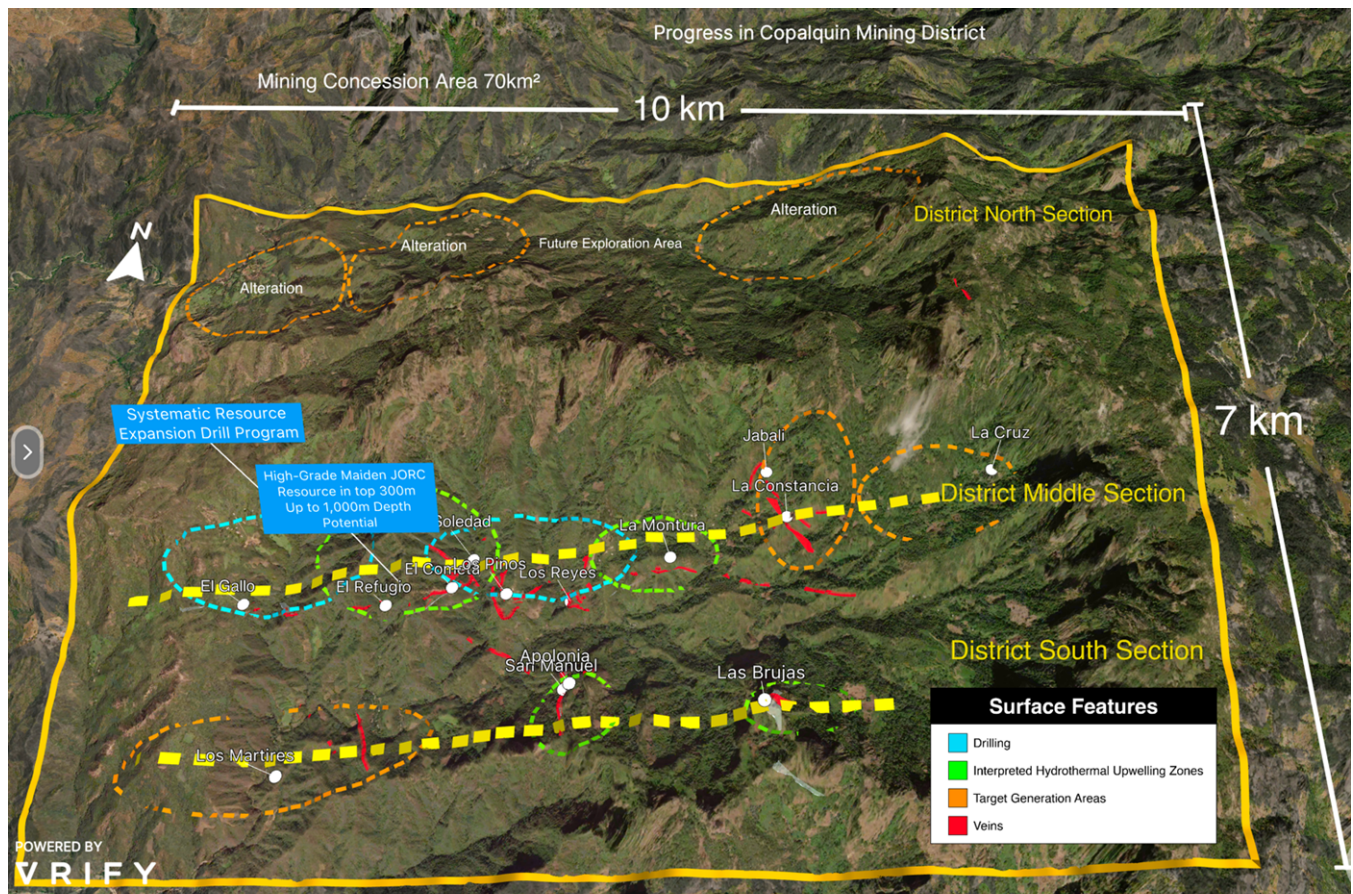


Figure 1 – Satellite image of the Copalquin Mining District 70km² concession area showing the two main lines of historic workings, areas of exploration work and the location of the maiden JORC MRE at El Refugio.

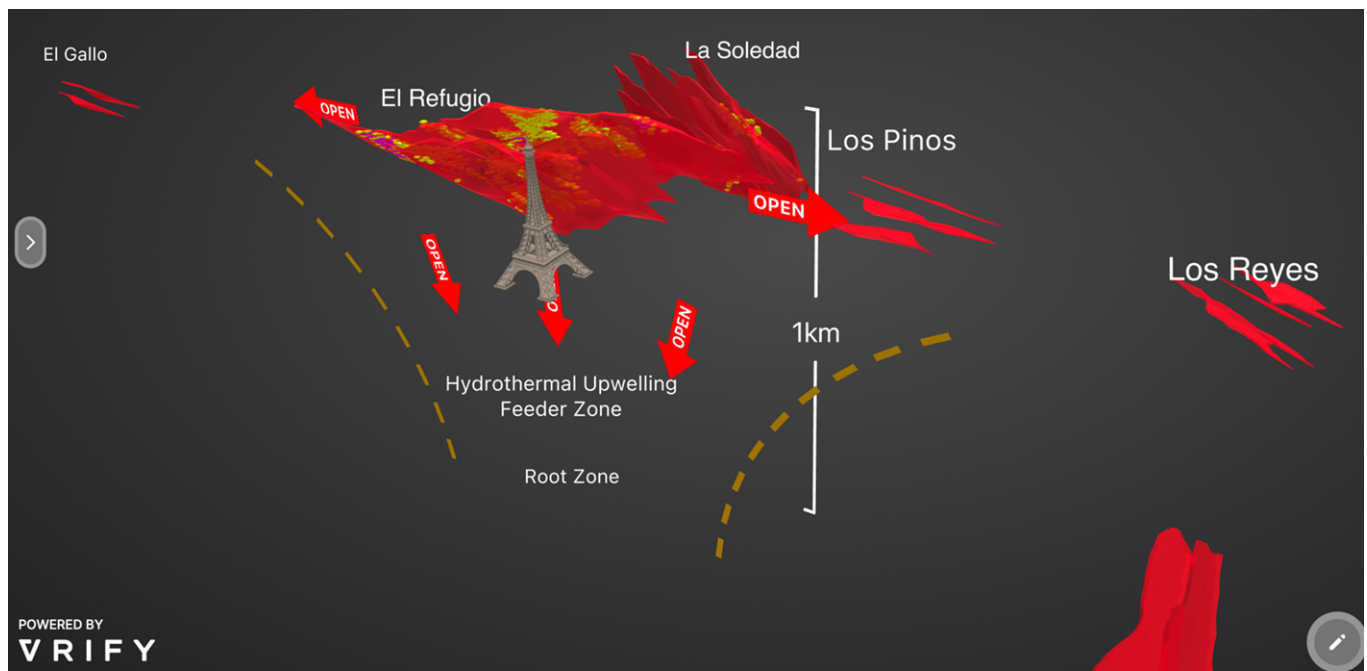


Figure 2 – 3D view of the El Refugio high-grade JORC resource area (looking to NW) showing the projected depth potential for this target area in the district as well as the west (to El Gallo) and east (to Los Reyes) target areas where high-grade drill results to date give a total strike length of over 3.5 km along this part of the middle section of the Copalquin District.

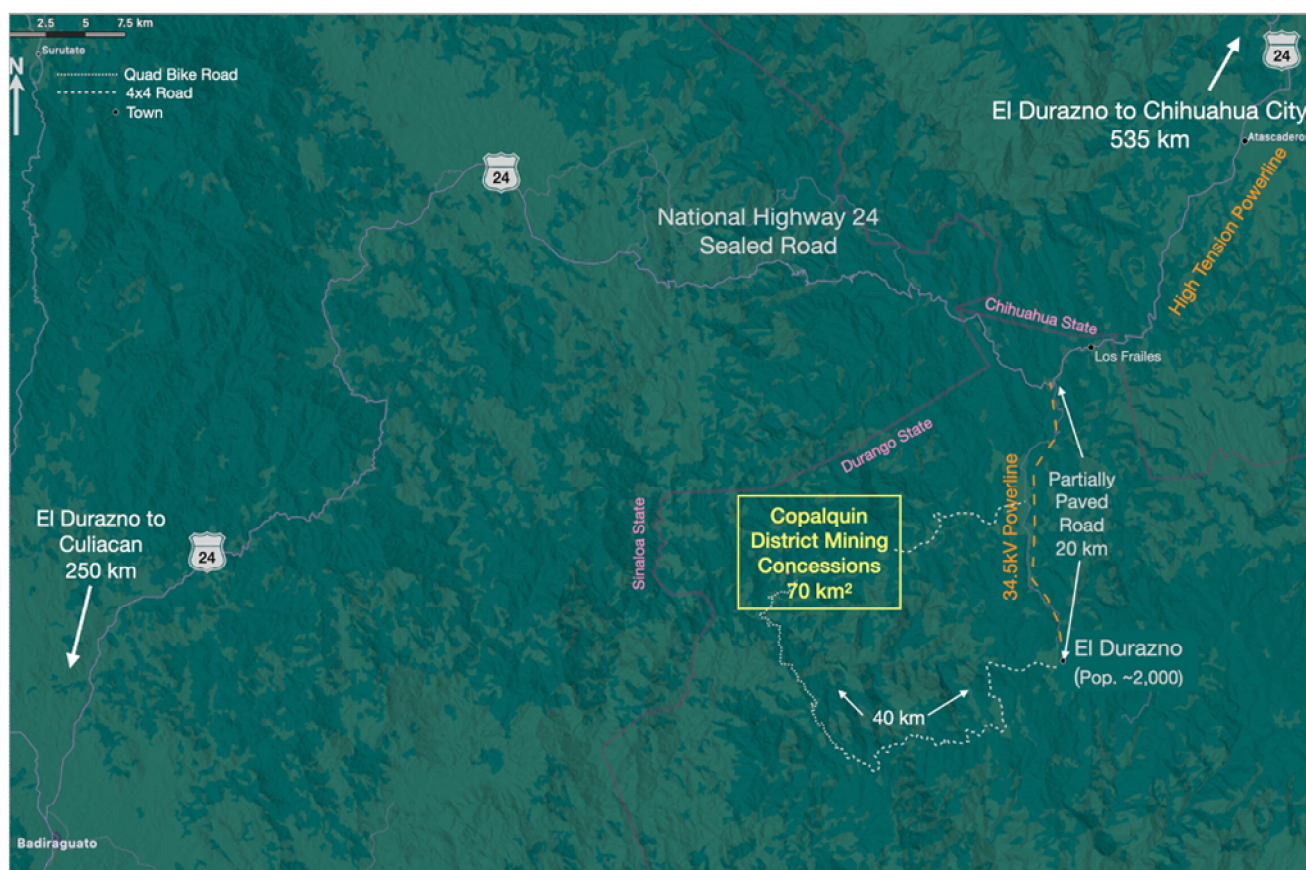


Figure 3 Copalquin District location and surrounding road access, major regional town of El Durazno and distances to cities. All-terrain vehicle track connecting to unsealed road with total length of 40 km between Copalquin and El Durazno.

Personnel

Mr Ricardo Rodriguez, has been appointed Project Manager – Copalquin. Ricardo is a highly experienced geologist and a Member of AusIMM with 20 years experience working across Mexico including the initial two years of exploration work at Copalquin (2017-2019) prior to Mithril's acquisition of Sun Minerals in 2020. Ricardo was senior geologist with ASX listed Kings Minerals (later Cerro Resources) at the Cerro del Gallo project prior to the takeover by TSX listed Primero Mining in 2013. Mr Hall Stewart, who managed Mithril's first two years of drilling at Copalquin, has left the company.

CORPORATE

Cash

At end of the March 2023 quarter, the Company has total cash of A\$0.569M cash. The company has received positive advice regarding two Mexican VAT claims from 2020 that were initially rejected by the Mexican tax authority. These claims will result in further VAT refunds of approximately A\$0.30m due for receipt in the September 2023 quarter.

Related party Payments

In line with its obligations under ASX Listing Rule 5.3.5, Mithril Resources Limited notes that the only payments to related parties of the Company, as advised in the Appendix 5B for the period ended 30 June 2023, pertain to payments to directors and consultants for fees, salary and superannuation.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Company philosophy operating in the Copalquin district is to support communities via children's education and providing employment opportunities. This includes supporting three community schools in the district, employing twenty people from within the district under the federal employment laws, and developing infrastructure in the district for long term benefit.

During the June 2023 quarter, the Company continued to support the local community to upgrade the all-terrain vehicle track to give access from key areas within the Copalquin District to the nearby township of El Durazno, approximately 12 km east of the Copalquin Mining District, and 40 km via all-terrain vehicle track.

About Newrange Gold:

Newrange Gold Corp. is an exploration company listed on the TSXV, with a focus on district-scale exploration for precious metals in the prolific Red Lake District of north-western Ontario. The past-producing high-grade Argosy Gold Mine is open to depth, while the adjacent North Birch Project offers additional potential.

The 100% owned North Birch Gold Project comprises approximately 3,850 hectares and lies in the north-western corner of the Birch-Uchi Greenstone Belt in the Red Lake Mining Division of north-western Ontario, roughly 110 kilometres northeast of the town of Red Lake. It is presently accessible by air only, but road access is improving as logging roads and an all-weather road to the Springpole Gold Project, 12 kilometres to the southeast, are pushing farther north. In the summer, float planes are available from Red Lake, Sioux Lookout and Ear Falls. In the winter, fixed wing aircraft equipped with skis for landing on the frozen lakes are available in Red Lake and Sioux Lookout. Helicopters are also available year-round from Red Lake and Kenora.

The Birch-Uchi Belt is considered to have similar geology to the Red Lake Belt but has seen less exploration and is about three times larger. The North Birch Project covers a geological setting identified from airborne magnetic



Figure 4 - Location of the Newrange Gold Canadian properties in the Birch-Uchi Belt of the prolific Red Lake Mining Division, Ontario.

surveys (Ontario Geological Survey and AurCrest Gold) and interpreted as being a favourable environment for gold mineralisation. Specifically, the Property covers an intensely folded and sheared iron formation that is similar in appearance to the one hosting Newmont Goldcorp's Musselwhite Mine (past production, reserves and resources exceed 8 million ounces Au), some 190 kilometres to the northeast. In addition, the stratigraphy underlying the bulk of both properties is interpreted as Cycle I volcanics, which are thought by some workers to be equivalent to the Balmer Assemblage, host of the prolific Campbell/Red Lake gold orebody (more than 20 million ounces gold in past production and reserves) in the adjacent Red Lake Greenstone Belt.

Minimal previous exploration has been conducted on the North Birch Property, largely because it lies at the limits of government mapping. However, the past-producing Argosy Gold Mine is only about four kilometres from the southeast boundary of the

property and the Richardson Lake deposit lies just 2.5 kilometres north of Argosy. Gold mineralisation at Argosy is hosted by what appears to be a set of extensional veins related to a north-south structure. Veining in iron formation at Richardson Lake is of a similar style, while gold-bearing pyritic quartz veins in iron formation have been reported elsewhere in the vicinity of the Property.

The 100% owned Argosy Gold Mine is situated in the northern part of the Birch-Uchi Greenstone Belt of the Superior Province of the Precambrian Shield. The Birch-Uchi Belt lies between the prolific Red Lake and Pickle Lake Greenstone Belts and contains similar geology. Located 110 kilometres east-northeast of Red Lake, the property hosts the most significant past-producing gold mine in the Birch-Uchi Belt. It also lies just 10 kilometres northwest of the Springpole Deposit being advanced by First Mining Gold Corp. (4.7 million ounces Au in Indicated resources). Newrange owns a 100% interest in the Argosy Gold Mine Property, subject to a 2.5% NSR. The property consists of 43 patented claims and 17 Mining Licences of Occupation comprising 604 hectares.

The Argosy (formerly Jason) Gold Mine was mined between 1931 and 1952 and produced 101,875 ounces of gold and minor amounts of silver from 276,573 tons of ore at an average grade of 0.37 ounces per ton (12.7 g/t) Au. The mine was only developed to a depth of 900 feet (270 metres), however, and although developed ore reserves had been exhausted at the time the mine closed, it is known that high-grade gold mineralization extends below the old workings. The property lay dormant until 1974 and has been only intermittently explored since.

Diamond drilling in October 2002 by a previous operator confirmed the extension of the gold mineralization below the old workings.

The property is underlain by a drag-folded sequence of mafic and intermediate volcanics, greywacke and iron formation. Carbonate and sericite alteration occur over an area of about 3km x 3km. A large body of quartz porphyry occurs on the southern portion of the property and related dykes are found intruding the volcanic and sedimentary rocks. Quartz veins mineralized with sulphides and gold occur in north-south trending fractures dipping westward between 30 and 85 degrees.

There is exceptional exploration potential on the property and Newrange will be completing a 3D model from previous data in order to mount an exploration program to further demonstrate the continuity of gold mineralisation to depth.

Further information regarding Newrange Gold, including the background of the company's current Board and Management, can be found on its website at www.newrangegold.com.

ABOUT THE COPALQUIN GOLD SILVER PROJECT

The Copalquin mining district is located in Durango State, Mexico and covers an entire mining district of 70km² containing several dozen historic gold and silver mines and workings, ten of which had notable production. The district is within the Sierra Madre Gold Silver Trend which extends north-south along the western side of Mexico and hosts many world-class gold and silver deposits.

Multiple mineralisation events, young intrusives thought to be system-driving heat sources, widespread alteration together with extensive surface vein exposures and dozens of historic mine workings, identify the Copalquin mining district as a major epithermal centre for Gold and Silver.

Within 15 months of drilling in the Copalquin District, Mithril delivered a maiden JORC mineral resource estimate demonstrating the high-grade gold and silver resource potential for the district. This maiden resource is detailed below (see ASX release 17 November 2021)[^].

- **2,416,000 tonnes @ 4.80 g/t gold, 141 g/t silver for 373,000 oz gold plus 10,953,000 oz silver (Total 529,000 oz AuEq*) using a cut-off grade of 2.0 g/t AuEq***
- **28.6% of the resource tonnage is classified as indicated**

	Tonnes (kt)	Tonnes (kt)	Gold (g/t)	Silver (g/t)	Gold Equiv.* (g/t)	Gold (koz)	Silver (koz)	Gold Equiv.* (koz)
El Refugio	Indicated	691	5.43	114.2	7.06	121	2,538	157
	Inferred	1,447	4.63	137.1	6.59	215	6,377	307
La Soledad	Indicated	-	-	-	-	-	-	-
	Inferred	278	4.12	228.2	7.38	37	2,037	66
Total	Indicated	691	5.43	114.2	7.06	121	2,538	157
	Inferred	1,725	4.55	151.7	6.72	252	8,414	372
	TOTAL	2,416	4.80	141	6.81	373	10,953	529

Table 1 - Mineral resource estimate El Refugio – La Soledad using a cut-off grade of 2.0 g/t AuEq*

* The gold equivalent (AuEq.) values are determined from gold and silver values and assume the following: AuEq. = gold equivalent calculated using and gold:silver price ratio of 70:1. That is, 70 g/t silver = 1 g/t gold. The metal prices used to determine the 70:1 ratio are the cumulative average prices for 2021: gold USD1,798.34 and silver: USD25.32 (actual is 71:1) from kitco.com. Metallurgical recoveries are assumed to be approximately equal for both gold and silver at this early stage. Actual metallurgical recoveries from test work to date are 96% and 91% for gold and silver, respectively. In the Company's opinion there is reasonable potential for both gold and silver to be extracted and sold. Actual metal prices have not been used in resource estimate, only the price ratio for the AuEq reporting.

[^] The information in this report that relates to Mineral Resources or Ore Reserves is based on information provided in the following ASX announcement: 17 Nov 2021 - MAIDEN JORC RESOURCE 529,000 OUNCES @ 6.81G/T (AuEq*), which includes the full JORC MRE report, also available on the Mithril Resources Limited Website.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Mining study and metallurgical test work supports the development of the El Refugio-La Soledad resource with conventional mining methods indicated as being appropriate and with high gold-silver recovery to produce metal on-site with conventional processing.

Mithril is currently exploring in the Copalquin District to expand the resource footprint, demonstrating its multi-million-ounce gold and silver potential.

Mithril has an exclusive option to purchase 100% interest in the Copalquin mining concessions by paying US\$10M on or any time before 7 August 2026 (option has been extended by 3 years).

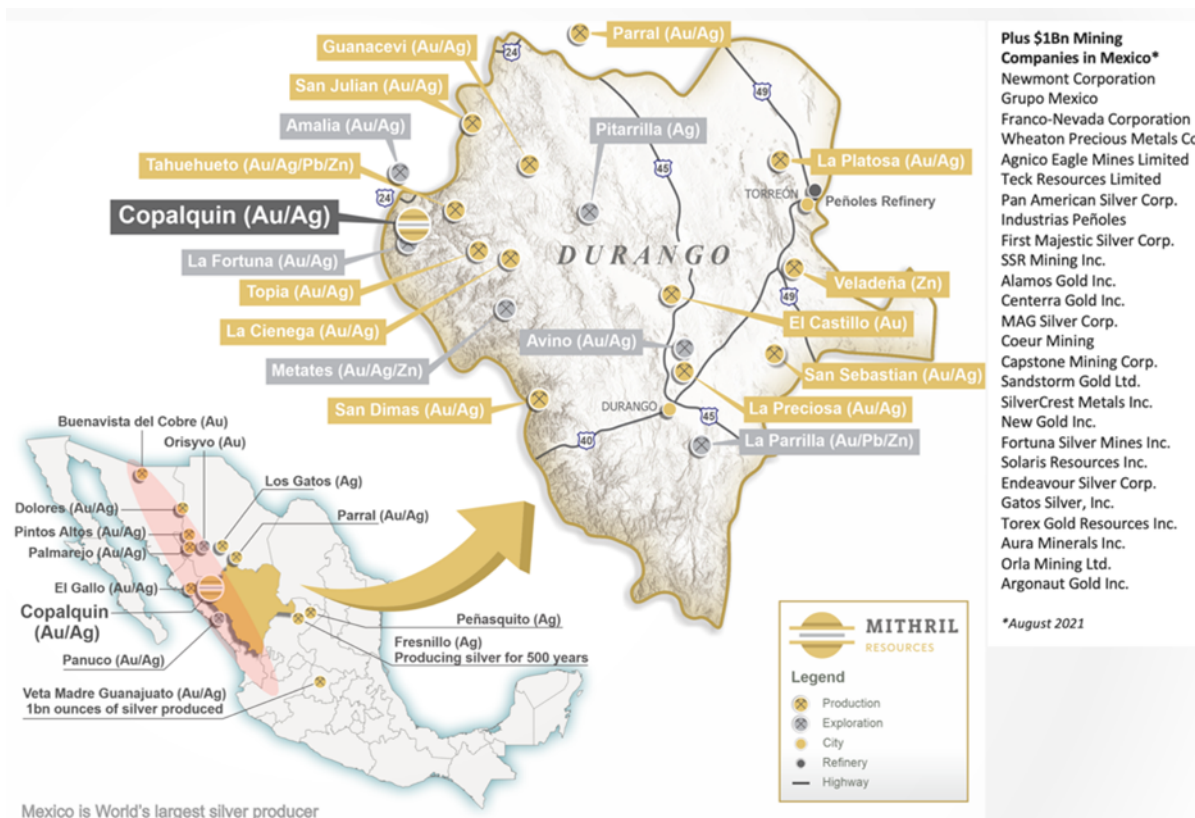


Figure 5 – Copalquin District location map with locations of mining and exploration activity within the state of Durango

-ENDS-

Released with the authority of the Board.
For further information contact:

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Mark Flynn

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Competent Persons Statement

The information in this announcement that relates to metallurgical test results, mineral processing and project development and study work, as well as the historic data that relates to the Newrange Gold Inc. Red Lake District properties in this announcement, has been compiled by Mr John Skeet who is Mithril's CEO and Managing Director. Mr Skeet is a Fellow of the Australasian Institute of Mining and Metallurgy. This is a Recognised Professional Organisation (RPO) under the Joint Ore Reserves Committee (JORC) Code.

Mr Skeet has sufficient experience of relevance to the styles of mineralisation and the types of deposits under consideration, and to the activities undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Skeet consents to the inclusion in this report of the matters based on information in the form

and context in which it appears. The Australian Securities Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

The information in this announcement that relates to sampling techniques and data, exploration results and geological interpretation for Mithril's Mexican project, has been compiled by Mr Ricardo Rodriguez who is Mithril's Project Manager. Mr Rodriguez is a Member of the Australasian Institute of Mining and Metallurgy. This is a Recognised Professional Organisation (RPO) under the Joint Ore Reserves Committee (JORC) Code.

Mr Rodriguez has sufficient experience of relevance to the styles of mineralisation and the types of deposits under consideration, and to the activities undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Rodriguez consents to the inclusion in this report of the matters based on information in the form and context in which it appears.

The information in this announcement that relates to Mineral Resources is reported by Mr Rodney Webster, Principal Geologist at AMC Consultants Pty Ltd (AMC), who is a Member of the Australasian Institute of Mining and Metallurgy. The report was peer reviewed by Andrew Proudman, Principal Consultant at AMC. Mr Webster is acting as the Competent Person, as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, for the reporting of the Mineral Resource estimate. A site visit was carried out by Jose Olmedo a geological consultant with AMC, in September 2021 to observe the drilling, logging, sampling and assay database.

The Australian Securities Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Mithril Resources Limited Group

Tenement information

30 June 2023

Australian Interests:

Mining Concession	Tenement title number	Interest owned %
Kurnalpi Area	E28/2506	100.00
Kurnalpi Area	E28/2567	100.00
Kurnalpi Area	E28/2682	100.00
Kurnalpi Area	E28/2760	100.00
Lignum Dam Area	E27/538	100.00 [#]
Lignum Dam Area	E27/582	100.00 [#]
Lignum Dam Area	E27/584	100.00 [#]
Murchison Area (Limestone Well)	E20/846	10.00
Murchison Area (Limestone Well)	E57/1069	10.00
West Kimberley Area	E04/2497	100.00 [^]
West Kimberley Area	E04/2503	100.00 [^]
West Kimberley Area	E80/5191	100.00 [^]

[^]During July 2023, following advice from the Company's tenement consultant, the decision was taken to surrender and impair the West Kimberley Area tenements, two of which were due for renewal with rental payments and expenditure commitments.

[#]The Lignum Dam tenements are under an earn-in agreement with Great Bolder Resources. Great Bolder has completed exploration expenditures to earn 51% interest in the tenements although this interest is not yet formally registered. Mithril is considering options to fully divest its interest in these tenements.

The Kurnalpi tenements are currently in good standing and Mithril is looking to farm-out or divest these tenements.

Mithril continues to hold a 10% free carried interest in the Limestone Well tenements with Auteco Minerals.

Mexican Operations:

Mining Concession	Mining Concession title number	Interest owned %
LA SOLEDAD	52033	50.00
EL COMETA	164869	50.00
SAN MANUEL	165451	50.00
COPALQUIN	178014	50.00
EL SOL	236130	50.00
EL CORRAL	236131	50.00

Mithril has currently owns a 50% interest in the Copalquin mining concessions and has an exclusive option to purchase the remaining 50% (bringing Mithril's ownership of the Copalquin mining concessions to 100%) by paying US\$10M to the vendor on or any time before 7 August 2026 (the due date for payment was initially 7 August 2023, and was extended by 3 years by written agreement between Mithril and the vendor). Mithril has reached an agreement with the vendor for an extension of the payment date by a further 2 years (bringing the payment date to 7 August 2028) and is in the process of finalising documentation for this 2 year extension.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

MITHRIL RESOURCES LIMITED

ABN

30 099 883 922

Quarter ended ("current quarter")

30 JUNE 2023

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers		
1.2	Payments for		
	(a) exploration & evaluation		(6)
	(b) development		
	(c) production		
	(d) staff costs	(90)	(362)
	(e) administration and corporate costs	(146)	(460)
1.3	Dividends received (see note 3)		
1.4	Interest received	35	58
1.5	Interest and other costs of finance paid	(1)	(3)
1.6	Income taxes paid		
1.7	Government grants and tax incentives		
1.8	Other – GST/VAT refunds/(payments)	335	774
	Other – Mexico tax adjustments	46	90
	Other – Scheme implementation costs	(88)	(88)
1.9	Net cash from / (used in) operating activities	91	3
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities		
	(b) tenements		
	(c) property, plant and equipment		
	(d) exploration & evaluation	(407)	(3,084)
	(e) investments		
	(f) other non-current assets		

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities		
	(b) tenements		
	(c) property, plant and equipment		
	(d) investments		
	(e) other non-current assets		
2.3	Cash flows from loans to other entities		
2.4	Dividends received (see note 3)		
2.5	Other (provide details if material)		
2.6	Net cash from / (used in) investing activities	(407)	(3,084)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	370	1,500
3.2	Proceeds from issue of convertible debt securities		
3.3	Proceeds from exercise of options		
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(11)	(79)
3.5	Proceeds from borrowings		
3.6	Repayment of borrowings	(16)	(43)
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid		
3.9	Other (provide details if material)		
3.10	Net cash from / (used in) financing activities	343	1,378

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	565	2,272
4.2	Net cash from / (used in) operating activities (item 1.9 above)	91	3
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(407)	(3,084)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	343	1,378

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	(23)	-
4.6	Cash and cash equivalents at end of period	569	569

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	569	565
5.2	Call deposits		
5.3	Bank overdrafts		
5.4	Other (provide details)		
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	569	565

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	90
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
Amounts in 6.1 relate to Director fees and employee salaries.		
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	12	12
7.2	Credit standby arrangements		
7.3	Other (please specify)		
7.4	Total financing facilities	12	12
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well. Bank of Queensland insurance funding loan. Unsecured. Interest rate: 7.15% p.a. Matures on 30/8/2023 with fixed monthly repayments.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	91
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(407)
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(316)
8.4 Cash and cash equivalents at quarter end (item 4.6)	569
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	569
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.60
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: Yes, there is currently no drilling in progress in Mexico as the company focusses on completing the merger with TSXV listed Newrange Gold Corporation via a Scheme of Arrangement, scheduled for completion during October 2023.	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: The Company will rely on its existing cash resources and future capital raising (either debt and/or equity), including its ability to place securities under LR7.1 and LR7.1A to funds its current activities. The Company has a history of raising funds as required and believes further successful fundraising will be able to be completed.	

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: In light of the above factors, the Company believes that it will have sufficient cash to fund its existing activities. The Company's Board and Management is focused on meeting its current objectives and confirm that it is in compliance with ASX Listing Rules, in particular, Listing Rule 3.1.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 July 2023

Authorised by: Board of Directors
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.