

COURT ORDERS SCHEME MEETINGS BE CONVENED

Mithril Resources Limited (**Mithril**) (ASX: MTH) refers to its ASX announcement released on 26 May 2023 in relation to the execution of a binding Scheme Implementation Deed (**SID**) for the implementation of two Schemes of Arrangement. Under the Schemes of Arrangement, Newrange Gold Corp. (**Newrange**) proposes to acquire 100% of the issued share capital of Mithril and for the existing options to acquire shares in Mithril to be cancelled, resulting in Newrange remaining as the TSX Venture Exchange (**TSXV**) listed holding company (**Merger**). The Merger is proposed to be effected by way of a Share Scheme and an Option Scheme (together, the **Schemes**).

Mithril provides the following update on the Schemes.

COURT ORDERS

Mithril is pleased to announce that the Federal Court of Australia made orders on 6 September 2023 for:

- Mithril to convene a meeting (**Share Scheme Meeting**) of Mithril shareholders (**Shareholders**) to consider and, if thought fit, vote on the proposed scheme of arrangement (**Share Scheme**) between Mithril and the Shareholders;
- Mithril to convene a meeting (**Option Scheme Meeting**) of Mithril Class A and Class B optionholders (**Optionholders**) to consider and, if thought fit, vote on the proposed scheme of arrangement (**Option Scheme**) between Mithril and the Optionholders; and
- approving dispatch of an explanatory statement providing information about the Schemes, including notice of the Share Scheme Meeting and Option Scheme Meeting (together, the **Scheme Booklet**) to the Shareholders and Optionholders (together, the **Mithril Securityholders**).

SCHEME BOOKLET

The Scheme Booklet will be registered with the Australian Securities and Investments Commission (**ASIC**), with registration expected to occur on 7 September 2023. The Scheme Booklet will then be released to ASX and dispatched to Mithril Securityholders following its registration with ASIC.

Mithril Securityholders who have elected to receive electronic communications will receive an email containing instructions about how to view or download a copy of the Scheme Booklet, as well as instructions on how to lodge their proxies for the Share Scheme Meeting and/or Option Scheme Meeting online. Mithril securityholders who have elected to receive communications via post will receive a printed copy of the Scheme Booklet, together with a personalised proxy form. All other Mithril Securityholders will receive a letter (by post), together with a personalised proxy form, with instructions about how to view or download a copy of the Scheme Booklet.

Mithril Securityholders should carefully read and consider the Scheme Booklet in its entirety, including the materials accompanying it, before deciding how to vote at the Share Scheme Meeting and/or Option Scheme Meeting.

SCHEME MEETING

The Share Scheme Meeting and Option Scheme Meeting are scheduled to take place at Level 4, 96-100 Albert Road, South Melbourne VIC 3205 on Friday, 13 October 2023. The Share Scheme Meeting will be held at 9:00am (AEDT) and the Option Scheme Meeting will be held at the later of 10:00am (AEDT) and the conclusion of the Share Scheme Meeting.

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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REGISTERED OFFICE

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All Shareholders registered on the Mithril Share Register at 7:00pm (AEDT) on, Wednesday 11 October 2023, will be entitled to attend and vote at the Share Scheme Meeting. All Optionholders registered on the Mithril Option Register at 7:00pm (AEDT) on Wednesday, 11 October 2023, will be entitled to attend and vote at the Option Scheme Meeting. Further information on how to participate in and vote at the Scheme Meetings is set out in the Scheme Booklet.

SECOND COURT HEARING

If the Mithril Securityholders approve the Schemes at the meetings on 13 October 2023 and all other conditions for the Schemes are either satisfied or waived (as applicable), Mithril will apply to the Federal Court of Australia for orders approving the Schemes at a second court hearing scheduled for 20 October 2023.

INDICATIVE TIMETABLE

The expected key dates for the Schemes are set out below:

Event	Date
Latest time and date for lodgement of completed Proxy Form for the Share and Option Scheme Meetings	Share Scheme: 9:00am AEDT on 11 October 2023 Option Scheme: 10:00am AEDT on 11 October 2023
Time and date for determining eligibility of Mithril Securityholders to vote at the Share and Option Scheme Meetings	7:00pm AEDT on 11 October 2023
Date of the Share and Option Scheme Meetings	Share Scheme: 9:00am AEDT on 13 October 2023 Option Scheme: the later of 10:00am AEDT and the conclusion of the Share Scheme Meeting on 13 October 2023.
Second Court Date	20 October 2023
Effective Date of the Schemes	23 October 2023
Last day of trading in Mithril Shares on ASX	23 October 2023

Note: All dates and times are indicative only and subject to necessary approvals from the Court and each other condition precedent to the Schemes being satisfied or waived. Mithril has the right to vary the timetable detailed above subject to the approval of such variation by Newrange, the Court and ASIC where required. Any changes to the above timetable will be announced to ASX and will be available under Mithril's profile on ASX at www.asx.com.au.

Mithril will update Mithril Securityholders as to any material developments in relation to the Schemes as the timetable progresses.

-ENDS-

Released with the authority of the Board.
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The Australian Securities Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.