

3 April 2023

Dear Shareholder

Re: Notice of General Meeting on Friday, 5 May 2023 at 11.00am (Melbourne time)

Notice is hereby given that the General Meeting of Shareholders of Mithril Resources Limited ("**Company**") will be held virtually via a webinar conferencing facility at 11.00am (Melbourne time) on Friday, 5 May 2023 ("**General Meeting**", "**GM**" or "**Meeting**").

In accordance with recent amendments to the *Corporations Act 2001 (Cth)*, the Company is sending this notification letter instead of despatching physical copies of the Notice of Meeting. The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

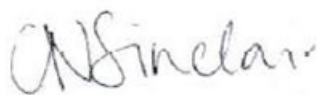
- You can access the Meeting Materials online at the Company's website <https://mithrilresources.com.au/investor-centre/asx-announcements/> or at or at the Company's share registry's online voting site.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "MTH".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.computershare.com/au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Link Market Services, on <https://www.computershare.com/au> or by phone on 1800 420 909 (toll free within Australia), to obtain a copy.

You are invited to register in advance for the Meeting through https://us06web.zoom.us/webinar/register/WN_iDwMKmzdSniSXJk_Fs0N0Q which you will receive a confirmation email containing information about joining the Meeting. Even if you plan to participate online, we encourage all shareholders to cast proxy votes beforehand and to lodge questions in respect of the AGM resolutions ahead of the Meeting at claire.newstead@vistra.com. Lodging questions and casting your proxy vote ahead of the Meeting will not prevent you from attending online.

Yours sincerely,



Claire Newstead-Sinclair
Company Secretary



MITHRIL RESOURCES LIMITED
ACN 099 883 922

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 5 May 2023

Time of Meeting:
11.00am (AEST)

*The General Meeting of the Company (**Meeting**) will be held virtually via a video conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual Meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.*

*Following recent modifications brought to the Corporations Act 2001 (Cth) which provide for permanent relief for companies and use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement (**GM Materials**) will be circulated, unless shareholders have elected to receive the GM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://mithrilresources.com.au/investor-centre/asx-announcements/>.*

MITHRIL RESOURCES LIMITED

ACN 099 883 922

Registered office: Level 4, 100 Albert Road, South Melbourne VIC 3205

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting (**GM** or **Meeting**) of shareholders of Mithril Resources Limited (**the Company**) will be held by video-conferencing facility on Friday, 5 May 2023 at 11.00am (AEST).

As a COVIDSafe measure, the Meeting is being held virtually for the health and safety of members and personnel, and other stakeholders. The Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting. Shareholders are therefore encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the GM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions. The virtual meeting can be attended using the following details:

When:

Friday, 5 May 2023 at 11.00am (AEST)

Topic:

MTH General Meeting

Register in advance for the virtual meeting:

https://us06web.zoom.us/webinar/register/WN_iDwMKmzdSniSXJk_Fs0N0Q

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to claire.newstead@vistra.com. The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the GM online should therefore monitor the Company's website and its ASX announcements for any updates about the GM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: MTH) and on its website at <https://mithrilresources.com.au/>.

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, includes defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

ORDINARY BUSINESS

Resolution 1A: Ratification of prior issue of 138,571,429 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 138,571,429 fully paid ordinary shares, at an issue price of \$0.0035 (0.35 cent) each, to sophisticated and professional investors on 9 December 2022, as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 1B: Ratification of prior issue of 184,285,714 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 184,285,714 fully paid ordinary shares, at an issue price of \$0.0035 (0.35 cent) each, to sophisticated and professional investors on 9 December 2022, as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 2: Ratification of prior issue of Placement Options

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 161,428,572 Placement Options, exercisable at \$0.007 (0.7 cent) each and expiring on 9 December 2025, attached to the Placement Shares, to sophisticated and professional investors on 9 December 2022, as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 3: Approval of Issue of Shares to Mr Stephen Layton

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 20,000,000 fully paid ordinary shares in the Company at an issue price of \$0.0035 (0.35 cent) per share to Mr Stephen Layton (or his nominee), as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 4: Approval of Issue of Options to Mr Stephen Layton

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 10,000,000 Placement Options, exercisable at \$0.007 (0.7 cent) each and expiring on 9 December 2025, attached to the Placement Shares, to Mr Stephen Layton (or his nominee), as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 5: Approval of Issue of Shares to Mr Garry Thomas

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 57,142,857 fully paid ordinary shares in the Company at an issue price of \$0.0035 (0.35 cent) per share to Mr Garry Thomas (or his nominee), as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 6: Approval of Issue of Options to Mr Garry Thomas

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 28,571,429 Placement Options, exercisable at \$0.007 (0.7 cent) each and expiring on 9 December 2025, attached to the Placement Shares, to Mr Garry Thomas (or his nominee), as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 7: Approval of Issue of Shares to Mr Billy Joe Thomas

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 28,571,429 fully paid ordinary shares in the Company at an issue price of \$0.0035 (0.35 cent) per share to Mr Billy Joe Thomas (or his nominee), as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 8: Approval of Issue of Options to Mr Billy Joe Thomas

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 14,285,714 Placement Options, exercisable at \$0.007 (0.7 cent) each and expiring on 9 December 2025, attached to the Placement Shares, to Mr Billy Joe Thomas (or his nominee), as described in the Explanatory Statement which accompanies and forms part of this Notice."

By order of the Board



Claire Newstead-Sinclair
Company Secretary
3 April 2023

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Proxies**
 - a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its Constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 11.00am (AEST) on Wednesday, 3 May 2023. Any proxy received after that time will not be valid for the scheduled meeting.
 - i. Shareholders may complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited, prior to the Meeting:
 - (a) by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

OR

 - (b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - j. Intermediary Online subscribers only (custodians), may cast the shareholder's vote online prior to the Meeting by visiting www.intermediaryonline.com.
 - k. Shareholders may cast their vote online prior to the Meeting by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed proxy form.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry in advance of the Meeting or be sent to the Company Secretary when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1A

The Company will disregard any votes cast in favour on Resolution 1A by or on behalf of:

- (a) any person who participated in the issue of the relevant Placement Shares or is a counterparty to the agreement being approved; and
- (b) any associates of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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.

Resolutions 1B

The Company will disregard any votes cast in favour on Resolution 1B by or on behalf of:

- (c) any person who participated in the issue of the relevant Placement Shares or is a counterparty to the agreement being approved; and
- (d) any associates of that person or those persons.

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

- (d) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (e) the Chair of the Meeting 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
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) 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
 - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

The Company will disregard any votes cast in favour on Resolution 2 by or on behalf of:

- (a) any person who participated in the issue of the Placement Options or is a counterparty to the agreement being approved; and
- (b) any associates of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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.

Resolutions 3 and 4

The Company will disregard any votes cast in favour on Resolution 3 and Resolution 4 by or on behalf of:

- (a) the person who is to receive the securities in question (namely, Mr Stephen Layton);
- (b) 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).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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.

Resolutions 5 and 6

The Company will disregard any votes cast in favour on Resolution 5 and Resolution 6 by or on behalf of:

- (c) the person who is to receive the securities in question (namely, Mr Garry Thomas);
- (d) 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).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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:
 - (iii) 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
 - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 and 8

The Company will disregard any votes cast in favour on Resolution 7 and Resolution 8 by or on behalf of:

- (a) the person who is to receive the securities in question (namely, Mr Billy Joe Thomas);
- (b) 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).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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:
 - (v) 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
 - (vi) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Claire Newstead-Sinclair on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

ORDINARY BUSINESS

Resolutions 1A, 1B and 2: Ratification of prior issue of securities under Placement

Resolution 1A and Resolution 1B: Ratification of Prior Issue of Tranche 1 Placement Shares

Background

On 9 December 2022 (**Issue Date**), the Company issued 322,857,143 fully paid ordinary shares (**Tranche 1 Placement Shares**), at an issue price of \$0.0035 (0.35 cent) per share, to certain sophisticated and professional investors (**the Share Issue**).

ASX Listing Rule 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 over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period (**Placement Capacity**)
- Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Extra Placement Capacity**). This Extra Placement Capacity pertains to quotable securities only. The Company obtained approval for the Extra Placement Capacity at the annual general meeting held on 16 November 2022.

The issue of the Tranche 1 Placement Shares:

- does not fit within any of the expectations set out in Listing Rule 7.2, and it has not yet been approved by Shareholders;
- was made under the Placement Capacity and the Extra Placement Capacity of the Company, effectively reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the date of issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks shareholder approval to ratify the issue and allotment of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

As the issue of the Tranche 1 Placement Shares has been split between the capacity available under each of Listing Rule 7.1 and the approval obtained under Listing Rule 7.1A, the approval (by way of ratification) sought under Listing Rule 7.4 is separated between Resolution 1A (for those Tranche 1 Placement Shares issued under Listing Rule 7.1) and Resolution 1B (for those Tranche 1 Placement Shares issued under the approval given under Listing Rule 7.1A).

If Resolutions 1A and 1B are approved it will have the effect of refreshing the Company's ability, to the extent of the Tranche 1 Placement Shares, to issue further capital during the next 12 months pursuant to both Listing Rule 7.1 and the approval given pursuant to Listing Rule 7.1A without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolutions 1A and 1B are not passed, the Placement Shares will be counted, as applicable, toward the respective 15% limit pursuant to Listing Rule 7.1 and the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue.

Information for ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the Tranche 1 Placement Shares were issued and allotted to sophisticated and professional investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act

determined by the Board, of whom some were existing shareholders of the Company, or clients of Taylor Collison Limited or Morgans Corporate Limited.

- (b) The number and class of securities issued were 322,857,143 fully paid ordinary shares in the Company, comprising:
 - (i) 138,571,429 Placement Shares issued under the Placement Capacity granted by Listing Rule 7.1; and
 - (ii) 184,285,714 Placement Shares issued under the Extra Placement Capacity granted by shareholder approval in accordance with Listing Rule 7.1A.
- (c) the Tranche 1 Placement Shares were issued on 9 December 2022.
- (d) The Tranche 1 Placement Shares were issued at \$0.0035 (0.35 cent) each.
- (e) the purpose of the Share Issue was to provide funds to continue diamond core drilling at El Refugio and along strike to expand resource footprint and to continue Copalquin District exploration and progress study work.

Voting Exclusions

A voting exclusion statement for Resolutions 1A and 1B are set out under Note 5 of this Notice.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 2: Ratification of prior issue of Placement Options

Background

As part of the terms of the Placement, on the Issue Date the Company issued 161,428,572 free attaching Placement Options (Tranche 1 **Placement Options**) to those Placement Participants who received the Tranche 1 Placement Shares on a 1:2 basis (**the Option Issue**).

The Company does not intend to seek quotation of the Placement Options on the official list of the ASX.

ASX Listing Rule 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 securities it had on issue at the start of that period.

The Option Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks shareholder approval to ratify the Option Issue under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the Tranche 1 Placement Options 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 this Resolution is not passed, the Tranche 1 Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

Information for ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the Tranche 1 Placement Options were issued and allotted to those sophisticated and professional investors who received the Tranche 1 Placement Shares.
- (b) the number and class of securities issued were 161,428,572 Placement Options, being unquoted options to acquire fully paid, ordinary shares in the Company.
- (c) the Tranche 1 Placement Options were issued on the terms set out in Schedule 1.
- (d) the Tranche 1 Placement Options were issued on 9 December 2022.
- (e) the Tranche 1 Placement Options were issued for nil consideration. The Placement Options are free-attaching unquoted Options issued to the Placement Participants on the basis of one (1) free attaching Option for every two (2) Placement Shares issued.
- (f) the Company agreed as part of the Placement that the Placement Options would be issued to the Placement Participants. No funds will be raised from the issue of the Placement Options. If all of the Tranche 1 Placement Options are exercised, the Company will raise \$1,130,000 to raise funds to continue diamond core drilling at El Refugio and along strike to expand resource footprint and to continue Copalquin District and progress study work

Voting Exclusions

A voting exclusion statement for Resolution 2 is set out under Note 5 of this Notice.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolutions 3 to 8: Approval of issue of securities to Related Parties and Associates

Background

Resolutions 3 to 8 are ordinary resolutions and seek Shareholder approval for the issue of a total of 105,714,286 Placement Shares (**Tranche 2 Shares**) and 52,857,143 attaching Placement Options (**Tranche 2 Options**) to certain related parties and associates of the Company, being Mr Stephen Layton, Mr Garry Thomas and Mr Billy Joe Thomas (or their respective nominees) (each a **Proposed Participant**) as set out in the table below.

Proposed Participant	Number of Placement Shares	Funds raised from issue of Placement Shares	Number of Placement Options
Mr Stephen Layton (or his nominee)	20,000,000	\$70,000	10,000,000
Mr Garry Thomas (or his nominee)	57,142,857	\$200,000	28,571,429
Mr Billy Joe Thomas (or his nominee)	28,571,429	\$100,000	14,285,714

The Tranche 2 Shares and Tranche 2 Options will be issued on the same terms and the Tranche 1 Placement Shares and Tranche 1 Placement Options.

Approval for the issue of the Tranche 2 Shares and the Tranche 2 Options is sought in accordance with the provisions of Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. In order for the Tranche 2 Shares and the Tranche 2 Options to be granted to a related party of the Company, the requirements of Chapter 2E of the Corporations Act must also be observed.

Regulatory Requirements – Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company without shareholder approval unless providing the benefit falls within a prescribed exception.

A “Related Party” is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A “Financial Benefit” for the purposes of the Corporations Act has a very wide meaning. It includes the public company paying money or issuing securities to the Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolutions 3 to 8, if passed, will confer financial benefits to the Proposed Participants (who are all Related Parties of the Company).

However, section 210 of the Corporations Act provides that shareholder approval is not needed to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm’s length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a),

(the **Arm’s Length Exception**).

Arm's Length Exception

The Company proposes to issue the Tranche 2 Shares and the Tranche 2 Options to the Proposed Participants on the exact same terms as the Tranche 1 Placement Shares and the Tranche 1 Placement Options were issued to the relevant sophisticated and professional investors.

On this basis, the Disinterested Directors consider the proposed issue of the Tranche 2 Shares and the Tranche 2 Options to fall within the Arm's Length Exception set out in section 210 of the Corporations Act and therefore shareholder approval is not sought for the purposes of Chapter 2E of the Corporations Act.

ASX 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 shareholder approval:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

As the Proposed Participants are related parties of the Company within the meaning of the Listing Rules, shareholder approval is required under Listing Rule 10.11 for their participating in the Placement.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1, and the Tranche 2 Shares and Tranche 2 Options issued pursuant to Resolutions 3 to 8 will not be included in the calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1 and Listing Rule 7.1A (as applicable).

Accordingly, Resolutions 3 to 8 below seek the required shareholder approval to issue the Tranche 2 Shares and the Tranche 2 Options for the purposes of Listing Rule 10.11.

If Resolution 3 to 8 are passed, the Company will be able to proceed with the issue of the Tranche 2 Shares and the Tranche 2 Options to the relevant Proposed Participants (or their nominee) as set out in the table above. The willingness of this Director to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

If Resolutions 3 to 8 are not passed, the Company will not proceed with the issue of the Tranche 2 Shares and the Tranche 2 Options to the applicable Proposed Participant, and that Proposed Participant (or their nominee) will not receive the Tranche 2 Shares or the Tranche 2 Options as described in the table above.

Summary of Resolutions

As described above, the Company is seeking shareholder approval pursuant to ASX Listing Rule 10.11 to allow the Proposed Participants (or their respective nominee) to participate in the Placement as announced on 9 December 2022. The Tranche 2 Shares and Tranche 2 Options, if approved by shareholders, will be issued to the Proposed Participants as set out in the table above and on the same terms and conditions as the Tranche 1 Placement Shares and the Tranche 1 Placement Options.

The table below sets out a summary of the relevant resolutions.

Resolution	If passed	If not passed
Resolution 3	The Company will issue and allot 20,000,000 Placement Shares to Mr Stephen Layton (or his nominee)	The Company will not proceed with the issue of the 20,000,000 Placement Shares to Mr Stephen Layton (or his nominee) and, despite the outcome of Resolution 4, the attaching Directors Option will not be issued to Mr Stephen Layton (or his nominee).

Resolution 4	Subject to the passing of Resolution 3, the Company will issue 10,000,000 Placement Options to Mr Stephen Layton (or his nominee)	The Company will not proceed with the issue of the 10,000,000 Placement Options to Mr Stephen Layton (or his nominee)
Resolution 5	The Company will issue and allot 57,142,857 Placement Shares to Mr Garry Thomas (or his nominee)	The Company will not proceed with the issue of the 57,142,857 Placement Shares to Mr Garry Thomas (or his nominee) and, despite the outcome of Resolution 6, the attaching Directors Option will not be issued to Mr Garry Thomas (or his nominee).
Resolution 6	Subject to the passing of Resolution 5, the Company will issue 28,571,429 Placement Options to Mr Garry Thomas (or his nominee)	The Company will not proceed with the issue of the 28,571,429 Placement Options to Mr Garry Thomas (or his nominee)
Resolution 7	The Company will issue and allot 28,571,429 Placement Shares to Mr Billy Joe Thomas (or his nominee)	The Company will not proceed with the issue of the 28,571,429 Placement Shares to Mr Billy Joe Thomas (or his nominee) and, despite the outcome of Resolution 8, the attaching Directors Option will not be issued to Mr Billy Joe Thomas (or his nominee).
Resolution 8	Subject to the passing of Resolution 7, the Company will issue 14,285,714 Placement Options to Mr Billy Joe Thomas (or his nominee)	The Company will not proceed with the issue of the 14,285,714 Placement Options to Mr Billy Joe Thomas (or his nominee)

Information required for Listing Rule 10.13

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of the Tranche 2 Shares and the Tranche 2 Options to the Proposed Participants:

The name of the person	The Tranche 2 Shares and the Tranche 2 Options will be issued to Mr Stephen Layton, Mr Garry Thomas and Mr Billy Joe Thomas (or their respective nominees).
Which category in rules 10.11.1 – 10.11.5 the person falls within and why	Mr Stephen Layton and Mr Garry Thomas are Directors of the Company and Mr Billy Joe Thomas is the child of a Director of the Company. Accordingly, each of the Proposed Participants is a related party for the purpose of Listing Rule 10.11.1.
The number and class of securities to be issued to the person	Tranche 2 Shares The total number of Placement Shares to be issued pursuant to Resolutions 3, 5 and 7 is 105,714,286 comprising of: (1) 20,000,000 Placement Shares to Mr Stephen Layton; (2) 57,142,857 Placement Shares to Mr Garry Thomas; (3) 28,571,429 Placement Shares to Mr Billy Joe Thomas. Tranche 2 Options The total number of Placement Options to be issued pursuant to Resolutions 4, 6 and 8 is 52,857,143 comprising of: (1) 10,000,000 Placement Options to Mr Stephen Layton; (2) 28,571,429 Placement Options to Mr Garry Thomas; (3) 14,285,714 Placement Options to Mr Billy Joe Thomas.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Tranche 2 Shares The Tranche 2 Shares are fully paid, ordinary shares in the Company. Tranche 2 Options A summary of the material terms pursuant to which the Tranche 2 Options will be issued is in Schedule 1 to this Explanatory Memorandum.
The price or other consideration the entity will receive for the issue	Tranche 2 Shares The Tranche 2 Shares will be issued at a price of \$0.0035 per share. The funds raised by the issue of the Tranche 2 Shares is as follows: (1) \$70,000 from the issue to Mr Stephen Layton; (2) \$200,000 from the issue to Mr Garry Thomas; (3) \$100,000 from the issue to Mr Billy Joe Thomas. Tranche 2 Options The Tranche 2 Options will be granted for nil cash consideration.
The date or dates on or by which the entity will issue the securities	The Tranche 2 Shares and Tranche 2 Options will be issued as soon as possible following the passing of Resolutions 3 to 8, but no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules).
The purpose of the issue, including the intended use of any funds raised by the issue	Tranche 2 Shares The purpose of the issue of the Tranche 2 Shares is to provide funds to continue diamond core drilling at El Refugio and along strike to expand resource footprint and to continue Copalquin District exploration and progress study work. Tranche 2 Options The Company agreed as part of the Placement that the Placement Options would be issued to the Placement Participants. No funds will be raised from the issue of the Placement Options. If all of the Tranche 2 Options are exercised, the Company will raise \$370,000 to raise funds to continue diamond core drilling at El Refugio and along strike to expand resource footprint and to continue Copalquin District exploration and progress study work.
If the securities are being issued under an agreement, a summary of any other material terms of the agreement	The Tranche 2 Shares and the Tranche 2 Options are not issued under any agreement.
Voting Exclusions	A voting exclusion statement for each of Resolutions 3 to 8 is set out under Note 5 of this Notice.

Board Recommendation

With respect to:

- Resolutions 3 and 4, the Board (with Mr Layton abstaining) recommends that Shareholders vote in favour of these Resolutions. As Mr Layton is interested in the outcome of Resolutions 3 and 4, he accordingly makes no recommendation to Shareholders in respect of these Resolutions.

- Resolutions 5 and 6, the Board (with Mr Garry Thomas abstaining) recommends that Shareholders vote in favour of these Resolutions. As Mr Garry Thomas is interested in the outcome of Resolutions 5 and 6, he accordingly makes no recommendation to Shareholders in respect of these Resolutions.
- Resolutions 7 and 8, the Board recommends that Shareholders vote in favour of these Resolutions.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 3 to 8.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**\$**" means Australian Dollars;

"**ASX**" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"**AEDT**" means Australian Eastern Daylight Time.

"**Board**" means the Directors acting as the board of Directors of the Company;

"**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 as at the date of the Meeting;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Disinterested Directors**", in the context of the Tranche 2 Shares and Tranche 2 Options to be issued to:

- (a) Mr Stephen Layton, means Mr Garry Thomas and Mr John Skeet;
- (b) Mr Garry Thomas, means Mr Stephen Layton and Mr John Skeet; and
- (c) Mr Billy Joe Thomas, means Mr Stephen Layton, Mr Garry Thomas and Mr John Skeet.

"**Equity Security**" has the same meaning as in the Listing Rules;

"**Explanatory Statement**" means the explanatory statement which forms part of the Notice;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" has the meaning given in the introductory paragraph of the Notice;

"**Notice**" means this Notice of Meeting including the Explanatory Statement;

"**Option**" means an option entitling the holder, upon exercise, to subscribe for one fully paid ordinary share in the capital of the Company;

"**Proposed Participants**" means those directors of the Company who intend to participate in the Placement, being each of Mr Stephen Layton, Mr Garry Thomas and Mr Billy Joe Thomas;

"**Placement**" means the placement of the Placement Shares and the Placement Options to the Placement Participants and the Proposed Participants (subject to shareholder approval);

"**Placement Options**" means the 214,285,715 options to acquire fully paid, ordinary shares in the capital of the Company, exercisable at \$0.007 each and expiring on 9 December 2025, issued to Placement Participants on the basis of one (1) Placement Options for every two (2) Placement Shares acquired under the Placement;

"**Placement Participants**" means those sophisticated and professional investors who participated in the Placement;

"**Placement Shares**" means the 428,571,429 fully paid, ordinary shares in the capital of the Company issued under the Placement at an issue price of \$0.0035 per shares;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Resolution**" means a resolution referred to in the Notice;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means shareholder of the Company;

"**Share Registry**" means Computershare Investor Services Pty Limited ABN 48 078 279 277

"**Tranche 1 Placement Shares**" means the 322,857,143 Placement Shares issued to the Placement Participants.

Schedule 1: Placement Option Terms

1. The Placement Options shall be issued for no cash consideration, and the exercise price of each Option is \$0.007 (**Exercise Price**).
2. The Options are non-transferable and will expire on 9 December 2025 (**Expiry Date**) unless earlier exercised.
3. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
4. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares.
5. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
6. Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of the holders of Options are to be changed in a manner consistent with the Listing Rules.
8. There is no right to a change in the exercise price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
9. If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Option is exercisable will be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
10. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
11. The Company does not intend to apply for listing of the Options on the ASX.
12. The Company shall apply for listing of the resultant shares of the Company issued upon exercise of any Option.



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 Wednesday, 3 May 2023.**

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: I999999999
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 as a virtual meeting on Friday, 5 May 2023 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
Resolution 1a	Ratification of prior issue of 138,571,429 Placement Shares	☐	☐	☐
Resolution 1b	Ratification of prior issue of 184,285,714 Placement Shares	☐	☐	☐
Resolution 2	Ratification of prior issue of Placement Options	☐	☐	☐
Resolution 3	Approval of Issue of Shares to Mr Stephen Layton	☐	☐	☐
Resolution 4	Approval of Issue of Options to Mr Stephen Layton	☐	☐	☐
Resolution 5	Approval of Issue of Shares to Mr Garry Thomas	☐	☐	☐
Resolution 6	Approval of Issue of Options to Mr Garry Thomas	☐	☐	☐
Resolution 7	Approval of Issue of Shares to Mr Billy Joe Thomas	☐	☐	☐
Resolution 8	Approval of Issue of Options to Mr Billy Joe Thomas	☐	☐	☐

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