

Ms Yushra Haniff
ASX Limited
Exchange Centre
20 Bridge St
Sydney NSW 200

lisitingscompliancesydney@asx.com.au

Dear Yushra

Appendix 3Y – Change of Directors Interest Notice

We refer to your letter of 31 May 2023 in relation to the lodgement by Mithril Resources Limited (MTH) of the Appendix 3Y on 26 May 2023 for Mr Garry Thomas. In relation to the queries you have raised in your letter, MTH responds as follows:

1. Please explain why the Appendix 3Y was lodged late.

On the 26 May 2023 an Appendix 3Y was lodged for Mr Garry Thomas. Due to an inadvertent administrative oversight, the original notice was lodged on 17 May 2023, however this notice did not include the shares and options that were issued to his son, Mr Billy-Joe Thomas, under the Thomas Family Superannuation Fund holding that were also approved at the 2023 General Meeting held on 5 May 2023. Once the omissions were discovered the Company Secretary took immediate steps to complete and re-lodge an Appendix 3Y on 26 May to include the additional shares issued to Mr Billy-Joe Thomas.

2. What arrangements does MTH have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

The Company has adopted a Security Trading Policy which governs trading in MTH shares (in addition to the applicable statutory obligations) and the Company ensures its Directors are aware of the Company's disclosure obligations under Listing Rule 3.19A which requires Directors to notify the Company Secretary of any changes to securities they hold.

Regular reports relating to movements in MTH's register are also received and reviewed by the Company Secretary.

3. If the current arrangements are inadequate or not being enforced, what additional steps does MTH intend to take to ensure compliance with Listing Rule 3.19B?

MTH and its directors both take their disclosure obligations very seriously and the directors are conscious of their obligations in trading in shares in the Company so as to ensure compliance with the Listing Rules obligations.

MTH considers that it has appropriate procedures in place to ensure compliance with Listing Rule 3.19B and these procedures are enforced.

In light of its review of this matter and the above, MTH considers that this oversight was administrative in nature.

Yours sincerely

DIRECTORS

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

MITHRIL RESOURCES LIMITED

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CNSinclair

Claire Newstead-Sinclair
Company Secretary



31 May 2023

Reference: 75060

Ms Claire Newstead-Sinclair
Company Secretary
Mithril Resources Limited

By email: Claire.Newstead@vistra.com

Dear Ms Newstead-Sinclair

Mithril Resources Limited ('MTH'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. MTH's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 26 May 2023 for Mr Garry Thomas (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.**The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:
'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Thomas's notifiable interest occurred on 16 May 2023. It appears that the Notice should have been lodged with ASX by 23 May 2023. Consequently, MTH may have breached Listing Rules 3.19A and/or 3.19B.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does MTH have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does MTH intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **10:30 AM AEST Monday, 5 June 2023**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, MTH's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require MTH to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in MTH's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in MTH's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to MTH's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that MTH's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Yushra Haniff
Adviser, Listings Compliance