

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Mithril Resources LimitedACN/ARSN 099 883 922**1. Details of substantial holder (1)**Name Mithril Resources LimitedACN/ARSN (if applicable) 099 883 922The holder became a substantial holder on 27/5/2020**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	657,523,066	657,523,066	39.50%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Mithril Resources Limited	Deemed to arise from voluntary escrow under a voluntary escrow agreement between the company and each of the holders set out in Annexure A	657,523,066 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A	See Annexure A	See Annexure A	See Annexure A

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Mithril Resources Limited	<u>27/5/2020</u>		No consideration	657,523,066 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

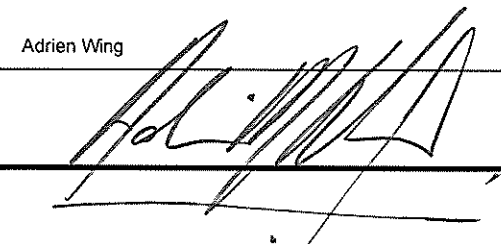
7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Mithril Resources Limited	Level 2, 480 Collins Street, Melbourne VIC 3000
See Annexure A	See Annexure A

Signature

print name Adrien Wing capacity Director and Secretary of Mithril Resources Limited

sign here  date 27 / 5 / 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

"A"

THIS ANNEXURE A OF 2 PAGES REFERRED TO IN FORM 603 – NOTICE OF INITIAL SUBSTANTIAL HOLDER

Signature: 

Signed by: ADRIEN WING

Date: 27/5/2020

Position: DIRECTOR AND SECRETARY

MITHRIL RESOURCES LIMITED

[ACN 099 883 922]

ITEM NUMBERS USED IN THIS ANNEXURE A CORRESPOND WITH ITEM NUMBERS USED IN THE FORM 603 – NOTICE OF INITIAL SUBSTANTIAL HOLDER TO WHICH THIS ANNEXURE A FORMS AN ANNEXURE.

4. DETAILS OF PRESENT REGISTERED HOLDERS

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	CLASS AND NUMBER OF SECURITIES
MITHRIL RESOURCES LIMITED	TRIMIN PTY LTD ACN 079 096 950	TRIMIN PTY LTD ACN 079 096 950	188,330,282 ORDINARY SHARES
MITHRIL RESOURCES LIMITED	DUDLEY ROY LEITCH	DUDLEY ROY LEITCH	90,717,862 ORDINARY SHARES
MITHRIL RESOURCES LIMITED	THOMAS FAMILY SUPERANNUATION FUND PTY LTD ACN 152 030 218	THOMAS FAMILY SUPERANNUATION FUND PTY LTD ACN 152 030 218	101,604,006 ORDINARY SHARES
MITHRIL RESOURCES LIMITED	GARRY THOMAS AND NANCY-LEE THOMAS ATF THOMAS FAMILY TRUST	GARRY THOMAS AND NANCY-LEE THOMAS ATF THOMAS FAMILY TRUST	177,081,267 ORDINARY SHARES
MITHRIL RESOURCES LIMITED	HALL HERBERT STEWART	HALL HERBERT STEWART	81,646,076 ORDINARY SHARES
MITHRIL RESOURCES LIMITED	PENAUSE PTY LTD ACN 108 843 787	PENAUSE PTY LTD ACN 108 843 787	18,143,573 ORDINARY SHARES

7. ADDRESSES

NAME	ADDRESS
TRIMIN PTY LTD ACN 079 096 950	C/- BELLEVILLE SMITH & CO PTY LTD, LEVEL 7, 488 BOURKE STREET, MELBOURNE VIC 3000
DUDLEY ROY LEITCH	4 COEN COURT, RUNCORN QLD 4113
THOMAS FAMILY SUPERANNUATION FUND PTY LTD ACN 152 030 218	194 GINGIN BROOK ROAD, GRANVILLE WAS 6503
GARRY THOMAS AND NANCY-LEE THOMAS ATF THOMAS FAMILY TRUST	194 GINGIN BROOK ROAD, GRANVILLE WAS 6503
HALL HERBERT STEWART	5357 E TIMROD STREET, TUCZON, ARIZONA 85711 USA
PENAUSE PTY LTD ACN 108 843 787	33 SUNSET CRESENT, MOUNT ELIZA VIC 3930