



ABN 30 099 883 922

Annual Report - 30 June 2025

Mithril Silver and Gold Limited

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30 June 2025

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Mithril Silver and Gold Limited
Corporate directory
30 June 2025

Directors	Mr Craig Sharpe (Non-Executive Chairman) Mr John Skeet (Managing Director) Mr David Toyoda (Non-Executive Director) Ms Meghan Lewis (Non-Executive Director)
Company secretary	Mr Justyn Stedwell
Registered office	The Block Arcade Suite 324 Level 3, 96 Elizabeth Street MELBOURNE VIC 3000
Principal place of business	The Block Arcade Suite 324 Level 3, 96 Elizabeth Street MELBOURNE VIC 3000
Share register	Computershare Investor Services Pty Ltd Level 5, 115 Grenfell Street ADELAIDE SA 5000
Auditor	BDO Audit Pty Ltd Tower 4, Level 18, 727 Collins Street MELBOURNE VIC 3008
Bankers	National Australia Bank 800 Bourke Street MELBOURNE VIC 3008
Stock exchange listing	Mithril Silver and Gold Limited shares are listed on the Australian Securities Exchange (ASX code: MTH), the Toronto Stock Exchange Venture Exchange (TSXV code: MSG) and the Over the Counter Venture Market in the United States (OTCQB code: MTRIF)
Website	www.mithrilsilvergold.com
Corporate Governance	www.mithrilsilvergold.com/investors

Mithril Silver and Gold Limited
Directors' report
30 June 2025

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Mithril Silver and Gold Limited (referred to hereafter as the 'Company', 'Parent Entity' or 'Mithril') and the entities it controlled at the end of, or during, the year ended 30 June 2025.

Name: Craig Sharpe (Appointed 2 January 2024)
Title: Non-Executive Chairman
Qualifications: B.Comm, MBA
Experience and expertise: Mr. Sharpe has worked in the equity markets for over 35 years, with extensive experience in the resources sector. He has worked across many areas within the finance industry in Australia and Asia including FX, institutional, retail, corporate and management and has a large network of investor and industry professionals across the Asia Pacific regions.

Other current directorships: Lightning Minerals Limited
Former directorships (last 3 years): N/A
Interests in Shares: 1,050,000 ordinary shares
Interests in Options: 500,000 exercisable at \$0.20 each expiring 14 May 2027
Interest in Warrants: 475,000 exercisable at \$0.20 each expiring 14 May 2027
50,000 exercisable at \$0.75 each expiring 19 December 2026

Name: John Skeet (Appointed 8 September 2020)
Title: Chief Executive Officer / Managing Director
Qualifications: B.App.Sc
Experience and expertise: Mr. Skeet has over 30 years experience in gold-silver mining, both in management at operations and developing projects in Australia, Republic of Georgia and Mexico. He successfully developed the Ballarat East, Quartzite Gold in Georgia, and Palmarejo Silver Gold Mine in Mexico, prior to the Coeur Mining takeover and was COO of Cerro Resources prior to its takeover by Primero Mining. He has over 17 years experience in Mexico. He founded Sun Minerals in 2017 and acquired the option to purchase the Copalquin Project in Mexico.

Other current directorships: N/A
Former directorships (last 3 years): N/A
Interests in Shares: 5,345,637 ordinary shares
Interests in Options: 250,000 exercisable at \$1.50 each expiring 16 November 2025
800,000 exercisable at \$0.20 each expiring 14 May 2027
Interests in Warrants: 1,250,000 exercisable at \$0.20 each expiring 14 May 2027
50,000 exercisable at \$0.75 each expiring 19 December 2026
500,000 exercisable at \$0.30 each expiring 5 September 2026

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Name:	Mr David Toyoda (Appointed Non-Executive Director 20 September 2024)
Title:	Non-Executive Director
Qualifications:	B. Comm (Hons), B. Law
Experience and expertise:	Mr David Toyoda – David is the Principal of Pacific Star Corporate Finance Law in Vancouver, British Columbia Canada. He has a Bachelor of Commerce (with honours) and Bachelor of Law from the University of British Columbia. He practices in areas of corporate and securities law, advising technology, biotechnology and mining companies that are listed, or are preparing to list on, Canadian stock exchanges. He also acts for clients in international securities transactions, including cross-border financings, and has established U.S. Markets for Canadian public companies. He is a co-ordinator of a course at Simon Fraser University and Osgoode Hall Law School for directors and officers of public companies. He is a director of three public companies and two private companies in the process of going public.
Other current directorships:	Paloma Resources Inc. (NEX) Aurora Solar Technologies Inc. (TSX Venture) Lite Access Technologies Inc (TSX Venture)
Former directorships (last 3 years):	N/A
Interests in Shares:	30,000 ordinary shares
Interests in Options:	Nil
Interests in Warrants:	Nil
Name:	Ms Meghan Lewis (Appointed Non-Executive Director 20 May 2025)
Title:	Non-Executive Director
Qualifications:	B. Sc (Hons), M Sc
Experience and expertise:	Ms Meghan Lewis (Non-executive director) – Ms Lewis is a mining finance professional with almost 20 years' experience in all aspects of the resources industry. She has strong links in the Canadian mining corporate finance sector and was previously Vice president, Corporate Development for Aura Minerals Inc (Aura). Prior to Aura she spent eight years as a senior mining analyst with the Dundee Group of Toronto. She holds a B.Sc.Honours in Geological Science from Queens University, an M.Sc. Geology from Dalhousie University and commenced her career as an exploration geologist with Golden Star Resources.
Other current directorships:	Optegra Ventures Inc. (TSX Venture)
Former directorships (last 3 years):	N/A
Interests in Shares:	Nil
Interests in Options:	Nil
Interests in Warrants:	Nil
Name:	Mr Stephen Layton (Appointed 15 May 2019, Resigned 30 June 2025)
Title:	Former Non-Executive Director
Qualifications:	MSIAA
Experience and expertise:	Mr Layton has over 35 years' experience in equity capital markets in the UK and Australia. Mr Layton has worked with various stockbroking firms and/or AFSL regulated corporate advisory firms. Mr Layton specialised in capital raising services and opportunities, corporate advisory, facilitation of ASX listings and assisting companies grow.
Name:	Mr Garry Thomas (Appointed as Alternate-Director 15 June 2020) (Appointed Non-Executive Director 17 August 2020, Resigned 30 June 2025)
Title:	Former Non-Executive Director
Qualifications:	Assoc. CE
Experience and expertise:	Mr Thomas is a civil engineer with over 35 years' experience in civil construction, mine development and operations. He has been involved in the implementation of mining operations in Australia, Indonesia, Laos, Russia, Zimbabwe, Ghana, Zambia, South Africa, Algeria, Mexico and Mali. He has managed the construction and commissioning of over 20 CIL/CIP, flotation and heap leach plants in Australasia, Russia and Africa as well as many plant upgrades including construction of at Palmarejo, Mexico prior to the Coeur Mining take over. Mr Thomas founded Internet Engineering which he sold to Sedgman Metals.

Mithril Silver and Gold Limited
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'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2025, and the number of meetings attended by each Director were:

	Directors Meetings Attended	Held
Craig Sharpe	7	7
John Skeet	7	7
Stephen Layton	7	7
Garry Thomas	7	7
David Toyoda	7	7
Meghan Lewis	1	1

Held: represents the number of meetings held during the time the Director held office.

Company Secretary

Justyn Stedwell

Mr Stedwell holds a Bachelor of Commerce from Monash University, a Graduate Diploma of Accounting from Deakin University and is a Member of the Governance Institute of Australia. He has over 8 years' experience as a Company Secretary of ASX listed companies and has also served as a Non-Executive Director on several ASX listed company Boards.

Principal activities

During the financial year the principal continuing activities of the Group consisted of:

- to carry out exploration of mineral tenements, both on a joint venture basis and by the Group in its own right;
- to continue to seek extensions of areas held and to seek out new areas with mineral potential; and
- to evaluate results achieved through surface sampling, drilling and geophysical surveys carried out during the year.

There have been no significant changes in the nature of those activities during the year.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Financial review

The loss for the Group after providing for income tax amounted to \$2,122,134 (30 June 2024: \$1,600,354).

Likely developments and expected results of operations

Mithril is continuing to advance a high-margin discovery in the heart of a prolific mining region, one of Mexico's highest-grade silver-gold districts, backed by a seasoned team, supportive shareholders, and a clear path to resource growth.

Operating Review

Company Overview

Mithril Silver and Gold Limited is a dual Australian Securities Exchange (ASX), Toronto Venture Exchange (TSXV) listed exploration company focused on its flagship Copalquin gold-silver property in Durango State, Mexico. Mithril is domiciled in Australia and with its operational staff located in Australia and North America.

Mithril also held interests in Australian mineral tenements. Interest in only one group of tenements remains, that being the 10 per cent free carried interested in the Limestone Well vanadium tenements located in Western Australia.

The Copalquin mining concessions cover an entire mining district of 70km² with 100 historic underground gold-silver mines and workings plus 198 surface workings/pits as revealed by a high resolution LiDAR survey reported during the year. The district is within the Sierra Madre Gold Silver Trend which extends north-south along the western side of Mexico and hosts many gold and silver districts.

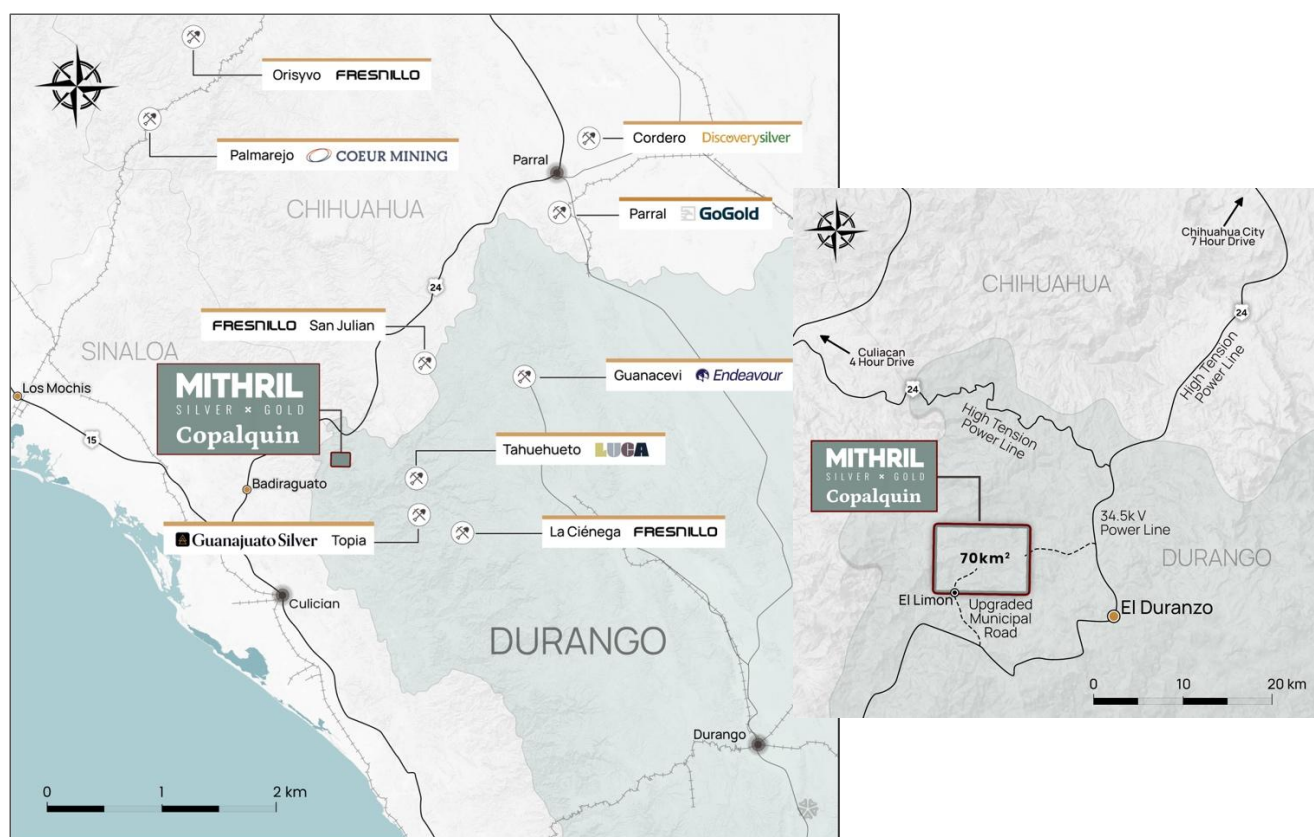


Figure 1 – Copalquin District location map, locations of mining and exploration activity and local infrastructure.

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

The Copalquin district has undergone extensive mapping and sampling during the first six months of 2025 with the results confirming the extensive gold and silver mineralisation across the mining concession area, establishing multiple targets for drilling.

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At the Target 1 area there is a **JORC mineral resource estimate (MRE) at the Target 1 area (El Refugio-La Soledad)** and a NI 43-101 Technical Report filed on SEDAR+, supported by a **conceptional underground mining study** completed on the maiden resource in early 2022 and **metallurgical test work** (see [ASX Announcement 25 February 2022](#)). There is considerable strike and depth potential to increase the resource at Target 1 as well as at the multiple target areas across the district, and also defining the underlying geologic system that is responsible for the widespread gold-silver mineralisation.

- **Indicated 691 kt @ 5.43 g/t gold, 114 g/t silver for 121,000 oz gold plus 2,538,000 oz silver**
- **Inferred 1,725 kt @ 4.55 g/t gold, 152 g/t silver for 252,000 oz gold plus 8,414,000 oz silver (using a cut-off grade of 2.0 g/t AuEq*)**
- **28.6% of the resource tonnage is classified as indicated**

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

	Tonnes (kt)	Tonnes (kt)	Gold (g/t)	Silver (g/t)	Gold Eq.* (g/t)	Gold (koz)	Silver (koz)	Gold Eq.* (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

* In determining the gold equivalent (AuEq.) grade for reporting, a gold:silver price ratio of 70:1 was determined, using the formula: $\text{AuEq grade} = \text{Au grade} + ((\text{Ag grade}/70) \times (\text{Ag recovery}/\text{Au recovery}))$. 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](#). At this early stage, the metallurgical recoveries were assumed to be equal (93%). Subsequent preliminary metallurgical test work produced recoveries of 91% for silver and 96% for gold (ASX Announcement 25 February 2022) and these will be used when the resource is updated in the future. In the Company's opinion there is reasonable potential for both gold and silver to be extracted and sold.

^ 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 Silver and Gold Limited Website (www.mithrilsilvergold.com).

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 (conceptual) and metallurgical test work supports the development of the El Refugio-La Soledad resource with conventional underground 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 2028 for the remaining 50% not owned.

Exploration Activities – Copalquin District

Drilling commenced in Copalquin at Target 1 at the end of June 2024 and continued throughout the 2024-25 reporting year with a 6 week break in the second half of 2024. Drilling throughout the year was highly successful and included a 2024 global top 20 gold intercept at Target 1 from drill hole **CDH-159** with **33.00m @31.8 g/t gold, 274 g/t silver from surface** reported in September 2024.

Drilling in 2024 focussed mainly at Target 1 aiming to expand the high-grade gold-silver resource at the Target. This also included the first drilling at the historic Copalquin mine, successfully intercepting high-grade gold and silver in a quartz vein 900 metres southeast of the Target 1 resource area and hosted in the granodiorite intrusive at a lower elevation in the system. Drilling at Target 1 has continued to expand the resource footprint as well as significantly advancing the geologic model, extending the drill program by several months.

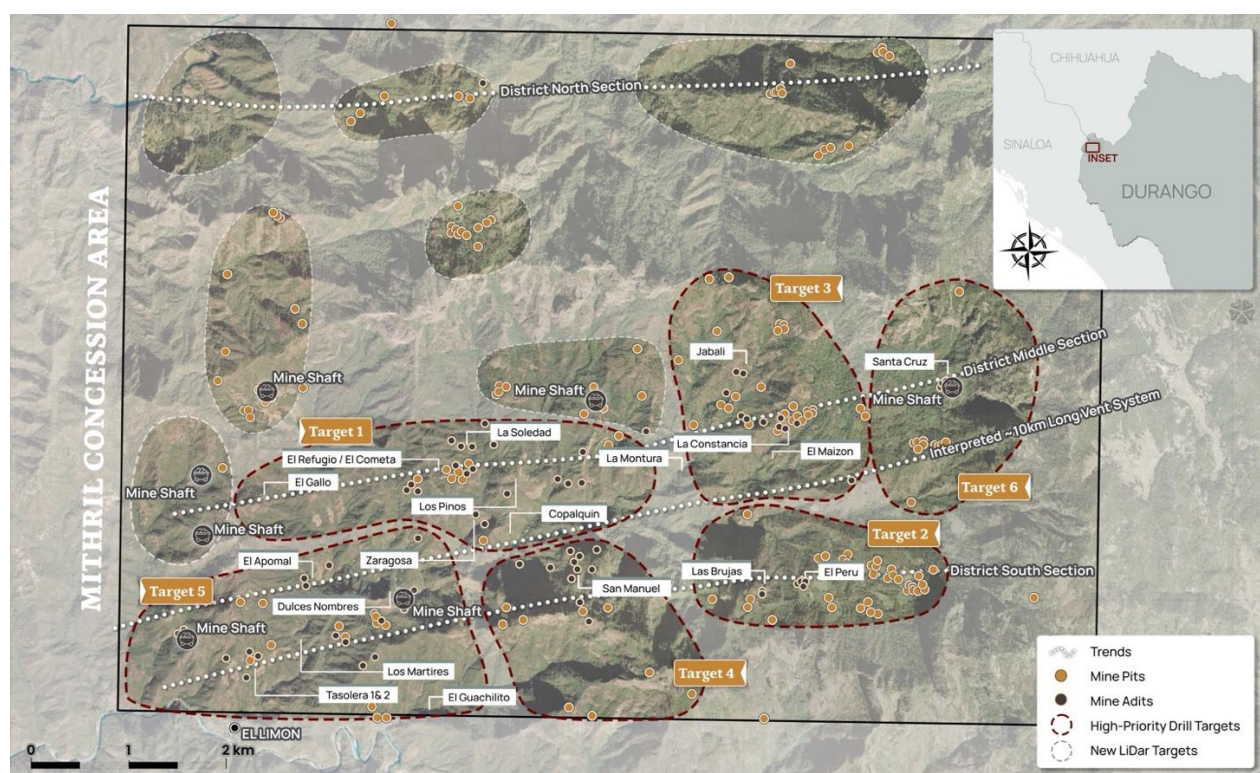


Figure 2 LiDAR identified historic workings across the 70km² district. Notably there is historic mining activity in the northern half of the district where there has been no modern exploration work. Currently there are six Target areas for drilling and seven target areas for mapping and sampling to assess for future drilling

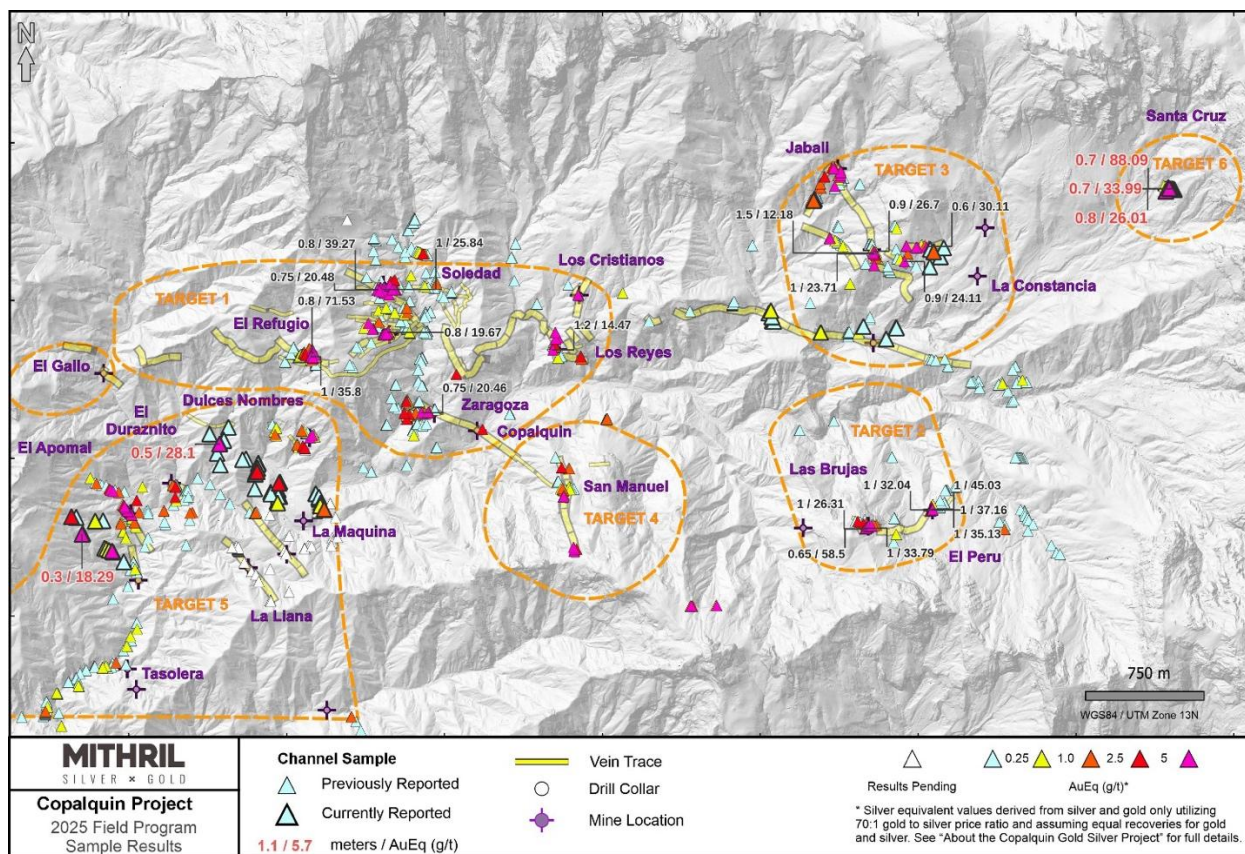


Figure 3 Property-wide channel sampling results for the middle and south district sections within ~50% of the 70 km² mining concession area covering the Copalquin District

Early in 2025, the geology team was expanded to include 8 senior geologists and a new Exploration Manager to significantly expand the mapping and sampling work across the district. Above in Figure 3, the channel sampling highlights are shown from inside and around the historic underground workings, which currently extends over 8 kilometres from the southwest to the northeast within the lower half of the mining concession area. The vertical extent of the gold and silver mineralisation across the 8 kilometres is 1,200 metres from 600 metres in the southwest at El Apomal to 1,800 metres elevation in the northeast at the Santa Cruz mine indicating a significantly large mineralised system.

In April 2025, a second drill commenced in the Copalquin district at Target 2 following detailed mapping and sampling at the target. High-grade gold and silver was successfully intercepted in the maiden drill program providing data to design the next program of work at this target, including drilling from a lower elevation than the 1,500 – 1,700 metre elevation where the historic workings of El Peru and Las Brujas are located and where the initial drill program was undertaken.

Two drills have continued to work in the district with one drill continuing to expand Target 1 and the second drill working further south of Target 1 at Zaragoza before moving to Target 5 for the first drill program in this area. The mapping and sampling work at Target 5 shows this area of the district to be more silver rich relative to gold and to have elevated base metal content for copper, lead and zinc, typical of epithermal gold-silver systems.

A LiDAR survey revealed the historic mining activity to be even more widespread than previously known, with over 100% increase in the known historic mines and workings, further emphasising the district scale of the Copalquin property. Geologic features across the 10km wide district mining concessions together with the high-grade gold and silver mineralisation identified by the LiDAR support the existence of a major vein system.

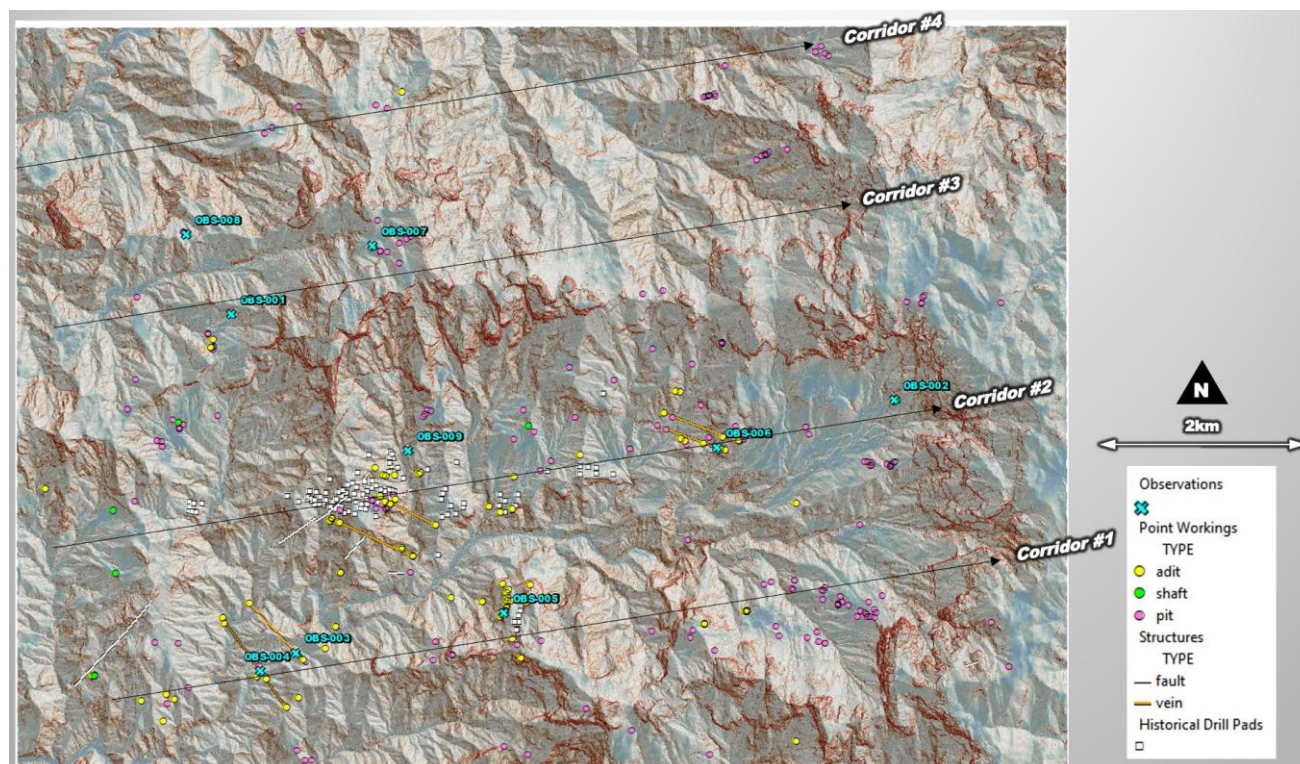


Figure 4 Summary overview of the features interpreted from LiDAR including a significant number of adits and shafts. While there are two clear corridors or zones of mineralization through the project, there appears to be corridors to the North, although they are defined more weakly, with less mining activity in this historically less accessible part of the district.

The LiDAR survey provided high-resolution aerial photography and bare-earth digital terrain model (DTM) that virtually 'strips away' the vegetation, revealing amazing geology and structural detail beneath. Highlights include:

- Historic **mine shafts 7**, previously known 0
- Historic **adits (mine tunnels) 93**, previously known ~50
- Historic **mine and prospecting pits 198**, previously known ~30
- Two additional 'corridors' of historic workings across the district (now four)

Conclusions from the external consultant GeoCloud Analytics show numerous WNW to NW trends, interpreted vein structures and faults across the district.

Drill and Channel Sampling Highlights Reported During the Year

Target 1 Drilling

Drilling at Target 1 focussed on filling gaps in the maiden resource block model and step outs on the eastern side of the resource area. Below are some drill highlights for the 2024-25 drilling at Target 1

- 17.95m @ 5.16 g/t gold, 78.0 g/t silver from 265.55m (CDH-150)
- 33.00m @ 31.8 g/t gold, 274 g/t silver from surface (CDH-159)
- 4.60 m @ 5.51 g/t gold, 182.4 g/t silver, from 99m (CDH-162)
- 2.55m @ 9.97 g/t gold, 571.8 g/t silver from 112m, (MTH-LS25-10)
- 4.95m @ 20.5 g/t gold, 1,833 g/t silver, from 107m (MTH-LS25-11), plus 0.56m @ 22.8 g/t gold, 1,425 g/t silver, from 130.49m
- 3.62m @ 9.62 g/t gold, 55.2 g/t silver, from 97.7m, (MTH-LS25-13) (incl. 0.8m void) plus 0.46m @ 4.11 g/t gold, 83.8 g/t silver, from 170.54m
- 3.35m @ 26.5 g/t gold, 1,046 g/t silver, from 215.15m, (MTH-LS25-16), plus 0.65m @ 12.1 g/t gold, 292 g/t silver, from 280.35m, plus

0.50m @ 3.53 g/t gold, 3.2 g/t silver, from 335.0m

- 2.90m @ 9.06 g/t gold, 10.6 g/t silver, from 339.6 m (MTH-LS25-20)

Target 2 Channel Samples and Maiden Drilling

Channel sampling at Target 2 workings of El Peru and Las Brujas included the following highlights.

- 2.00 m @ 26.8 g/t gold and 1,004 g/t silver (El Peru workings)
- 1.00 m @ 28.7 g/t gold, 356 g/t silver (Las Brujas workings)
- 0.50 m @ 6.21 g/t gold, 265 g/t silver (Mina Lico workings)

The successful maiden drill program at Target 2 included the following drill highlight

- 11.5m @ 8.61 g/t gold, 57.6 g/t silver from 44.5m, (T2DH25-006)

Targets 3 Channel Sampling

Ongoing mapping and sampling at the large and extensive Target 3 area on the eastern side of the district produced the following channel sample highlights.

- 1.00 m @ 19.85 g/t gold, 270 g/t silver (527248; Mina Constancia)
- 0.90 m @ 12.40 g/t gold, 820 g/t silver (527285; Surface)
- 0.50 m @ 13.25 g/t gold, 558 g/t silver (814552 Surface)

Targets 5 Channel Sampling

Target 5 is located at a lower elevation in the southwest of the district and have developed into a large drill target with the following channel sample highlights.

- 0.7 m @ 4.64 g/t gold, 732 g/t silver (Mina Apomal)
- 0.8 m @ 2.84 g/t gold, 777 g/t silver (Mina Apomal)
- 0.5 m @ 5.36 g/t gold, 706 g/t silver (Apomal Norte)
- 0.8 m @ 2.58 g/t gold, 716 g/t silver (Dulces Nombres)

Infrastructure

In early 2025, a second solar powered exploration camp was established in the eastern side of the district providing a base for the expansive mapping and sampling work at Targets 2, 3 and 6 ahead of future drill programs at these targets.

The municipal access road upgrade works commenced late 2024 and were completed on time and budget allowing supply transportation from the nearby town of El Durazno to the southwest corner of the Copalquin District.

Corporate

In 2024 the Company changed its name to Mithril Silver and Gold Limited and received approval for its dual listing on the Canadian TSX Venture Exchange (TSXV) and was listed to trade on 27 September 2024 under the TSXV ticker **MSG**.

Board changes included:

- David Toyoda, Vancouver based corporate and securities lawyer, was appointed Non-Executive Director. Mr Toyoda is an experienced Canadian public company director.
- Meghan Lewis, a mining finance professional and geologist, was appointed as a non-executive director in May 2025.
- Garry Thomas and Stephen Layton retired from the Board at the end of June 2025.

Michael Port was appointed CFO at the end of April 2025, having managed Mithril's financial reporting since 2020.

On 28 October 2024, the Company announced it had received binding commitments for the Placement of 25,000,000 new fully paid ordinary shares in the Company at an issue price of \$0.50 to raise approximately \$12.5M (before costs). The Placement was well supported by Australian, North American and European investors. Participants in Placement received one free attaching warrant for every two shares subscribed for under the Placement. The warrants are unlisted, have an exercise price of \$0.75 and an exercise period of 2 years from date of issue. Directors of the Company committed to subscribe for \$200,000 in the Placement.

The Company continued to receive Mexican VAT refunds throughout the year and expects VAT refunds for the current and future years to be received on a timely basis with the Mexican subsidiary company's continued compliance lodgement of its VAT claims.

Environmental, Social and Governance

Mithril's Copalquin District, located in the Sierra Madre mountains in the western most area of Durango State, Mexico is an isolated site with recently upgrade road access for light trucks, quadbikes and two airstrips for light aircraft. There are small settlements throughout the district, with El Limon just outside the south-west corner of the concession area, the largest with about 20 dwellings. In the second half of the nineteenth century, it is reported that the Copalquin settlement was home to over 2,000 inhabitants with cobblestone street, church and mine buildings. Now there is just one family residing in the Copalquin settlement. Many of the families have been in the district for generations. While there are no records of ejidos (land grants given after the Mexican revolution) or registered communities, the inhabitants have legal possession of the land if fenced and occupied for longer than 10 years. Mithril's (and previously Sun Minerals') approach is to proceed as if the community is registered, with all members having legal possessions of land as we progress future applications for development with the Mexican authorities.

Mithril is the only employer in the Copalquin district, and all our non-professional staff are from within the district. Our people are skilled and hard-working, developed from living in an isolated location. Skills possessed include carpentry, dwelling and road construction, mule handling, farming and mining. Mithril has implemented job specific training and encourages/supports online learning.

Throughout 2024-25, Mithril has progressed study work on infrastructure enhancements that will be of benefit to both our exploration developments and the local community. Specific community focussed developments are for education, medical, environmental management and communications.

Key points about the Group's ESG work

- The Group's philosophy operating in the Copalquin district is to support communities via children's education and providing employment opportunity
- Mithril supports up to three community schools in the district (currently one)
- Employs 33 local people under the federal employment laws
- Developing infrastructure in the district for long term benefit
- Exploration work using man-portable diamond core drill rigs
- Drilling contractor with developed environmental management practices
- Future mine development – low impact underground mining, high-grade, low tonnage, waste rock storage underground, dry-stack tailings management
- Fully compliant with all federal laws – permitting, taxation, employment
- Successfully receiving value added tax (IVA) refunds
- Board and management with successful track record working in remote locations
- Excellent relationships with local community and the mining concession partner

Competent Persons Statement - JORC

The information in this announcement that relates to metallurgical test results, mineral processing and project development and study work 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 Patrick Loury who is Mithril's Project Consultant. Mr Loury is a member of the American Institute of Professional Geologists and a Certified Professional Geologist (CPG). This is a Recognised Professional Organisation (RPO) under the Joint Ore Reserves Committee (JORC) Code.

Mr Loury 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 Loury 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. Mr Webster consents to the inclusion in this report of the matters based on information in the form and context in which it appears.

Qualified Persons – NI 43-101

Scientific and technical information in this Report has been reviewed and approved by Mr John Skeet (FAUSIMM, CP) Mithril's Managing Director and Chief Executive Officer. Mr John Skeet is a qualified person within the meaning of NI 43-101.

Samples are sent to ALS Global with sample preparation performed in Chihuahua City, Mexico and assaying of sample pulps performed in North Vancouver, BC, Canada.

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Directors' report
30 June 2025

Tenement information

30 June 2025

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 executed and registered 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).

Australian Interests:

Mining Concession	Tenement title number	Interest owned %
Kurnalpi Area	E28/2506	Relinquished during the year
Kurnalpi Area	E28/2567	Relinquished during the year
Kurnalpi Area	E28/2682	Relinquished during the year
Kurnalpi Area	E28/2760	Relinquished during the year
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

[#]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 has executed an agreement for the divestment of its interest in these tenements for completion subsequent to the year end.

Mithril continues to hold a 10% free carried interest in the Limestone Well tenements with Firefly Metals Limited.

Risks and Uncertainties

The business and operations of Mithril are subject to numerous risks, many of which are beyond Mithril's control. Mithril considers the risks set out below to be some of the most significant to investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which Mithril is currently unaware or which it considers to be material in relation to Mithril's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of Mithril's securities could decline and investors may lose all or part of their investment.

- (a) Mithril has limited financial resources and limited operating revenues. To earn and/or maintain its interest in its mineral properties, the Company has contractually agreed or is required to make certain payments and expenditures for and on such properties. Mithril's ability to continue as a going concern is dependent upon, among other things, Mithril establishing commercial quantities of mineral reserves on its properties and obtaining the necessary financing and permits to develop and profitably produce such minerals or, alternatively, disposing of its interests on a profitable basis, none of which is assured.
- (b) Mithril has only generated losses to date and will require additional funds to further explore its properties. The only sources of funds for exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, presently available to Mithril are the sale of equity capital or farming out its mineral properties to third party for further exploration or development. Mithril's ability to arrange financing in the future will depend, in part, upon the prevailing capital market conditions as well as its business performance. There is no assurance such additional funding will be available to Mithril when needed on commercially reasonable terms or at all. Additional equity financing may also result in substantial dilution thereby reducing the marketability of Mithril's shares. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and the possible, partial or total loss of the Company's interest in its properties.
- (c) Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge and careful evaluation may fail to overcome. These risks may be even greater in Mithril's case given its formative stage of development and the fact that its mineral properties are still in their exploration stage. Furthermore, exploration activities are expensive and seldom result in the discovery of a commercially viable resource. There are no known resources or reserves on its mineral properties and the Company's proposed exploration programs are exploratory searches for commercial quantities of ore. There is no assurance that Mithril's exploration will result in the discovery of an economically viable mineral deposit.
- (d) Mithril's activities are subject to the risks normally encountered in the mining exploration business. The economics of exploring, developing and operating resource properties are affected by many factors including the cost of exploration and development operations, variations of the grade of any ore mined and the rate of resource extraction and fluctuations in the price of resources produced, government regulations relating to royalties, taxes and environmental protection and title defects.
- (e) Mithril's mineral properties may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. In addition, the Company's exploration activities will require certain licenses and permits from various governmental authorities. There is no assurance that Mithril will be successful in obtaining the necessary licenses and permits on a timely basis or at all to undertake its exploration activities in the future or, if granted, that the licenses and permits will be on the basis applied or remain in force as granted.
- (f) The mining industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. It is also highly competitive in all its phases and Mithril will be competing with other mining companies, many with greater financial, technical and human resources, in the search for, and the acquisition of, mineral resource properties and in the marketing of minerals.
- (g) Certain Mithril directors and officers also serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which Mithril may participate, such directors and officers of Mithril may have a conflict of interest.
- (h) Mithril has not declared or paid any dividends on its common shares and does not expect to do so in the foreseeable future. Future earnings, if any, will likely be retained to finance growth. Any return on investment in Mithril's shares will come from the appreciation, if any, in the value thereof. The payment of any future dividends will depend upon

the Company's earnings, if any, its then-existing financial requirements and other factors, and will be at the discretion of the Company's Board.

- (i) Mithril must comply with environmental laws and regulations governing air and water quality and land disturbance and provide for reclamation and closure costs in addition to securing the necessary permits to advance exploration activities at its mineral properties. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. Furthermore, environmental hazards may exist on the Company's properties that are unknown to the Company at present and that have been caused by the Company or by previous owners or operators of the properties, or that may have occurred naturally. The Company may be liable for remediating such damages. Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities, causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Future production, if any, at the Company's properties will involve the use of hazardous materials. Should these materials leak or otherwise be discharged from their containment systems, the Company may become subject to liability. In addition, neighbouring landowners and other third parties could file claims based on environmental statutes and common law for personal injury and property damage allegedly caused by permitting and/or exploration activities including the release of hazardous substances or other waste material into the environment on or around the Company's properties. There can be no assurance that the Company's defence of such claims will be successful and a successful claim against the Company could have a material adverse effect on its business prospects, financial condition and results of operations. In addition, Mithril may become subject to liability for hazards against which it is not insured.

The foregoing list of risks, uncertainties and other factors is not exhaustive.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial year, except for the placements referred to in the 'Corporate' section of the Operating review above.

Environmental regulation

The Group is aware of its responsibility to impact as little as possible on the environment, and where there is any disturbance, to rehabilitate sites. During the year under review the majority of work carried out was in the Northern Territory, Western Australia and Durango (Mexico) and the Group followed procedures and pursued objectives in line with guidelines published by the Australian and Mexican Governments. These guidelines are quite detailed and encompass the impact on owners and land users, heritage, health and safety and proper restoration practices. The Group supports this approach and is confident that it properly monitors and adheres to these objectives, and any local conditions applicable wherever it explores.

The Group is committed to minimising environmental impacts during all phases of exploration, development and production through a best practice environmental approach. The Group shares responsibility for protecting the environment for the present and the future. It believes that carefully managed exploration programs should have little or no long-lasting impact on the environment, and the company has formed a best practice policy for the management of its exploration programs. The Group properly monitors and adheres to this approach and there were no environmental incidents to report for the year under review. Furthermore, the Group is in compliance with the state and/or commonwealth environmental laws for the jurisdictions in which it operates.

Occupational Health, Safety and Welfare

In running its business, Mithril aims to protect the health, safety and welfare of employees, contractors and guests. The Group reviews its OHS&W policy at regular intervals to ensure a high standard of OHS&W, and to reflect best practice in injury and accident prevention.

Mithril Silver and Gold Limited
Directors' report
30 June 2025

Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Mithril Silver and Gold Limited support and have adhered to the principles of sound corporate governance. The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council and considers that Mithril Silver and Gold Limited is in compliance to the extent possible with those guidelines, which are of importance to the commercial operation of a junior listed resources company. During the financial year, shareholders continued to receive the benefit of an efficient and cost-effective corporate governance policy for the Company.

Shares under option

At the date of this report, options to acquire ordinary shares in the Company were on issue as follows:

Class	Grant date	Expiry date	Exercise price	Number under option
MTHAAE	16/11/2022	16/11/2025	\$1.50	250,000
MTHAAI	16/05/2024	14/05/2027	\$0.20	2,300,000
MTHAAI	12/09/2024	14/05/2027	\$0.20	800,000
MTHAAL	24/07/2025	24/07/2027	CAD \$0.36	1,916,682
MTHAAM	02/09/2025	01/09/2028	\$1.07	4,180,000
				<u>9,446,682</u>

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Warrants

At the date of this report, warrants to acquire ordinary shares in the Company were on issue as follows:

Class	Grant date	Expiry date	Exercise price	Number under option
MTHAAF	09/12/2022	09/12/2025	\$0.70	2,142,865
MTHAAH	16/05/2024	14/05/2027	\$0.10	5,700,000
MTHO	16/05/2024	14/05/2027	\$0.20	22,411,850
MTHAAJ	05/09/2024	05/09/2026	\$0.30	4,408,700
MTHAAK	19/12/2024	19/12/2026	\$0.75	12,500,005
MTHAAK	27/12/2024	19/12/2026	\$0.75	1,500,000
				<u>48,663,420</u>

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options or warrants

No ordinary shares of Mithril Silver and Gold Limited were issued on the exercise of Options during the year ended 30 June 2025. Refer to Note 14 for details on the exercise of warrants during the financial year.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors. These are as follows:

Craig Sharpe	Non-Executive Chairman (Appointed 2 January 2024)
Stephen Layton	Non-Executive Director (Appointed 15 May 2019, Resigned 30 June 2025)
Garry Thomas	Alternate-Director / Non-Executive Director (Appointed Alternate-Director 15 June 2020) (Appointed Non-Executive Director 17 August 2020, Resigned 30 June 2025)
John Skeet	Chief Executive Officer / Managing Director (Appointed Managing Director 8 September 2020)
David Toyoda	Non-Executive Director (Appointed 20 September 2024)
Meghan Lewis	Non-Executive Director (Appointed 20 May 2025)
Leon Ho	Chief Financial Officer (Appointed 20 September 2024, Resigned 30 April 2025)
Michael Port	Chief Financial Officer (Appointed 30 April 2025)

Principles used to determine the nature and amount of remuneration

The Board is responsible for determining remuneration policies applicable to directors and senior executives of the Group. The Board policy is to ensure that remuneration properly reflects the individuals' duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people with appropriate skills and experience. At the time of determining remuneration, consideration is given by the Board to the Group's financial performance.

The Board currently determines the nature and amount of remuneration for board members and senior executives of the Group. The policy is to align Director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives.

The Non-Executive Directors and other executives receive a superannuation guarantee contribution required by the government, which was 11.50%, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation. All remuneration paid to directors and executives is expensed as incurred. Executives are also entitled to participate in the Company share option scheme. Options are valued using the Black-Scholes methodology.

Non-Executive Directors remuneration is set from a pool that is approved by shareholders, which presently is set at \$250,000 per annum. The Non-Executive Director fees have not been increased since the Group's initial public offering in 2002 and the Group has a policy of obtaining shareholder approval for any share based remuneration (such as options) to be granted to Directors in accordance with the ASX Listing Rules. The Board policy is to remunerate Non-Executive Directors at market rates based on comparable companies for time, commitment and responsibilities. The board determines payments to non-executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. Given the current stage of exploration of the Group's concession and tenement assets, performance factors such as dividends, income growth and return of capital have not been formally considered.

Voting and comments made at the Company's 2024 Annual General Meeting ('AGM')

At the 2024 AGM, more than 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2024. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Mithril Silver and Gold Limited
Directors' report
30 June 2025

Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the Group are set out in the following tables.

	Short-term benefits	Post- employment benefits	Share-based payments	
	Cash salary and fees \$	Super- annuation \$	Options \$	Total \$
2025				
<i>Non-Executive Directors:</i>				
Craig Sharpe	43,049	4,951	-	48,000
Stephen Layton *	48,000	-	-	48,000
Garry Thomas *	43,049	4,951	-	48,000
David Toyoda *	37,315	-	-	37,315
Meghan Lewis *	5,548	-	-	5,548
<i>Executive Director:</i>				
John Skeet	278,583	23,000	-	301,583
<i>Other Key Management Personnel :</i>				
Leon Ho *	23,275	-	-	23,275
Michael Port *	21,000	-	-	21,000
	<u>499,819</u>	<u>32,902</u>	<u>-</u>	<u>532,721</u>
	Short-term benefits	Post- employment benefits	Share-based payments	
	Cash salary and fees \$	Super- annuation \$	Options \$	Total \$
2024				
<i>Non-Executive Directors:</i>				
Craig Sharpe *	21,622	2,378	25,000	49,000
Stephen Layton	48,000	-	25,000	73,000
Garry Thomas	43,243	4,757	25,000	73,000
<i>Executive Director:</i>				
John Skeet	180,000	-	40,000	220,000
	<u>292,865</u>	<u>7,135</u>	<u>115,000</u>	<u>415,000</u>

- * Mr Sharpe was appointed as a Director on 2 January 2024
Mr Layton resigned as a Director on 30 June 2025
Mr Thomas resigned as a Director on 30 June 2025
Mr Toyoda was appointed as a Director on 20 September 2024.
Ms Lewis was appointed as a Director on 20 May 2025
Mr Ho was appointed as Chief Financial Officer on 20 September 2024 and resigned on 30 April 2025
Mr Port was appointed as Chief Financial Officer on 30 April 2025

Mithril Silver and Gold Limited
Directors' report
30 June 2025

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI	
	2025	2024	2025	2024
<i>Non-Executive Directors:</i>				
Craig Sharpe	100.0%	49.0%	0.0%	51.0%
Stephen Layton	100.0%	65.8%	0.0%	34.2%
Garry Thomas	100.0%	65.8%	0.0%	34.2%
David Toyoda	100.0%	n/a	0.0%	n/a
Meghan Lewis	100.0%	n/a	0.0%	n/a
<i>Executive Director:</i>				
John Skeet	100.0%	81.8%	0.0%	18.2%
<i>Other Key Management Personnel:</i>				
Leon Ho	100.0%	n/a	0.0%	n/a
Michael Port	100.0%	n/a	0.0%	n/a

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	John Skeet
Title:	Chief Executive Officer (Appointed Managing Director 8 September 2020)
Agreement commenced:	9 June 2020
Term of agreement:	Reviewed every two years
Details:	Mr Skeet's salary is \$300,000 per annum plus superannuation from 1 November 2024. The Company or the employee may terminate the employment contract without cause by providing 3 months written notice or making payment in lieu of notice, based on the annual salary component. Termination payments are generally not payable on resignation or dismissal for serious misconduct. In the instance of serious misconduct the Company can terminate employment at any time.

Share-based compensation

Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Issue of options and warrants

There were no Options or Warrants issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Performance rights

There were no performance rights issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2025.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Acquired	Balance as time of appointment	Disposals/ other	Upon resignation	Balance at the end of the year
<i>Ordinary shares</i>						
Craig Sharpe	950,000	100,000	-	-	-	1,050,000
Stephen Layton	2,505,000	-	-	-	(2,505,000)	-
Garry Thomas	5,558,997	200,000	-	-	(5,758,997)	-
John Skeet	4,745,637	600,000	-	-	-	5,345,637
David Toyoda	-	30,000	-	-	-	30,000
Meghan Lewis	-	-	-	-	-	-
Leon Ho	-	-	-	-	-	-
Michael Port	-	-	849	-	-	849
	<u>13,759,634</u>	<u>930,000</u>	<u>849</u>	<u>-</u>	<u>(8,263,997)</u>	<u>6,426,486</u>

Options

The number of Options in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Acquired	Received as part of remuneration	Disposals/ other	Upon resignation	Balance at the end of the year
<i>Options</i>						
Craig Sharpe	500,000	-	-	-	-	500,000
Stephen Layton	500,000	-	-	-	(500,000)	-
Garry Thomas	500,000	-	-	-	(500,000)	-
John Skeet	1,050,000	-	-	-	-	1,050,000
David Toyoda	-	-	-	-	-	-
Meghan Lewis	-	-	-	-	-	-
Leon Ho	-	-	-	-	-	-
Michael Port	-	-	-	-	-	-
	<u>2,550,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,000,000)</u>	<u>1,550,000</u>

Warrants

The number of Warrants in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Acquired	Received as part of remuneration	Disposals/ other	Upon resignation	Balance at the end of the year
<i>Warrants</i>						
Craig Sharpe	475,000	50,000	-	-	-	525,000
Stephen Layton	350,000	-	-	-	(350,000)	-
Garry Thomas	528,572	100,000	-	-	(628,572)	-
John Skeet	1,250,000	550,000	-	-	-	1,800,000
David Toyoda	-	-	-	-	-	-
Meghan Lewis	-	-	-	-	-	-
Leon Ho	-	-	-	-	-	-
Michael Port	-	-	-	-	-	-
	<u>2,603,572</u>	<u>700,000</u>	<u>-</u>	<u>-</u>	<u>(978,572)</u>	<u>2,325,000</u>

Mithril Silver and Gold Limited
Directors' report
30 June 2025

Performance rights holding

The number of performance rights over ordinary shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Expired during the year	Balance at the end of the year
<i>Performance rights over ordinary shares</i>				
Garry Thomas	333,334	-	(333,334)	-

Other transactions with key management personnel and their related parties

A related party of Mr Skeet has been employed in an administration and legal role related to Mexico requirements and incurred salary costs of \$111,913 (2024: \$84,416).

During the year, a company controlled by Mr Toyoda provided consulting legal services of \$81,563 (2024: \$nil) since his appointment as Director.

This concludes the remuneration report, which has been audited.

Mithril Silver and Gold Limited
Directors' report
30 June 2025

Events Subsequent to the Reporting Date

On 2 July 2025, the Company issued 110,000 fully paid ordinary shares raising \$22,000 from the exercise of 110,000 warrants each at a price of \$0.20 per share.

On 21 July 2025, the Company issued 158,000 fully paid ordinary shares raising \$31,600 from the exercise of 158,000 warrants each at a price of \$0.20 per share.

On 24 July 2025, the Company completed a placement and issued 31,944,700 fully paid ordinary shares at a price of \$0.3984 (Canadian dollars \$0.36) per share raising \$12,726,956 before costs of the issue. The Company issued 1,916,682 Compensation Options with an exercise price of \$0.3984 (Canadian dollars \$0.36) per share with an expiry date of 24 July 2027 to the lead agent as part of the costs of the placement.

On 12 August 2025, the Company issued 50,000 fully paid ordinary shares raising \$10,000 from the exercise of 50,000 warrants each at a price of \$0.20 per share.

On 13 August 2025, the Company announced its shares commenced trading on the OTCQB Venture Market in the United States under the symbol MTIRF.

On 14 August 2025, the Company issued 30,000 fully paid ordinary shares raising \$6,000 from the exercise of 30,000 warrants each at a price of \$0.20 per share.

On 14 August 2025, the Company issued 25,000 fully paid ordinary shares raising \$7,500 from the exercise of 25,000 warrants each at a price of \$0.30 per share.

On 15 August 2025, the Company issued 500,000 fully paid ordinary shares raising \$50,000 from the exercise of 500,000 warrants each at a price of \$0.10 per share.

On 28 August 2025, the Company issued 300,000 fully paid ordinary shares raising \$90,000 from the exercise of 300,000 warrants each at a price of \$0.30 per share.

On 2 September 2025, the Company issued 4,180,000 Options as incentives to key management personnel and consultants with an exercise price of \$1.07 and an expiry date of 1 September 2028.

On 5 September 2025, the Company issued 1,766,500 fully paid ordinary shares raising \$353,300 from the exercise of 1,766,500 warrants each at a price of \$0.20 per share.

On 5 September 2025, the Company issued 1,300,000 fully paid ordinary shares raising \$130,000 from the exercise of 1,300,000 warrants each at a price of \$0.10 per share.

On 5 September 2025, the Company issued 1,425,000 fully paid ordinary shares raising \$427,500 from the exercise of 1,425,000 warrants each at a price of \$0.30 per share.

On 12 September 2025, the Company issued 39,350 fully paid ordinary shares raising \$7,870 from the exercise of 39,350 warrants each at a price of \$0.20 per share.

On 12 September 2025, the Company issued 150,000 fully paid ordinary shares raising \$45,000 from the exercise of 150,000 warrants each at a price of \$0.30 per share.

No other matters or circumstances have arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Indemnity and insurance of officers

The Group has made an agreement indemnifying all the Directors and Officers of the Company against all losses or liabilities by each Director or Officer in their capacity as Directors or Officers of the Company to the extent permitted by the Corporations Act 2001, the indemnification specifically excludes wilful acts of negligence.

Mithril Silver and Gold Limited**Directors' report****30 June 2025**

The Company paid insurance premiums in respect of Directors' and Officers' Liability Insurance contracts for current officers of the Company, including officers of the Company's controlled entities. The liabilities insured are damages and legal costs that may be incurred in defending civil or criminal proceeding that may be brought against the officers in their capacity as officers of entities of the Group. The total amount of insurance premiums paid for the financial year was \$49,910 (2024: \$52,604).

Indemnity and insurance of auditor

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Rounding of amounts

The company is of a kind referred to in the Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

Auditor

BDO Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



John Skeet
Managing Director

29 September 2025

DECLARATION OF INDEPENDENCE BY TONY BATSAKIS TO THE DIRECTORS OF MITHRIL SILVER AND GOLD LIMITED

As lead auditor of Mithril Silver and Gold Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Mithril Silver and Gold Limited and the entities it controlled during the period.

Tony Batsakis

Director



BDO Audit Pty Ltd

Melbourne

29 September 2025

Mithril Silver and Gold Limited
Consolidated statement of profit or loss and other comprehensive loss
For the year ended 30 June 2025

	Note	Consolidated 2025 \$	2024 \$
Income			
Other income	5	7,877	122,938
Interest revenue		379,917	-
Expenses			
Administration expenses		(672,069)	(396,352)
ASIC and listing fees		(315,736)	(86,659)
Scheme implementation costs		-	(338,950)
Share-based payments	27	(39,400)	(115,000)
Employee benefits expense	6	(648,054)	(397,566)
Travel expenses		(120,991)	(75,542)
Legal expenses		(172,193)	(89,400)
Investor relations expenses		(381,699)	(108,410)
Depreciation and amortisation expense		(66,293)	(62,930)
Impairment of exploration assets	11	(91,457)	-
Interest expense		<u>(2,036)</u>	<u>(52,483)</u>
Loss before income tax expense		(2,122,134)	(1,600,354)
Income tax expense	7	<u>-</u>	<u>-</u>
Loss after income tax expense for the year		(2,122,134)	(1,600,354)
Other comprehensive loss			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		<u>(38,857)</u>	<u>(1,529,944)</u>
Other comprehensive loss for the year, net of tax		<u>(38,857)</u>	<u>(1,529,944)</u>
Total comprehensive loss for the year		<u><u>(2,160,991)</u></u>	<u><u>(3,130,298)</u></u>
		Cents	Cents
Basic loss per share	25	(1.62)	(3.99)
Diluted loss per share	25	(1.62)	(3.99)

The above consolidated statement of profit or loss and other comprehensive loss should be read in conjunction with the accompanying notes

Mithril Silver and Gold Limited
Consolidated statement of financial position
As at 30 June 2025

	Note	Consolidated 2025 \$	Consolidated 2024 \$
Assets			
Current assets			
Cash and cash equivalents	8	11,056,014	1,496,392
Other receivables	9	493,327	178,293
Other assets	10	331,465	436,192
Total current assets		<u>11,880,806</u>	<u>2,110,877</u>
Non-current assets			
Trade and other receivables		1,221	1,229
Property, plant and equipment		2,456	-
Exploration and evaluation	11	<u>39,065,392</u>	<u>30,811,554</u>
Total non-current assets		<u>39,069,069</u>	<u>30,812,783</u>
Total assets		<u>50,949,875</u>	<u>32,923,660</u>
Liabilities			
Current liabilities			
Trade and other payables	12	787,998	371,357
Borrowings		-	34,739
Employee benefits	13	<u>82,674</u>	<u>40,649</u>
Total current liabilities		<u>870,672</u>	<u>446,745</u>
Total liabilities		<u>870,672</u>	<u>446,745</u>
Net assets		<u><u>50,079,203</u></u>	<u><u>32,476,915</u></u>
Equity			
Issued capital	14	90,658,715	71,115,636
Reserves	15	5,764,647	5,583,304
Accumulated losses		<u>(46,344,159)</u>	<u>(44,222,025)</u>
Total equity		<u><u>50,079,203</u></u>	<u><u>32,476,915</u></u>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Mithril Silver and Gold Limited
Consolidated statement of changes in equity
For the year ended 30 June 2025

	Issued capital	Reserves	Accumulated losses	Total equity
	\$	\$	\$	\$
Balance at 1 July 2024	71,115,636	5,583,304	(44,222,025)	32,476,915
<i>Total Comprehensive Income:</i>				
Loss after income tax expense for the year	-	-	(2,122,134)	(2,122,134)
Other comprehensive income for the year, net of tax	-	(38,857)	-	(38,857)
Total comprehensive income for the year	-	(38,857)	(2,122,134)	(2,160,991)
<i>Transactions with Owners:</i>				
Share based payments	-	39,400	-	39,400
Shares issued during the year (note 14)	20,725,490	-	-	20,725,490
Transaction costs (note 14)	(1,182,411)	180,800	-	(1,001,611)
Balance at 30 June 2025	<u>90,658,715</u>	<u>5,764,647</u>	<u>(46,344,159)</u>	<u>50,079,203</u>
	\$	\$	\$	\$
Balance at 1 July 2023	66,250,053	6,998,248	(42,621,671)	30,626,630
<i>Total Comprehensive Income:</i>				
Loss after income tax expense for the year	-	-	(1,600,354)	(1,600,354)
Other comprehensive income for the year, net of tax	-	(1,529,944)	-	(1,529,944)
Total comprehensive income for the year	-	(1,529,944)	(1,600,354)	(3,130,298)
<i>Transactions with Owners:</i>				
Share based payments	-	115,000	-	115,000
Shares issued during the year	5,088,740	-	-	5,088,740
Transaction costs	(223,157)	-	-	(223,157)
Balance at 30 June 2024	<u>71,115,636</u>	<u>5,583,304</u>	<u>(44,222,025)</u>	<u>32,476,915</u>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Mithril Silver and Gold Limited
Consolidated statement of cash flows
For the year ended 30 June 2025

	Note	Consolidated 2025 \$	Consolidated 2024 \$
Cash flows from operating activities			
Receipts from sundry income (inclusive of GST)		-	-
Payments to suppliers and employees (inclusive of GST)		(2,280,053)	(1,677,932)
		(2,280,053)	(1,677,932)
Interest received		328,986	-
Interest paid		(2,036)	(4,231)
Mexico VAT/IVA from previous periods received		7,877	334,901
Net cash used in operating activities	24	(1,945,226)	(1,347,262)
Cash flows from investing activities			
Payments for exploration activities		(8,180,814)	(2,059,479)
Payments for plant and equipment		(2,764)	-
Net cash used in investing activities		(8,183,578)	(2,059,479)
Cash flows from financing activities			
Proceeds from issue of shares	14	20,725,490	3,370,488
Proceeds from convertible notes		-	1,000,000
Share issue transaction costs		(1,001,611)	(123,157)
Proceeds from borrowings		-	150,000
Repayment of borrowings		(34,740)	(61,372)
Net cash provided by financing activities		19,689,139	4,335,959
Net increase in cash and cash equivalents		9,560,335	929,218
Cash and cash equivalents at the beginning of the financial year		1,496,392	568,530
Effects of exchange rate changes on cash and cash equivalents		(713)	(1,356)
Cash and cash equivalents at the end of the financial year	8	<u>11,056,014</u>	<u>1,496,392</u>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 1. General information

The financial statements cover Mithril Silver and Gold Limited ('the Company' or 'the Consolidated Entity') as a Group consisting of Mithril Silver and Gold Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Mithril Silver and Gold Limited's functional and presentation currency.

Mithril Silver and Gold Limited is a listed public company limited by shares, incorporated and domiciled in Australia. The financial statements were authorised for issue, in accordance with a resolution of Directors, on the date of signing the Directors' Declaration.

Note 2. Material accounting policy information

The material accounting policies adopted in the preparation of the financial statements are set out either in the respective notes or below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRS Accounting Standards).

Historical cost convention

The financial statements have been prepared under the historical cost convention

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Going concern

The annual financial statements have been prepared on using the going concern basis of preparation. The Group incurred a net loss of \$2,122,134 and net cash outflows from operating and investing activities \$10,128,804 during the year ended 30 June 2025.

The Group continues to be dependent on the raising of additional capital as and when required for its continued operations including the exploration program and the provision of working capital.

Notwithstanding this, the Directors are satisfied that the Group will have sufficient cash resources to meet its working capital requirements in the future. The Directors have reviewed the Group's cashflow forecasts, which indicate a continuation of cash outflows from operating and investing activities, and believe that for a period in excess of 12 months from the date of approval of the financial report, the Group has the ability to meet its debts as and when they fall due. The cashflow forecasts incorporate the successful placement completed in July 2025 that raised \$12,726,956 before issuance costs. In addition, a further \$1,180,770 has been raised subsequent to balance date by way of exercise of warrants on issue. The Group continues to receive strong interest and support from professional investors in its capital raisings, whereby \$20,725,490 of share capital was also raised before issuance costs during the 2025 financial year as set out in note 14 to the annual financial statements.

The Group's ability to continue as a going concern is contingent upon generation of cash inflows from additional capital raisings, which is uncertain until secured, and/or controlling expenditures within available cash reserves held. If sufficient additional funds are not raised or expenditures are not maintained within the limits of the Group's cash reserves, the going concern basis may not be appropriate, and consequently, a material uncertainty exists as to whether the Group will continue as a going concern and it may therefore be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts when they fall due.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Rounding of amounts

The company is of a kind referred to in Corporations instrument 2016/191, issued by the Australian Securities and Investments commission, relating to 'rounding off'. Amounts in this report have been rounded off in accordance with that corporations instrument to the nearest dollar.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Group as at 30 June 2025 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Mithril Silver and Gold Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Exploration and evaluation assets

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2025. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

AASB 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The consolidated entity will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Capitalisation of exploration and evaluation expenditure

The application of this policy requires management to make certain assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised exploration and evaluation expenditure, management concludes that the capitalised expenditure is unlikely to be recovered by future sale or exploration, then the relevant capitalised amount will be written off through the consolidated statement of profit or loss and other comprehensive income.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Monte Carlo or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 4. Operating segments

Identification of reportable operating segments

The Board has considered the requirements of AASB 8 Operating Segments and has determined that the Group has two operating segments: Mexican operations and Australian operations.

In determining these operating segments, the Board has considered the location of the Group's exploration activities which represent its principal operations. The results of these operating segments are monitored by the Board and form the basis for which strategic decisions are made. The Copalquin Gold Silver Project in Durango, Mexico constitutes a separately identifiable operating segment to the Group's Australian operations given the Board's intention to regularly review the financial information from its Mexican operations to determine the future allocation of resources.

Operating segment information

	Mexican operations \$	Australian operations \$	Total \$
2025			
Revenue			
Other revenue	7,877	-	7,877
Interest revenue	-	379,917	379,917
Total revenue	<u>7,877</u>	<u>379,917</u>	<u>387,794</u>
Operating expenses	(61,074)	(1,603,650)	(1,664,724)
Share-based payments	-	(39,400)	(39,400)
Employee benefits expense	-	(648,054)	(648,054)
Depreciation and amortisation	(65,985)	(308)	(66,293)
Impairment expense	-	(91,457)	(91,457)
Loss before income tax expense	<u>(119,182)</u>	<u>(2,002,952)</u>	<u>(2,122,134)</u>
Income tax expense			-
Loss after income tax expense			<u>(2,122,134)</u>
Other comprehensive loss			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation	(38,857)	-	(38,857)
Other comprehensive loss for the year, net of tax	(38,857)	-	(38,857)
Total comprehensive loss for the year	<u>(158,039)</u>	<u>(2,002,952)</u>	<u>(2,160,991)</u>
Assets			
Cash and cash equivalents	640,817	10,415,197	11,056,014
Trade and other receivables	430,566	63,982	494,548
Other assets	78,387	255,534	333,921
Exploration and evaluation	39,021,491	43,901	39,065,392
Total assets	<u>40,171,261</u>	<u>10,778,614</u>	<u>50,949,875</u>
Liabilities			
Trade and other payables	414,151	373,847	787,998
Employee benefits	41,684	40,990	82,674
Total liabilities	<u>455,835</u>	<u>414,837</u>	<u>870,672</u>

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

	Mexican operations \$	Australian operations \$	Total \$
2024			
Revenue			
Other revenue	120,963	1,975	122,938
Total revenue	120,963	1,975	122,938
Operating expenses	(26,861)	(1,120,935)	(1,147,796)
Share-based payments	-	(115,000)	(115,000)
Employee benefits expense	-	(397,566)	(397,566)
Depreciation and amortisation	(62,930)	-	(62,930)
Loss before income tax expense	31,172	(1,631,526)	(1,600,354)
Income tax expense			-
Loss after income tax expense			(1,600,354)
Other comprehensive loss			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation	(1,529,944)	-	(1,529,944)
Other comprehensive loss for the year, net of tax	(1,529,944)	-	(1,529,944)
Total comprehensive loss for the year	(1,498,772)	(1,631,526)	(3,130,298)
Assets			
Cash and cash equivalents	61,638	1,434,754	1,496,392
Trade and other receivables	145,579	32,714	178,293
Other assets	31,909	405,512	437,421
Exploration and evaluation	30,681,410	130,144	30,811,554
Total assets	30,920,536	2,003,124	32,923,660
Liabilities			
Trade and other payables	78,266	293,091	371,357
Borrowings	-	34,739	34,739
Employee benefits	26,516	14,133	40,649
Total liabilities	104,782	341,963	446,745

Note 5. Other income

	2025 \$	2024 \$
Mexico tax adjustments income	7,877	120,963
Other income	-	1,975
Other income	<u>7,877</u>	<u>122,938</u>

Mexico tax adjustments – VAT/IVA

Mexico tax adjustments income is recognised when there is reasonable assurance that the Group has the right to receive and will collect the income.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 6. Employee benefits expense

	2025 \$	2024 \$
Salaries and wages	602,909	384,569
Superannuation	45,145	12,997
	<u>648,054</u>	<u>397,566</u>

Additional employee share-based payments are set out in Note 27.

Note 7. Income tax

	2025 \$	2024 \$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(2,122,134)	(1,600,354)
Tax at the statutory tax rate of 25% (2024: 25%)	(530,534)	(400,089)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Expenses not allowable for income tax purposes	104,347	13,311
Share based payments	9,850	28,750
	(416,337)	(358,028)
Current year tax losses not recognised	416,337	358,028
Income tax expense	<u>-</u>	<u>-</u>

The Group has gross tax losses arising in Australia of \$44,951,398 (2024: \$42,462,087) that may be available and may be offset against future taxable profits. In addition, these tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

No deferred tax asset has been recognised because it is not likely future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised.

Accounting policy for income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 7. Income tax (continued)

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Mithril Silver and Gold Limited and its wholly owned Australian resident entities are part of a tax consolidated group.

The head entity within the tax-consolidated group is Mithril Silver and Gold Limited. Mithril Silver and Gold Limited and each of its wholly-owned controlled entities recognise the current and deferred tax assets and deferred tax liabilities applicable to the transactions undertaken by it, after elimination of intra-group transactions. Mithril Silver and Gold Limited recognises the entire tax-consolidated group's retained tax losses.

Note 8. Cash and cash equivalents

	2025	2024
	\$	\$
Cash at bank	<u>11,056,014</u>	<u>1,496,392</u>

Note 9. Other receivables

	2025	2024
	\$	\$
Accrued Interest Income	50,931	-
GST and overseas taxes receivable	442,396	178,293
	<u>493,327</u>	<u>178,293</u>

Note 10. Other assets

	2025	2024
	\$	\$
Prepayments	<u>331,465</u>	<u>436,192</u>

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 11. Exploration and evaluation

	2025 \$	2024 \$
Tangible exploration assets		
Exploration and evaluation - Copalquin Gold Silver Project (Mexico)	1,125,481	303,563
Intangible exploration assets		
Exploration and evaluation - Australia	43,901	130,144
Exploration and evaluation - Copalquin Gold Silver Project (Mexico)	37,896,010	30,377,847
	<u>37,939,911</u>	<u>30,507,991</u>
	<u>39,065,392</u>	<u>30,811,554</u>

Reconciliations

	Australian Projects \$	Copalquin Gold Silver Project \$	Total \$
Balance at 1 July 2023	108,854	29,984,641	30,093,495
Additions through expenditures capitalised	21,290	2,288,189	2,309,479
Depreciation		(62,930)	(62,930)
Foreign exchange translation	-	(1,528,490)	(1,528,490)
Impairment expense	-	-	-
Balance at 30 June 2024	130,144	30,681,410	30,811,554
Additions through expenditures capitalised	5,214	8,444,923	8,450,137
Foreign exchange translation	-	(38,857)	(38,857)
Depreciation		(65,985)	(65,985)
Impairment expense *	(91,457)	-	(91,457)
Balance at 30 June 2025	43,901	39,021,491	39,065,392

* write-off of capitalised exploration expenditures for the tenements that were relinquished during the year, included in impairment of exploration assets expense.

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 12. Trade and other payables

	2025 \$	2024 \$
Trade payables	552,703	284,101
Other payables	235,295	87,256
	<u>787,998</u>	<u>371,357</u>

Refer to note 16 for further information on financial instruments.

Note 13. Employee benefits

	2025 \$	2024 \$
Provision for employee benefits	82,674	40,649
	<u>82,674</u>	<u>40,649</u>

Note 14. Equity - issued capital

	30 June 2025 Shares	30 Jun 2024 Shares	30 June 2025 \$	30 Jun 2024 \$
Ordinary shares - fully paid	145,858,022	84,576,222	90,658,715	71,115,636
Movement during the year:				
Placement at 20 cents each – 4.7.2024		15,500,000		3,100,000
Placement at 20 cents each – 12.7.2024		2,500,000		500,000
Placement at 20 cents each – 5.9.2024		500,000		100,000
Warrants exercised at 20 cents each – 4.10.2024		2,600,500		520,100
Warrants exercised at 30 cents each – 4.10.2024		1,116,300		334,890
Warrants exercised at 20 cents each – 16.10.2024		300,000		60,000
Warrants exercised at 30 cents each – 16.10.2024		72,500		21,750
Warrants exercised at 10 cents each – 16.10.2024		300,000		30,000
Warrants exercised at 30 cents each – 23.10.2024		10,400,000		3,120,000
Warrants exercised at 10 cents each – 1.11.2024		1,700,000		170,000
Placement at 50 cents each – 4.11.2024		24,600,000		12,300,000
Warrants exercised at 30 cents each – 22.11.2024		500,000		150,000
Placement at 50 cents each – 19.12.2024		400,000		200,000
Warrants exercised at 30 cents each – 20.12.2024		33,000		9,900
Warrants exercised at 20 cents each – 15.1.2025		65,000		13,000
Warrants exercised at 10 cents each – 22.1.2025		500,000		50,000
Warrants exercised at 20 cents each – 20.3.2025		100,000		20,000
Warrants exercised at 30 cents each – 12.6.2025		69,500		20,850
Warrants exercised at 20 cents each – 13.6.2025		25,000		5,000
Capital raising costs				(1,182,411)
		<u>61,281,800</u>		<u>19,543,079</u>
Closing balance as at 30 June 2025		<u>145,858,022</u>		<u>90,658,715</u>

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Note 14. Issued capital (continued)

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

Proceeds from share issues are used to maintain and expand the Company's exploration activities and fund operating costs.

Note 15. Reserves

	2025	2024
	\$	\$
Foreign exchange reserve	3,011,618	3,050,475
Share options reserve	512,196	291,996
Performance rights reserve	<u>2,240,833</u>	<u>2,240,833</u>
	<u><u>5,764,647</u></u>	<u><u>5,583,304</u></u>

Foreign exchange reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars, and also exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign subsidiary. The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Share-based payments reserves

The share options reserve and the performance rights reserve are used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Mithril Silver and Gold Limited
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Note 15. Reserves (continued)

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

	Share options reserve \$	Performance rights reserve \$	Foreign exchange reserve \$	Total \$
Balance at 1 July 2023	176,996	2,240,833	4,580,419	6,998,248
Share options issued	115,000	-	-	115,000
Movement in foreign exchange reserve	-	-	(1,529,944)	(1,529,944)
Balance at 30 June 2024	291,996	2,240,833	3,050,475	5,583,304
Share options issued - expensed	39,400	-	-	39,400
Warrants issued – capital raising costs	180,800	-	-	180,800
Movement in foreign exchange reserve	-	-	(38,857)	(38,857)
Balance at 30 June 2025	512,196	2,240,833	3,011,618	5,764,647

Note 16. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and ageing analysis for credit risk.

Risk management is carried out by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. The Board identifies, evaluates and hedges financial risks within the Group's operating units.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The Board has determined that the current level of foreign currency risk resulting from its operations in Mexico is not significant to the Group.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group is not exposed to any significant interest rate risk.

The following table illustrates the sensitivity of the net result for the year and equity to a reasonably possible change in interest rates with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions but are not expected to have a significant impact on the Group's operating result.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 16. Financial instruments (continued)

		Basis points increase			Basis points decrease	
		Effect on			Effect on	
	Basis points	profit before	Effect on	Basis points	profit before	Effect on
2025	change	tax	equity	change	tax	equity
Cash and cash equivalents	50	55,280	55,280	50	(55,280)	(55,280)
		Effect on			Effect on	
	Basis points	profit before	Effect on	Basis points	profit before	Effect on
2024	change	tax	equity	change	tax	equity
Cash and cash equivalents	50	7,482	7,482	50	(7,482)	(7,482)

Credit risk

Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's maximum credit exposure is the carrying amounts on the statement of financial position. The Group holds financial instruments with credit worthy third parties. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks and institutions with high quality external credit ratings.

Liquidity risk

Liquidity risk arises from the Company's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, whom have built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 17. Key management personnel disclosures

Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	2025	2024
	\$	\$
Short-term employee benefits	499,819	292,865
Post-employment benefits	32,902	7,135
Share-based payments	-	115,000
	<u>532,721</u>	<u>415,000</u>

Full details of the remuneration of each director of the Company and each of the other key management personnel are disclosed in the Remuneration Report contained within the Directors' Report.

Other transactions with key management personnel

A related party of Mr Skeet has been employed in an administration and legal role related to Mexico requirements and incurred salary costs of \$111,913 (2024: \$84,416).

During the year, a company controlled by Mr Toyoda provided consulting legal services of \$81,563 (2024: \$nil) since his appointment as Director.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 18. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided:

	2025	2024
	\$	\$
Audit or review of the financial statements	87,500	38,200
Other assurance related services	17,300	14,000
Total fees	<u>104,800</u>	<u>52,200</u>

The auditor for the 30 June 2025 annual financial year is BDO Audit Pty Ltd. The auditor for the 2024 annual financial year and the 31 December 2024 half year review was Nexia Melbourne Audit Pty Ltd.

Note 19. Capital and leasing commitments

In order to maintain current rights of tenure to exploration tenements, the Company is required to meet minimum expenditure requirements in respect of tenement lease rentals. There are also Mexican government mining concession rents and purchase option payments to the concession owner each six month period.

These are not considered commitments as the Group can exit the projects and not continue payments at any time.

Note 20. Related party transactions

Parent entity

Mithril Silver and Gold Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 22.

Transactions between Mithril Silver and Gold Limited and its wholly owned entities during the year consisted of equity contributions and loans advanced by Mithril Silver and Gold Limited to fund exploration and investment activities.

Key management personnel

Disclosures relating to key management personnel are set out in note 17 and the Remuneration Report included in the Directors' report.

Transactions with related parties

There were no transactions with related parties during the current and previous financial year other than those disclosed in note 17.

Payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2025	2024
	\$	\$
Current payables:		
Director's fees payable	19,787	16,500

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 21. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2025	2024
	\$	\$
Loss after income tax	(1,906,250)	(1,623,057)
Other comprehensive income for the year, net of tax	-	-
Total comprehensive loss	(1,906,250)	(1,623,057)

Statement of financial position

	Parent	
	2025	2024
	\$	\$
Total current assets	10,729,473	1,869,529
Total non-current assets	37,856,385	28,786,398
Total assets	48,585,858	30,655,927
Total current liabilities	414,836	341,964
Total liabilities	414,836	341,964
Net assets	48,171,022	30,313,963
Equity		
Issued capital	90,658,715	71,115,636
Share options reserve	512,196	291,966
Performance rights reserve	2,240,833	2,240,833
Accumulated losses	(45,240,722)	(43,334,472)
Total equity	48,171,022	30,313,963

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2025 and 30 June 2024.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 22. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2025 %	2024 %
Minex (Aust) Pty Ltd	Australia	100%	100%
Minex (West) Pty Ltd	Australia	100%	100%
Mithril Resources Investments Pty Ltd	Australia	100%	100%
Sun Minerals Pty Ltd	Australia	100%	100%
Drummond Gold S.A. de C.V.	Mexico	100%	100%
Carlton Gold S.A. de C.V.	Mexico	100%	100%

* The percentage of ownership interest held is equivalent to the percentage voting rights for all subsidiaries.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 23 Events after the reporting period

On 2 July 2025, the Company issued 110,000 fully paid ordinary shares raising \$22,000 from the exercise of 110,000 warrants each at a price of \$0.20 per share.

On 21 July 2025, the Company issued 158,000 fully paid ordinary shares raising \$31,600 from the exercise of 158,000 warrants each at a price of \$0.20 per share.

On 24 July 2025, the Company completed a placement and issued 31,944,700 fully paid ordinary shares at a price of \$0.3984 (Canadian dollars \$0.36) per share raising \$12,726,956 before costs of the issue. The Company issued 1,916,682 Compensation Options with an exercise price of \$0.3984 (Canadian dollars \$0.36) per share with an expiry date of 24 July 2027 to the lead agent as part of the costs of the placement.

On 12 August 2025, the Company issued 50,000 fully paid ordinary shares raising \$10,000 from the exercise of 50,000 warrants each at a price of \$0.20 per share.

On 13 August 2025, the Company announced its shares commenced trading on the OTCQB Venture Market in the United States under the symbol MTIRF.

On 14 August 2025, the Company issued 30,000 fully paid ordinary shares raising \$6,000 from the exercise of 30,000 warrants each at a price of \$0.20 per share.

On 14 August 2025, the Company issued 25,000 fully paid ordinary shares raising \$7,500 from the exercise of 25,000 warrants each at a price of \$0.30 per share.

On 15 August 2025, the Company issued 500,000 fully paid ordinary shares raising \$50,000 from the exercise of 500,000 warrants each at a price of \$0.10 per share.

On 28 August 2025, the Company issued 300,000 fully paid ordinary shares raising \$90,000 from the exercise of 300,000 warrants each at a price of \$0.30 per share.

On 2 September 2025, the Company issued 4,180,000 Options as incentives to key management personnel and consultants with an exercise price of \$1.07 and an expiry date of 1 September 2028.

On 5 September 2025, the Company issued 1,766,500 fully paid ordinary shares raising \$353,300 from the exercise of 1,766,500 warrants each at a price of \$0.20 per share.

On 5 September 2025, the Company issued 1,300,000 fully paid ordinary shares raising \$130,000 from the exercise of 1,300,000 warrants each at a price of \$0.10 per share.

On 5 September 2025, the Company issued 1,425,000 fully paid ordinary shares raising \$427,500 from the exercise of 1,425,000 warrants each at a price of \$0.30 per share.

On 12 September 2025, the Company issued 39,350 fully paid ordinary shares raising \$7,870 from the exercise of 39,350 warrants each at a price of \$0.20 per share.

On 12 September 2025, the Company issued 150,000 fully paid ordinary shares raising \$45,000 from the exercise of 150,000 warrants each at a price of \$0.30 per share.

No other matters or circumstances have arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 24. Cash flow information

Reconciliation of loss after income tax to net cash used in operating activities

	2025	2024
	\$	\$
Loss after income tax expense for the year	(2,122,134)	(1,600,354)
Adjustments for:		
Depreciation and amortisation	66,293	62,930
Impairment of non-current assets	91,457	-
Interest expense	-	48,252
Share-based payments	39,400	115,000
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(315,034)	156,563
(Increase)/decrease in prepayments	104,727	(158,831)
Increase/(decrease) in trade and other payables	148,040	14,898
Increase/(decrease) in employee benefits	42,025	14,280
Net cash provided by/(used in) operating activities	<u>(1,945,226)</u>	<u>(1,347,262)</u>

Non-cash investing activities

The share-based payment cost of \$180,800 recognised in equity (2024: \$nil) was a non-cash investing activity.

Note 25. Loss per share

	2025	2024
	\$	\$
Loss after income tax	<u>(2,122,134)</u>	<u>(1,600,354)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic loss per share	<u>131,209,470</u>	<u>40,083,729</u>
Weighted average number of ordinary shares used in calculating diluted loss per share	<u>131,209,470</u>	<u>40,083,729</u>
	Cents	Cents
Basic loss per share	(1.62)	(3.99)
Diluted loss per share	(1.62)	(3.99)

Accounting policy for earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the loss attributable to the owners of Mithril Silver and Gold Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. No adjustments were made to calculate the diluted earnings per share as the potential ordinary shares are anti-dilutive.

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 26. Contingent liabilities

Contingent liabilities

The Group had no contingent liabilities as at 30 June 2025 and 30 June 2024.

Note 27. Share-based payments

(A) Options and Warrants issued as share-based payments

The Group established the Employee Incentive Plan. Options are granted under the Plan at the discretion of the Board and if permitted by the Board, may be issued to Directors, employees and consultants.

Set out below are summaries of options granted under the plan:

2025

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
16/11/2022	16/11/2025	\$1.50	250,000	-	-	-	250,000
22/04/2024	14/05/2027	\$0.20	2,300,000	-	-	-	2,300,000
12/09/2024	14/05/2027	\$0.20	-	800,000	-	-	800,000
			2,550,000	800,000	-	-	3,350,000

The weighted average remaining contractual life of options outstanding at the end of the financial year was 1.76 years (2024: 1.50 years).

The group issued warrants during the year as compensation for a capital raising performed during the year.

Set out below are summaries of warrants granted as share-based payments:

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
27/12/2024	19/12/2026	\$0.75	-	1,500,000	-	-	1,500,000

The weighted average remaining contractual life of warrants outstanding at the end of the financial year was 1.50 years (2024: Nil).

(B) Fair Value of Options and Warrants issued during the year

The fair value of options and warrants granted was independently determined using a Black-Scholes pricing model. The valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
12/09/2024	14/05/2027	\$0.105	\$0.20	100.00%	-	3.18%	\$0.05
27/12/2024	19/12/2026	\$0.345	\$0.75	100.00%	-	3.06%	\$0.12

Mithril Silver and Gold Limited
Notes to the consolidated financial statements (in Australian dollars except where noted)
For the years ended 30 June 2025 and 2024

Note 27. Share-based payments (continued)

(C) Performance rights granted to directors and key management personnel

At the Annual General Meeting held on 24 November 2020 the shareholders of the Company granted approval for the issue of 333,334 (post-consolidation) performance rights to Mr Garry Thomas with a 4 year expiry date from the date of issuance. Details of the performance rights issued can be found in the Notice of General Meeting announcement dated 19 October 2020.

The conversion of the issued performance rights to fully paid ordinary shares of the Company is subject to the satisfaction of either of the following applicable milestones:

- Determination by a geological consultant of an Inferred JORC Resource of 5.443Mt at a combined AuEq grade of not less than 4g/t for 700koz Au (or AuEq) on the Copalquin Project; or
- Mithril achieving a market capitalisation equal to or greater than A\$150,000,000 for a period of 20 consecutive trading days on which the securities of the Company traded.

Performance rights holding

The number of performance rights over ordinary shares in the Company held during the financial year by each Director and other members of Key Management Personnel of the Group, including their personally related parties is set out below:

	Balance at the start of the year	Granted	Expired during the year	Balance at the end of the year
Garry Thomas	333,334	-	(333,334)	-

(D) Share-based payments during the year

	Consolidated	
	2025	2024
	\$	\$
Options issued to Directors	-	115,000
Options issued to consultants	39,400	-
Warrants issued to brokers – capital raising costs	180,800	-

Note 27. Share-based payments (continued)

Accounting policy for share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees and consultants.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees or consultants in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying the Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. These transactions are recognised as an expense with a corresponding increase in liabilities. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

Mithril Silver and Gold Limited
Consolidated Entity Disclosure Statement
30 June 2025

Name of entity	Country of incorporation	Tax Residency	Foreign Jurisdiction(s) *	Equity holding % 2025	Equity holding % 2024
Mithril Silver and Gold Limited	Australia	Australia	N/A	n/a	n/a
Minex (Aust) Pty Ltd	Australia	Australia	N/A	100	100
Minex (West) Pty Ltd	Australia	Australia	N/A	100	100
Mithril Resources Investments Pty Ltd	Australia	Australia	N/A	100	100
Sun Minerals Pty Ltd	Australia	Australia	N/A	100	100
Drummond Gold S.A. de C.V.	Mexico	Mexico	Mexico	100	100
Carlton Gold S.A. de C.V.	Mexico	Mexico	Mexico	100	100

All entities above are body corporates.

* Foreign jurisdiction(s) in which the entity is a resident for tax purposes (according to the law of the foreign jurisdiction)

Basis of Preparation

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the *Corporations Act 2001*, reflecting the amendments to section 295(3A)(vi) and (vii) which clarify the definition of foreign resident as being an entity that is treated as a resident of a foreign country under the tax laws of that foreign country. These amendments apply for financial years beginning on or after 1 July 2024. The CEDS includes certain information for each entity that was part of the consolidated entity at the end of the financial year in accordance with AASB 10 *Consolidated Financial Statements*.

Determination of Tax Residency

Section 295(3B)(a) of the *Corporation Acts 2001* defines Australian resident as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. Section 295 (3A)(a)(vii) requires the determination of tax residency in a foreign jurisdiction to be based on the law of the foreign jurisdiction relating to foreign income tax.

In determining tax residency, the consolidated entity has applied the following interpretations:

- **Australian tax residency**

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

- **Foreign tax residency**

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency in those foreign jurisdictions and ensure compliance with applicable foreign tax legislation.

Mithril Silver and Gold Limited
Directors' declaration
30 June 2025

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the information disclosed in the attached consolidated entity disclosure statement is true and correct;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the Directors



John Skeet
Managing Director

29 September 2025

INDEPENDENT AUDITOR'S REPORT

To the members of Mithril Silver and Gold Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Mithril Silver and Gold Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matter described below to be a key audit matter to be communicated in our report.

Recognition and recoverable value of exploration and evaluation expenditure assets

Key audit matter	How the matter was addressed in our audit
As at 30 June 2025 exploration and evaluation assets are \$39.065m as disclosed in Note 11 - 'Exploration and evaluation'. As the carrying value of the capitalised exploration and evaluation expenditures represents a significant asset of the Group, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of this asset may exceed its recoverable amount. In addition, significant expenditures were incurred and capitalised as exploration and evaluation assets during the 2025 financial year, where key judgements were applied in considering the costs to be capitalised to ensure the criteria for recognition of these assets was met. We focussed on testing the capitalisation of expenditures due to their quantum and the judgement involved in evaluating the capitalizable nature of these costs. AASB 6 Exploration for and Evaluation of Mineral Resources contains the requirements with respect to both the initial recognition of such assets and ongoing requirements to continue to carry forward the assets. Note 2 to the annual financial statements includes the accounting policy for recognition of exploration and evaluation expenditure assets and note 11 contains disclosures in relation to capitalised exploration and evaluation expenditures.	Our procedures included: • Obtaining evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation expenditure • Confirming whether the rights to tenure of the areas of interest remained current at the reporting date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future • Agreeing a sample of additions to supporting documentation and ensuring amounts capitalised were permissible and capitalised correctly • Reviewing the forecast prepared by management to ensure that substantive expenditure on further exploration and evaluation of the mineral resources in the areas of interest were planned • Reviewing results of feasibility studies performed on areas of interest in respect of material capitalised exploration and evaluation expenditure • Reviewing management's assessment and factors supporting the impairment expense recorded in the consolidated statement of profit and loss and other comprehensive income for the year ended 30 June 2025 • Reviewing ASX announcements and minutes of directors' meetings to ensure that the Group had not decided to discontinue activities in any of its

areas of interest for which capitalised expenditures have yet to be impaired.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report including (Management's Discussion & Analysis (MD&A)) for the year ended 30 June 2025, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material

if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

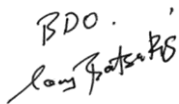
We have audited the Remuneration Report included in pages 19 to 23 of the directors' report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Mithril Silver and Gold Limited, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd



Tony Batsakis
Director

Melbourne, 29 September 2025

Mithril Silver and Gold Limited
ASX Shareholder information
30 June 2025

Details of Shares as at 22 August 2025:

Top Holders

The 20 largest holders of Fully Paid Ordinary Shares were:

Name	No. of Shares	%
CANADIAN CONTROL A/C\C	36,749,000	20.57
CITICORP NOMINEES PTY LIMITED	30,036,861	16.81
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	22,562,504	12.63
HENDO FAMILY SUPERANNUATION PTY LTD <HENDERSON SUPERFUND A/C>	4,000,000	2.24
MR SIMON CATT	3,761,300	2.11
MR MIGUEL ANGEL MATAS MARTINEZ	3,283,000	1.84
GOSS CLOSET PTY LTD <GC SUPER FUND A/C>	3,100,000	1.73
THOMAS FAMILY SUPERANNUATION FUND PTY LTD	2,621,041	1.47
EQUITY TRUSTEES LIMITED <LOWELL RESOURCES FUND A/C>	2,579,689	1.44
S3 CONSORTIUM PTY LTD	2,463,000	1.38
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	2,436,026	1.36
TRIMIN PTY LTD <SKEET FAMILY A/C>	2,216,637	1.24
GARRY THOMAS + NANCY-LEE THOMAS <THOMAS FAMILY A/C>	2,010,813	1.13
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,608,925	0.90
BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	1,400,000	0.78
BODIE INVESTMENTS PTY LTD	1,325,000	0.74
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	1,300,000	0.73
MR SIMON CATT	1,238,700	0.69
MR CRAIG ANDREW SHARPE + MRS MICHELLE ROSE SHARPE <FUNKY MONKEY SUPER FUND A/C>	1,050,000	0.59
BIG RIVER ENTERPRISES PTY LTD <BIG RIVER ENT TRADING A/C>	1,000,010	0.56
	<u>126,742,506</u>	<u>70.94</u>

Distribution Schedules

A distribution of each class of equity security as at 22 August 2025:

Fully Paid Ordinary Shares

Range	Total holders	No. of shares	% Units
500,001 Over	29	133,047,770	74.46
250,001 to 500,000	17	6,091,202	3.41
10,001 to 250,000	725	33,002,887	18.47
5,001 to 10,000	383	3,063,482	1.72
1,001 to 5,000	1,141	2,934,343	1.64
1 to 1,000	1,813	536,038	0.30
	<u>4,108</u>	<u>178,675,722</u>	<u>100.00</u>

Mithril Silver and Gold Limited
ASX Shareholder information
30 June 2025

Details of Options and Warrants as at 22 August 2025:

Top Holders

The 20 largest holders of Listed Warrants (Exercise price of 20 cents each expiring 14 May 2027) were:

Name	No. of Shares	%
CITICORP NOMINEES PTY LIMITED	3,807,500	15.72
S3 CONSORTIUM PTY LTD	1,875,000	7.74
MR CHRISTOPHER JAMES COOPER	1,797,509	7.42
MR SIMON CATT	1,380,650	5.70
GOSS CLOSET PTY LTD <GC SUPER FUND A/C>	1,250,000	5.16
MR MIGUEL ANGEL MATAS MARTINEZ	1,250,000	5.16
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,000,000	4.13
TALEX INVESTMENTS PTY LTD	660,000	2.73
KELEMEN NOMINEES PTY LTD <KYNETON PROPERTY A/C>	503,000	2.08
CASABLANCA HOLDINGS PTY LTD	500,000	2.06
MR SIMON CATT	500,000	2.06
MR ANDREW CHARLES FERGUSON	500,000	2.06
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	500,000	2.06
MR CRAIG ANDREW SHARPE + MRS MICHELLE ROSE SHARPE <FUNKY MONKEY SUPER FUND A/C>	475,000	1.96
MR SIMON JOHN SPINKS	387,700	1.60
MR VINCENZO VINCENZINO + MRS CONCETTA LUCIA VINCENZINO <THE V & C SUPER FUND A/C>	295,000	1.22
PAC PARTNERS SECURITIES PTY LTD	294,430	1.22
MRS MARIA KYPRIANOU + MR CHARLIE KYPRIANOU <CHARLIE KYPRIANOU FAM A/C>	283,042	1.17
RALT INVESTMENTS (VIC) PTY LTD	265,000	1.10
SPEED CAPITAL GMBH	260,500	1.08
MR JOHN PAUL WELBORN	260,500	1.08
	18,044,831	74.51

Distribution Schedules

A distribution of each class of equity security as at 22 August 2025:

Listed Options

Range	Total holders	No. of options	% Units
500,001 Over	9	13,523,659	55.84
250,001 - 500,000	14	5,027,972	20.76
10,001 - 250,000	76	5,569,767	23.00
5,001 - 10,000	5	43,000	0.18
1,001 - 5,000	17	53,261	0.22
1 - 1,000	2	41	0.00
	123	24,217,700	100.00

Mithril Silver and Gold Limited
ASX Shareholder information
30 June 2025

As at 22 August 2025, unlisted options to acquire ordinary shares in the Company were on issue as follows:

	Expiry date	Exercise price	Number under option
MTHAAE	16/11/2025	\$1.50	250,000
MTHAAF	09/12/2025	\$0.70	2,142,865
MTHAAH	14/5/2027	\$0.10	7,000,000
MTHAAI	14/5/2027	\$0.20	3,100,000

Substantial shareholders

The names of substantial shareholders and the number of shares to which each substantial shareholder and their associates have a relevant interest, as disclosed in substantial shareholding notices given to the Company, are set out below:

Substantial Shareholder	No. of shares	%
Jupiter Asset Management Limited	23,000,000	12.87
The Bank of Nova Scotia	11,400,000	6.38

Unmarketable Parcels

Holdings less than a marketable parcel of ordinary shares (being 1,705 at \$0.52 per share as at 22 August 2025):

Fully Paid Ordinary Shares	Holders	No. of shares	% of issue shares
Holdings less than a marketable parcel	1,705	428,251	0.24

Voting Rights

The voting rights attaching to fully paid ordinary shares are:

On a show of hands every member present in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options do not carry any voting rights.