

## **Scheme Meeting date postponed**

Mithril Resources Limited (Mithril) (ASX: MTH) refers to its ASX announcements:

- released on 26 May 2023 in relation to the proposed Scheme of Arrangement under which 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, proposed to be effected by way of a Share Scheme and an Option Scheme (together, the **Schemes**); and
- released on 6 September 2023 in relation to the orders made by the Federal Court of Australia for Mithril to convene a meeting of Mithril shareholders (**Share Scheme Meeting**) and a meeting of Mithril optionholders (**Option Scheme Meeting**) (together, the **Scheme Meetings**) to consider and, if thought fit, vote on the proposed Schemes 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 Mithril shareholders (**Mithril Shareholders**) and class A and class B optionholders (**Mithril Optionholders**) (together, the **Mithril Securityholders**).

### **POSTPONEMENT OF SCHEME MEETINGS**

Mithril announces that the Federal Court of Australia has made orders today to postpone the date of the Scheme Meetings at which Mithril Shareholders and Mithril Optionholders will vote on the respective proposed Share Scheme and Option Scheme.

The Scheme Meetings have been postponed from Friday, 13 October 2023 to Friday, 27 October 2023.

The Share Scheme Meeting will now 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. The Scheme Meetings will still be held at Level 4, 96-100 Albert Road, South Melbourne VIC 3205.

Attached to this announcement is a letter from the Mithril Managing Director that will be sent to all Mithril Securityholders which notifies them of further details and the reasons for postponement of the Share Scheme Meeting and Option Scheme Meeting. The letter also includes an updated indicative timetable for the Schemes. Implementation of the Schemes is now expected to occur on Thursday, 16 November 2023.

Mithril Securityholders who have questions in relation to the Schemes or the Scheme Booklet should contact the Mithril Information Line on 1300 918 645 (within Australia) or +61 3 9415 4812 (outside Australia) Monday to Friday between 8:30am and 5:00pm (Melbourne time).

**-ENDS-**

Released with the authority of the Board.

For further information contact:

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**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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12 October 2023

Dear Mithril Securityholder,

## **POSTPONEMENT OF SHARE SCHEME MEETING AND OPTION SCHEME MEETING FROM 13 OCTOBER 2023 TO 27 OCTOBER 2023**

You would have recently received the Scheme Booklet in relation to the Schemes of Arrangement under which Newrange Gold Corp. (**Newrange**) proposes to acquire 100% of the issued share capital of Mithril Resources Limited (**Mithril**) and for the existing options to acquire shares in Mithril to be cancelled, proposed to be effected by way of a Share Scheme and an Option Scheme (together, the **Schemes**).

A meeting of Mithril shareholders to consider and vote on the Share Scheme (**Share Scheme Meeting**) and a meeting of Mithril optionholders to consider and vote on the Option Scheme (**Option Scheme Meeting**) (together, the **Scheme Meetings**) were each scheduled for Friday, 13 October 2023.

This letter is to inform you as a holder of Mithril shares and/or Mithril options (**Mithril Securityholder**) that, by order of the Federal Court of Australia (**Court**), the Scheme Meetings have each been postponed and will now be held as follows:

	<b>Share Scheme Meeting</b>	<b>Option Scheme Meeting</b>
<b>Date:</b>	Friday, 27 October 2023	Friday, 27 October 2023
<b>Time:</b>	9:00am	The later of 10:00am (AEDT) and the conclusion of the Share Scheme Meeting
<b>Address:</b>	Level 4, 96-100 Albert Road, South Melbourne VIC 3205	Level 4, 96-100 Albert Road, South Melbourne VIC 3205

## **WHY HAVE THE SHARE SCHEME MEETING AND OPTION SCHEME MEETING BEEN POSTPONED?**

As described in the Scheme Booklet, the Scheme is subject to a number of conditions precedent including Newrange undertaking a private placement to raise up to CA\$3,600,000 before the Second Court Hearing, which was scheduled for Friday, 20 October 2023. Newrange has informed the Mithril directors that it requires additional time to raise the necessary funds to meet this condition precedent.

To allow time for the satisfaction (or waiver) of this condition precedent, Mithril approached the Court for orders to postpone the Share Scheme Meeting, Option Scheme Meeting and the Second Court Date beyond the

currently scheduled dates as set out in the Scheme Booklet. The Share Scheme Meeting, Option Scheme Meeting and Second Court Date have now been postponed by orders of the Court made today.

### UPDATED INDICATIVE TIMETABLE

As a consequence of the Court orders postponing the Share Scheme Meeting and Option Scheme Meeting, the indicative timetable for the Schemes has changed. The updated indicative timetable is set out below:

Event	Date
Latest time and date for lodgement of completed Proxy Form for the Share Scheme Meeting and Option Scheme Meeting	<b>Share Scheme:</b> 9:00am (AEDT) on Wednesday, 25 October 2023 <b>Option Scheme:</b> 10:00am (AEDT) on Wednesday, 25 October 2023
Time and date for determining eligibility of Mithril Securityholders to vote at the Share Scheme Meeting and Option Scheme Meeting	7:00pm (AEDT) on Wednesday, 25 October 2023
Date of the Share Scheme Meeting and Option Scheme Meeting	<b>Share Scheme:</b> Friday, 27 October 2023 <b>Option Scheme:</b> Friday, 27 October 2023
Second Court Date	Monday, 6 November 2023
Effective Date of the Schemes	Tuesday, 7 November 2023
Last date of trading in Mithril Shares on ASX	Tuesday, 7 November 2023
Record Date	Thursday, 9 November 2023
Implementation Date	Thursday, 16 November 2023

Capitalised terms in the timetable above have the meaning given to them in the Scheme Booklet.

### NO CHANGE TO THE MITHRIL BOARD'S RECOMMENDATION

The Mithril Board of Directors continues to unanimously recommend that Mithril Securityholders vote in favour of the Schemes, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Schemes are in the best interests of the Securityholders.

### NO CHANGE TO THE INDEPENDENT EXPERT'S CONCLUSION

As at the date of this letter, the Independent Expert continues to conclude that the Schemes are not fair but reasonable, and accordingly that the Share Scheme is in the best interest of Mithril shareholders and that the Option Scheme is in the best interest of Mithril optionholders in the absence of a superior proposal. A complete copy of the Independent Expert's report is contained at Annexure A to the Scheme Booklet.

### PROXY FORMS AND VOTING

If you have already lodged your proxy form and do not wish to change your voting direction, you do not need to take any action as your proxy form will remain valid for the postponed Share Scheme Meeting and/or Option Scheme Meeting.

If you have submitted a proxy form but wish to change your voting direction or would like a new proxy form, then you can request another proxy form by calling the Mithril Information Line on 1300 918 645 (within Australia) or +61 3 9415 4812 (outside Australia) Monday to Friday between 8:30am and 5:00pm (Melbourne

time). To be effective, your proxy form must be received by 9:00am (AEDT) in the case of the Share Scheme, or 10:00am (AEDT) in the case of the Option Scheme, on Wednesday, 25 October 2023.


If you have not yet lodged your proxy form but would like to appoint a proxy, you can complete and return the proxy form that accompanied the Scheme Booklet. To be effective, your proxy form must be received by 9:00am (AEDT) in the case of the Share Scheme, or 10:00am (AEDT) in the case of the Option Scheme, on Wednesday, 25 October 2023.

#### **SHAREHOLDER INFORMATION LINE**

If you have any questions in relation to the Schemes or the Scheme Booklet, you should contact the Mithril Information Line on 1300 918 645 (within Australia) or +61 3 9415 4812 (outside Australia) Monday to Friday between 8:30am and 5:00pm (Melbourne time).

On behalf of the Mithril Board, I would like to take this opportunity to thank you for your ongoing support of Mithril, and I look forward to your participation at the Share Scheme and/or Option Scheme Meeting.

Yours sincerely,



**John Skeet**

**Managing Director**