

Results of Scheme Meetings

Mithril Resources Limited (Mithril) (ASX: MTH) refers to its ASX announcements:

- released on 26 May 2023 in relation to the proposed Scheme of Arrangement under which Newrange Gold Corp. (**Newrange**) proposes to acquire 100% of the issued share capital of Mithril and for the existing options to acquire shares in Mithril to be cancelled, proposed to be effected by way of a Share Scheme and an Option Scheme (together, the **Schemes**); and
- released on 6 September 2023 in relation to the orders made by the Federal Court of Australia for Mithril to convene a meeting of Mithril shareholders (**Share Scheme Meeting**) and a meeting of Mithril optionholders (**Option Scheme Meeting**) (together, the **Scheme Meetings**) to consider and, if thought fit, vote on the proposed Schemes and approving dispatch of an explanatory statement providing information about the Schemes, including notice of the Share Scheme Meeting and Option Scheme Meeting (together, the **Scheme Booklet**) to the Mithril shareholders (**Mithril Shareholders**) and class A and class B optionholders (**Mithril Optionholders**) (together, the **Mithril Securityholders**);
- released on 12 October 2023 in relation to the orders made by the Federal Court of Australia approving the postponement of the Scheme Meetings from Friday, 13 October 2023 to Friday, 27 October 2023.

RESULTS OF SCHEME MEETINGS

Mithril announces that:

- the resolution relating to the Share Scheme of Arrangement (**Share Scheme Resolution**); and
- the resolution relating to the Option Scheme of Arrangement (**Option Scheme Resolution**),

were passed by the requisite majorities of Mithril Shareholders and Mithril Optionholders (as applicable) at the respective Scheme Meetings held today.

REQUISITE MAJORITIES

Share Scheme Resolution

For the Share Scheme Resolution to have been approved, it was necessary for both of the following voting thresholds to be met:

1. A majority in number (more than 50%) of the members who were present and voting, either in person or by proxy, attorney or in the case of a corporation its duly appointed corporate representative; and
2. at least 75% of the total number of votes cast on the Share Scheme Resolution by shareholders entitled to vote on the Share Scheme Resolution.

The first and second thresholds were met and the Share Scheme was approved by Mithril Shareholders.

A detailed report of the votes cast on the Share Scheme Resolution to approve the Share Scheme Resolution is included as Appendix A to this announcement.

In summary:

- 99.37% of the votes cast by Mithril Shareholders were in favour of the Share Scheme; and
- 88.14% of Mithril Shareholders present and voting (in person or proxy, attorney or in the case of a corporation its duly appointed corporate representative) voted in favour of the Share Scheme.

Option Scheme Resolution

For the Option Scheme Resolution to have been approved, it was necessary for both of the following voting thresholds to be met:

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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ASX: MTH

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REGISTERED OFFICE

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1. A majority in number (more than 50%) of the optionholders who were present and voting, either in person or by proxy, attorney or in the case of a corporation its duly appointed corporate representative; and
2. the Mithril Options held by that majority must amount to at least 75% of the total value of the Mithril Options held by the Mithril Optionholders present and voting at the Option Scheme Meeting.

The first and second thresholds were met and the Option Scheme was approved by Mithril Optionholders.

A detailed report of the votes cast on the Option Scheme Resolution to approve the Option Scheme Resolution is included as Appendix B to this announcement.

In summary:

- 100% of the votes cast by Mithril Optionholders were in favour of the Option Scheme; and
- 100% of Mithril Optionholders present and voting (in person or proxy, attorney or in the case of a corporation its duly appointed corporate representative) voted in favour of the Option Scheme.

OUTSTANDING CONDITIONS

Although Mithril Shareholder and Mithril Optionholder approval has been obtained, the Schemes remains subject to a number of customary conditions as detailed in the Scheme Implementation Deed (a full copy of which is included as an Appendix to the ASX announcement dated 26 May 2023, which is available on the ASX website at www.asx.com.au and Mithril's website at www.mithrilresources.com.au), including:

- the Federal Court of Australia approving the Scheme at a hearing currently scheduled to occur at 9:30am (AEST) on Monday, 6 November 2023 (**Second Court Hearing**);
- the Independent Expert (as defined in the Scheme Booklet) continuing to conclude that, in the absence of a superior offer, the Share Scheme is in the best interests of Mithril Shareholders and the Option Scheme is in the best interests of Mithril Optionholders;
- the Concurrent Financing and Newrange receiving unconditional approval to re-list on the TSXV; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Please refer to the Scheme Meeting Scripts & Presentations announcement released to the ASX earlier today, 27 October 2023, in respect of the status of the conditions. Subject to these remaining conditions being satisfied or waived (where applicable), implementation of the Schemes is expected to occur on or about 16 November 2023 (see the updated indicative timetable below).

NOTICE OF SECOND COURT HEARING DATE

The Second Court Hearing is currently scheduled to occur at 9:30am (AEST) on Monday, 6 November 2023 at the Federal Court of Australia (sitting in Brisbane) at the Harry Gibbs Commonwealth Law Courts Building, 119 North Quay, Brisbane, QLD 4000. Further details regarding the Second Court Hearing are included as Appendix C to this announcement.

UPDATED INDICATIVE TIMETABLE

The updated indicative timetable is set out below:

Event	Date
Second Court Date	Monday, 6 November 2023
Effective Date of the Schemes	Tuesday, 7 November 2023
Last date of trading in Mithril Shares on ASX	Tuesday, 7 November 2023
Record Date	Thursday, 9 November 2023
Implementation Date	Thursday, 16 November 2023

Capitalised terms in the timetable above have the meaning given to them in the Scheme Booklet.

-ENDS-

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

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**Mithril Resources Ltd
Share Scheme Meeting
Friday 27 October 2023
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth). and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
SHARE SCHEME RESOLUTION That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mithril Resources Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia to which Mithril Resources Limited and Newrange Gold Corp. agree)	1,365,930,800 99.33%	8,786,148 0.64%	391,923 0.03%	6,719,620	1,396,065,503 99.37%	8,786,148 0.63%	6,719,620	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					104 88.14%	14 11.86%	4	
The total number of shareholders who voted both 'FOR' and 'AGAINST' the resolution and not included in the above "Number of shareholders voting on the poll" section.					1			

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

**Mithril Resources Ltd
Option Scheme Meeting
Friday 27 October 2023
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth). and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
OPTION SCHEME RESOLUTION That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mithril Resources Limited and the holders of its Class A Options and Class B Options, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia to which Mithril Resources Limited and Newrange Gold Corp. agree)	114,113 100%	0 0%	0 0%	0	118,684 100%	0 0%	0	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					12 100%	0 0%	0	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.



ANNEXURE A

MITHRIL RESOURCES LTD ACN 099 883 922

Notice of hearing to approve compromise or arrangement

TO: All members and optionholders of Mithril Resources Ltd ACN 099 883 922 (**Mithril**).

TAKE NOTICE that at 9:30am (AEST) on 6 November 2023 the Federal Court of Australia (situated at Harry Gibbs Commonwealth Law Courts Building, 119 North Quay, Brisbane City Queensland 4001) will hear an application by Mithril seeking the approval of:

1. an arrangement between Mithril and its members, as agreed to by resolution considered by the members of Mithril at a meeting of such members held on Friday, 27 October 2023 at Level 4, 96-100 Albert Road, South Melbourne VIC 3205 at 9:00am (AEDT); and
2. an arrangement between Mithril and its optionholders, as agreed to by resolution considered by the optionholders of Mithril at a meeting of such optionholders held on Friday, 27 October 2023 at Level 4, 96-100 Albert Road, South Melbourne VIC 3205 at 10:00am (AEDT);

(together, the **Arrangements**).

If you wish to oppose the approval of the Arrangements, you must file and serve on Mithril a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on Mithril at its address for service at least one day before the date fixed for the hearing of the application.

The address for service on Mithril is:
c/- HopgoodGanim Lawyers
Level 8, Waterfront Place
1 Eagle Street
Brisbane Queensland 4000
Attention: Darrell Jardine
Telephone: 07 3024 0323
Facsimile: 07 3024 0023
Email: d.jardine@hopgoodganim.com.au

John Stewart Skeet
Managing Director and Chief Executive Officer
Mithril Resources Ltd