

SHARE AND OPTION SCHEME MEETING SCRIPTS AND PRESENTATIONS

Mithril Resources Limited (ASX: MTH) ("Mithril") refers to the proposed acquisition of Newrange Gold Corp. to acquire 100% of the issued share capital of Mithril, by way of scheme of arrangement ("Scheme").

Share and Option Scheme Meeting materials:

In accordance ASX Listing Rule 3.13, attached to this announcement are the following documents to be presented at the meeting for the Share Scheme and Option Scheme Meeting ("Share Scheme Meeting") and ("Option Scheme Meeting") being held at 9.00am (AEDT) and 10.00am (AEDT), respectively today:

1. Share Scheme Meeting Script
2. Share Scheme Meeting Presentation
3. Option Scheme Meeting Script
4. Option Scheme Meeting Presentation

Mithril Shareholders and Optionholders may attend, participate in and vote at the Share Scheme Meeting and Option Scheme Meeting in person at Level 4, 96-100 Albert Road, Melbourne, VIC 3205.

The voting results of each Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Meetings.

-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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ASX: MTH

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REGISTERED OFFICE

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MITHRIL RESOURCES LIMITED
SHARE SCHEME MEETING CHAIR'S ADDRESS
to be held at 9:00 am (Melbourne time) on Friday, 27 October 2023 at
Level 4, 96-100 Albert Road, South Melbourne VIC 3205

1	WELCOME and INTRODUCTIONS
	<p><i>[Slide 1 – Share Scheme Meeting]</i></p> <p>Good morning, and welcome to this Share Scheme Meeting of Mithril Resources Limited.</p> <p>My name is Stephen Layton. I am a non-executive director of the Company and I have been authorised by the Board, and by order of the Federal Court of Australia, to Chair this meeting and to report the result of the Scheme Meeting to the Court.</p> <p>It is my pleasure to welcome shareholders and visitors who have joined us for this Scheme Meeting. I note that, immediately following this Meeting, there will be a further meeting held in relation to the Option Scheme of Arrangement (together, referred to as the Schemes).</p> <p>I believe that all of you have already registered for this meeting as you came in. If not, please do so now, so that you are able to vote. I would remind everyone that this is a shareholders' meeting and only Mithril shareholders, appointed proxies, corporate representatives and attorneys have the right to speak at the meeting.</p> <p>Also attending today are representatives of the Independent Expert appointed to opine on the fairness and reasonableness of the Schemes for shareholders and optionholders.</p>
2	PURPOSE OF MEETING & QUORUM
	<p>The time is now 9am, the appointed time for holding the Share Scheme Meeting. I confirm for the record that this is a properly constituted meeting, and I have been informed by the Company Secretary that a quorum is present.</p> <p>I therefore declare the meeting open at 9.00am.</p> <p>I propose to take the Notice of Share Scheme Meeting as read.</p> <p>This meeting has been convened in accordance with orders made by the Federal Court of Australia on 6 September 2023 and 12 October 2023. The purpose of today's meeting is for shareholders to consider and vote on the proposed Share Scheme of Arrangement in relation to the merger of the Company with Newrange Gold Corp.</p> <p>If shareholders vote to approve the proposed Share Scheme of Arrangement, a meeting of optionholders will be held immediately after the close of this meeting, to consider and vote on the proposed Option Scheme of Arrangement in relation to the Merger. Both the Share Scheme of Arrangement and the Option Scheme of Arrangement must be approved in order for the Merger to proceed.</p>
3	DIRECTORS
	<p>Joining us today are my fellow Mithril Board members:</p> <ul style="list-style-type: none"> • Managing Director & CEO John Skeet, who is joining us via video link from Mexico; and • Non-executive Director Garry Thomas. <p>Our Company Secretary Claire Newstead-Sinclair is also with us today, together with representatives from Computershare.</p> <p>We also welcome representatives from HopgoodGanim Lawyers, the Company's legal advisers on the Schemes, who are joining us via video link from Brisbane.</p> <p>Each of Mr Skeet and the representatives of HopgoodGanim Lawyers are only present for the purposes of responding to any questions or matters that may be raised during the course of the meeting. The meeting is not being held virtually and no voting on the resolution will be permitted via video link.</p>
4	HOUSEKEEPING
	<p>Before we proceed with the Share Scheme Meeting, I have a couple of quick housekeeping points. I would appreciate if all mobile phones could be turned to silent mode or switched off. Recording devices and cameras must not be used during the meeting. In the event of an emergency, please follow the emergency exit signs and instructions of the venue staff.</p>
5	QUESTIONS
	<p>Shareholders will have the opportunity to ask any questions relating to the Share Scheme resolution. In the interest of all participants, please ensure that your questions are relevant to all shareholders.</p>

	<p>If you are a shareholder and you would like to ask a question, please raise your admission card. When I call for questions, please give your name and if you are representing an organisation, please state who you represent.</p> <p>Questions must be relevant to the business of today's meeting, being the approval of the Scheme. Please ask one question at a time and keep your questions brief so that as many people as possible have the chance to ask a question. Statements rather than questions will not be addressed.</p>
6	NOTICE OF SHARE SCHEME MEETING
	<p>The Scheme Booklet was despatched to all registered shareholders on Monday, 11 September 2023. We have additional copies of the Booklet here, should you wish to refer to it during the course of this Meeting.</p> <p>The Notice of Share Scheme Meeting, which includes a single resolution to be put to Shareholders, is included as Annexure G of the Scheme Booklet.</p>
7	PROXY RESULTS
	<p><i>[Slide 2 – Format of Meeting]</i></p> <p>I will now advise the meeting on the number of proxy votes received in respect of the Scheme Resolution.</p> <p><i>[Slides 3 and 4 – Proxy Results]</i></p> <p>Total Proxy Votes were received by 9:00am (AEDT) on Wednesday 25 October 2023 (Proxy Closing Date) from 125 Mithril Shareholders, equating to approximately 40.82% of the ordinary voting shares of the Company.</p> <p>I advise the number of proxy votes as follows:</p> <p>The Resolution has received:</p> <p>1,365,930,800 votes FOR the Resolution.</p> <p>8,786,148 votes AGAINST the Resolution.</p> <p>391,923 votes at the DISCRETION of the Chair.</p> <p>6,719,620 votes ABSTAINED.</p> <p>I confirm that I will cast all valid undirected proxies that I hold in my capacity as Chair of the meeting in favour of the Share Scheme Resolution.</p>
8	CHAIR'S ADDRESS
	<p><i>[Slide 5 – Chair's Address]</i></p> <p>Before commencing the formal business, I would like to say a few words about the Schemes.</p> <p>As announced by Mithril on 26 May 2023, the Company entered into a Scheme Implementation Deed with Newrange, under which Newrange has agreed to acquire all of the issued ordinary shares in Mithril by way of the Share Scheme. The issued options were to be either transferred to Newrange or cancelled immediately prior to implementation of the Schemes (and it was subsequently agreed that the options would be cancelled).</p> <p>Details of the Schemes were outlined in detail in the Scheme Booklet, which was made available to shareholders in accordance with the orders of the Federal Court of Australia made on 6 September 2023 and despatched to shareholders on 11 September 2023.</p> <p>The Schemes will only become effective and be implemented if the resolutions to be considered by Mithril Shareholders and Mithril Optionholders at today's meetings are approved and the other outstanding conditions precedent under the Scheme Implementation Deed are satisfied or waived.</p> <p>Scheme Consideration</p> <p>Under the terms of the Share Scheme, Mithril shareholders will receive entirely scrip consideration of approximately 18.08 Newrange shares for every 1,000 Mithril shares held as at the Record Date.</p> <p>As noted in the Scheme Booklet, the Scheme Consideration will be issued to the Company's shareholders and optionholders at the same ratio (i.e. 18.08 applicable Newrange securities for every 1,000 applicable Mithril securities).</p> <p>Independent Expert's Conclusion</p> <p>As stated in the Scheme Booklet, the Independent Expert has concluded that the Share Scheme is not fair but reasonable and is therefore in the best interests of Mithril shareholders in the absence of a Superior Proposal.</p>

	<p>Directors Unanimous Recommendation</p> <p>The Mithril Directors confirm that, at the time of this meeting, no Superior Proposal has emerged, nor are they aware of any Superior Proposal likely to emerge. As such, the Mithril Board continues to unanimously recommend that Mithril shareholders vote in favour of the Share Scheme.</p> <p>Each Mithril Director with a relevant interest in the Company has voted by Proxy in favour of the Share Scheme resolution.</p> <p>The Mithril Directors have identified several reasons why you might vote in favour of the Share Scheme and various reasons why you might vote against it. These are set out in detail in the Scheme Booklet.</p> <p>Status of Scheme Conditions</p> <p>Implementation of the Merger remains subject to several conditions, including:</p> <ul style="list-style-type: none"> • the approval of Mithril shareholders at this meeting by the requisite majorities required under the Corporations Act; • the approval of Mithril optionholders at the Option Scheme Meeting by the requisite majorities required under the Corporations Act; • Newrange completing a capital raise as part of its conditions for relisting on the TSXV; and • approval of the Federal Court of Australia at the Second Court Hearing, which is currently scheduled to be held on Monday 6 November 2023. <p>At the time of today's meeting, the Mithril Directors are not aware of any circumstances which would cause any of the outstanding conditions not to be satisfied (or waived if applicable), save for in respect of the capital raising to be undertaken by Newrange.</p> <p>With regard to the Newrange concurrent financing, the Mithril Directors have been advised by Newrange that the concurrent financing has not, as at the date of today's meeting, been completed. Newrange are continuing to take steps to endeavour to complete the concurrent financing. The concurrent financing condition is required to be satisfied or waived prior to the Second Court Date.</p> <p>Indicative Implementation Timetable</p> <p><i>[Slide 6 – Indicative Implementation Timetable]</i></p> <p>If both of the Share Scheme and the Option Scheme are approved today, the timetable to implement the Schemes and provide Mithril securityholders with the Scheme Consideration will be as shown in the slide on the screen now.</p> <p>These dates are subject to the Court's approval of the Schemes. Any changes to the timetable will be announced to the ASX.</p> <p>If the Schemes are implemented, Mithril will become a wholly-owned subsidiary of Newrange, and Mithril will apply to ASX for termination of the official quotation of Mithril shares and to have itself removed from the official list of the ASX from the business day following the Implementation Date.</p> <p>If Mithril shareholders do not approve the Share Scheme Resolution at today's Share Scheme Meeting, the Schemes will not be implemented.</p> <p>If Mithril shareholders do approve the Share Scheme resolution at today's Meeting, but Mithril optionholders do not approve the Option Scheme resolution at the Option Scheme Meeting to be held after the close of this Meeting, the Schemes will not be implemented.</p> <p>If the Schemes are not implemented, Mithril shareholders and Mithril optionholders will retain their respective securities in the Company, and the Company will continue to operate as a standalone entity listed on the ASX. Neither the Mithril shareholders nor the Mithril optionholders will receive the Scheme Consideration.</p> <p>Commentary on the Schemes</p> <p>A detailed summary of the strategic intentions behind the proposed Schemes to merge Mithril and Newrange is set out in the Scheme Booklet.</p>
9	<p>FORMAL BUSINESS</p>
	<p><i>[Slide 7 – Formal Business]</i></p> <p>I will now conduct the formal business of the Share Scheme Meeting. If there are no objections, I will take the Notice of Scheme Meeting as read.</p>

	<p>Pursuant to the requirements of section 411 of the Corporations Act, shareholders' approval is sought to approve the Share Scheme Arrangement between Mithril Resources Limited and the Scheme Shareholders, designated the "Share Scheme".</p> <p>A copy of the Share Scheme Resolution is on the screen.</p> <p><i>[Slide 8 – Share Scheme Resolution]</i></p> <p>The Resolution is:</p> <p>"That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mithril Resources Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia to which Mithril Resources Limited and Newrange Gold Corp. agree)."</p> <p>Requisite Majorities – Required to Pass Resolution</p> <p>I advise, that for the resolution to be passed, votes in favour of the Resolution must be received from:</p> <ul style="list-style-type: none"> • First, at least 75% of the total number of votes cast on the Resolution by Mithril Shareholders at this Meeting; and • Secondly, unless the Court orders otherwise, a majority in number (being more than 50%) of Mithril Shareholders present and voting at this Meeting (either in person, by proxy or attorney or in the case of corporate Mithril Shareholders, by a duly appointed corporate representative).
10	QUESTIONS
	<p><i>[Slide 9– Q&A session]</i></p> <p>I now invite shareholders to ask any questions in relation to the business of the Share Scheme Meeting. I will endeavour to answer your questions straight away, however, I may take a question on notice if necessary.</p> <p>Questions can be asked by raising your admission card.</p> <p>Are there any questions or comments by shareholders regarding the proposed Share Scheme?</p>
11	PROXY RESULTS & VOTING INSTRUCTIONS
	<p><i>[Slide 10 – Proxy Results and Voting Instructions]</i></p> <p>Proxy results</p> <p>As previously advised, the proxy votes received as at 9:00am (AEDT) on Wednesday 25 October 2023 are as set out on the current slide and I note that all valid, undirected proxies which nominate the Chairperson will be voted in favour of the Resolution.</p> <p>Voting Instructions</p> <p>The Share Scheme Resolution will be conducted by way of a poll. As Chair of the meeting, I declare the Poll open.</p> <p>Firstly, if there is any person present who believes they are entitled to vote but has not registered to vote, would you please raise your hand for assistance.</p> <p>The persons entitled to vote on this poll are all shareholders, representatives and attorneys of shareholders, and proxyholders who hold (colour) admission cards.</p> <p>If you are attending in more than one capacity today, for example as a shareholder and a proxy holder, you will have been issued with as many voting cards as you have separate capacities.</p> <p>If you require assistance, please raise your hand and a Computershare staff member will assist you.</p> <p>On the reverse of your admission card is your voting paper and instructions.</p> <p>I will now go through the procedures for filling in the voting papers.</p> <p><i>[Slide 11 – Proxyholders]</i></p> <p>Proxyholders: Proxyholders have attached to their admission card a Summary of Proxy Votes which details the voting instructions, if any, for business items on the appointment documents in your favour. By completing the voting paper, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.</p>

	<p>In respect of any open votes a proxyholder may be entitled to cast, you need to mark a box beside the resolution to indicate how you wish to cast your open votes. If you wish to cast your discretionary votes “FOR” or “AGAINST” the resolution, please place a mark in the corresponding box. If you wish to cast a portion of your discretionary votes “FOR” or “AGAINST” the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast must not exceed your voting entitlement.</p> <p>Proxyholders should refer to the Summary of Proxy Votes form attached to your voting paper for further information.</p> <p><i>[Slide 12 – Shareholders]</i></p> <p><u>Shareholders:</u> Shareholders also need to mark a box beside the motion to indicate how you wish to cast your votes.</p> <p>If you wish to record all your votes in favour of the resolution, please place a mark in the ‘FOR’ box. If you wish to record your votes against the resolution, please place a mark in the ‘AGAINST’ box.</p> <p>If you wish to cast a portion of your votes “FOR” the resolution and a portion of your votes “AGAINST” the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast ‘FOR’ or ‘AGAINST’ a resolution must not exceed your voting entitlement. Please note that if you exceed your voting entitlement your vote will be treated as invalid and will be excluded from the poll.</p> <p>Please ensure you print your name where indicated and sign the voting paper. When you have finished filling in your voting paper, please lodge it in a ballot box, to ensure your votes are counted.</p> <p>If you require any assistance, please raise your hand.</p> <p>I will now pause to allow shareholders time to finalise their vote.</p>
12	POLL CLOSE
	<p><i>[Slide 13 – Poll Close]</i></p> <p>I now ask everyone to cast their vote in relation to the Share Scheme Resolution if they have not already done so, as voting will be closing shortly.</p> <p>Please indicate by raising your hand if you require more time to complete and lodge your voting paper.</p> <p>Poll Return Officer</p> <p>Angela Liapis from Computershare will act as the returning officer for the purposes of conducting and determining the results of the poll on the Resolution.</p> <p>I now take it that all shareholders have voted and declare the poll closed.</p> <p>The results of today’s Share Scheme Meeting will be released through the ASX as soon as possible.</p>
13	CLOSE OF MEETING
	<p><i>[Slide 14 – Thank you for your attendance]</i></p> <p>That concludes the business of the meeting.</p> <p>On behalf of the Board, I thank you for your attendance and interest in the Share Scheme Meeting. I now declare the Share Scheme Meeting CLOSED.</p>



MITHRIL
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SHARE SCHEME MEETING

27 OCTOBER 2023



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FORMAT OF MEETING

- Proxy Results
- Formal Business
- Q&A Session





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PROXY RESULTS

27 OCTOBER 2023



PROXY RESULTS- SHARES

Total Proxy Votes received by 9:00am (AEDT) on Wednesday, 25 October 2023 (**Proxy Closing Date**) from 125 Mithril Shareholders, equating to approximately 40.82% of the ordinary shares of the Company.

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
1,365,930,800	391,923	8,786,148	6,719,620
99.33%	0.03%	0.64%	N/A

FURTHER INFORMATION

- The Board recommends that Shareholders vote in favour of this resolution.
- The Chair will vote undirected proxies for this resolution.
- Voting restrictions have been included in the Notice of Meeting.



MITHRIL
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CHAIR'S ADDRESS

27 OCTOBER 2023



INDICATIVE IMPLEMENTATION TIMETABLE

Event	Date
Date of the Share Scheme Meeting and Option Scheme Meeting	Share Scheme: Friday, 27 October 2023 Option Scheme: 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	Tuesday, 16 November 2023



MITHRIL
RESOURCES

FORMAL BUSINESS

27 OCTOBER 2023



FORMAL BUSINESS

Share Scheme Resolution:

“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mithril Resources Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia to which Mithril Resources Limited and Newrange Gold Corp. agree).”



MITHRIL
RESOURCES

Q&A SESSION

27 OCTOBER 2023





MITHRIL
RESOURCES

PROXY RESULTS & VOTING INSTRUCTIONS

27 OCTOBER 2023



Proxyholders

Summary of Proxy Votes are attached to the admission cards detailing the voting instructions.

Mark a box beside the resolution to indicate how you wish to cast your open votes. If you wish to cast your discretionary votes “FOR” or “AGAINST” the resolution, please mark the corresponding box.

If you wish to cast a portion of your discretionary votes “FOR” or “AGAINST” the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast must not exceed your voting entitlement.

Please refer to the Summary of Proxy Votes form attached to your voting paper for further information.

Shareholders

Shareholders are to mark a box beside the motion to indicate how you wish to cast your votes.

If you wish to record all your votes in favour of the resolution, please mark the 'FOR' box. If you wish to record your votes against the resolution, please mark the 'AGAINST' box.

If you wish to cast a portion of your votes "FOR" the resolution and a portion of your votes "AGAINST" the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast 'FOR' or 'AGAINST' a resolution must not exceed your voting entitlement. Please note that if you exceed your voting entitlement your vote will be treated as invalid and will be excluded from the poll.

Please print your name where indicated and **sign** the voting paper. When you have finished filling in your voting paper, please place it in a ballot box, to ensure your votes are counted.

If you require any assistance, please raise your hand.



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POLL CLOSE





MITHRIL
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THANK YOU
FOR YOUR
ATTENDANCE

27 OCTOBER 2023

MITHRIL RESOURCES LIMITED
OPTION SCHEME MEETING CHAIR'S ADDRESS
to be held at 9:00 am (Melbourne time) on Friday, 27 October 2023 at
Level 4, 96-100 Albert Road, South Melbourne VIC 3205

1	WELCOME and INTRODUCTIONS
	<p><i>[Slide 1 – Option Scheme Meeting]</i></p> <p>Good morning, and welcome to this Option Scheme Meeting of Mithril Resources Limited.</p> <p>My name is Stephen Layton. I am a non-executive director of the Company and I have been authorised by the Board, and by order of the Federal Court of Australia, to Chair this meeting and to report the result of the Scheme Meeting to the Court.</p> <p>It is my pleasure to welcome optionholders and visitors who have joined us for this Scheme Meeting. I note that, immediately preceding this Meeting, there was a meeting held in relation to the Share Scheme of Arrangement (together, referred to as the Schemes).</p> <p>I believe that all of you have already registered for this meeting as you came in. If not, please do so now, so that you are able to vote. I would remind everyone that this is an optionholders' meeting and only Mithril optionholders, appointed proxies, corporate representatives and attorneys have the right to speak at the meeting.</p> <p>Also attending today are representatives of the Independent Expert appointed to opine on the fairness and reasonableness of the Schemes for shareholders and optionholders.</p>
2	PURPOSE OF MEETING & QUORUM
	<p>The time is now 10am, the appointed time for holding the Option Scheme Meeting. I confirm for the record that this is a properly constituted meeting, and I have been informed by the Company Secretary that a quorum is present.</p> <p>I therefore declare the meeting open at 10.00am.</p> <p>I propose to take the Notice of Option Scheme Meeting as read.</p> <p>This meeting has been convened in accordance with orders made by the Federal Court of Australia on 6 September 2023 and 12 October 2023. The purpose of today's meeting is for optionholders to consider and vote on the proposed Option Scheme of Arrangement in relation to the merger of the Company with Newrange Gold Corp.</p> <p>Both the Share Scheme of Arrangement and the Option Scheme of Arrangement must be approved in order for the Merger to proceed. Accordingly, if optionholders vote to approve the proposed Option Scheme of Arrangement, and provided all of the relevant conditions precedent have been met (which we will discuss later in this meeting) then the Company will proceed to the Second Court Hearing scheduled for Monday, 6 November 2023 to seek the Court's approval of the Schemes.</p>
3	DIRECTORS
	<p>Joining us today are my fellow Mithril Board members:</p> <ul style="list-style-type: none"> • Managing Director & CEO John Skeet, who is joining us via video link from Mexico; and • Non-executive Director Garry Thomas. <p>Our Company Secretary Claire Newstead-Sinclair is also with us today, together with representatives from Computershare.</p> <p>We also welcome representatives from HopgoodGanim Lawyers, the Company's legal advisers on the Schemes, who are joining us via video link from Brisbane.</p> <p>Each of Mr Skeet and the representatives of HopgoodGanim Lawyers are only present for the purposes of responding to any questions or matters that may be raised during the course of the meeting. The meeting is not being held virtually and no voting on the resolution will be permitted via video link.</p>
4	HOUSEKEEPING
	<p>Before we proceed with the Option Scheme Meeting, I have a couple of quick housekeeping points. I would appreciate if all mobile phones could be turned to silent mode or switched off. Recording devices and cameras must not be used during the meeting. In the event of an emergency, please follow the emergency exit signs and instructions of the venue staff.</p>
5	QUESTIONS
	<p>Optionholders will have the opportunity to ask any questions relating to the Option Scheme resolution. In the interest of all participants, please ensure that your questions are relevant to all optionholders.</p>

	<p>If you are a shareholder and you would like to ask a question, please raise your admission card. When I call for questions, please give your name and if you are representing an organisation, please state who you represent.</p> <p>Questions must be relevant to the business of today's meeting, being the approval of the Scheme. Please ask one question at a time and keep your questions brief so that as many people as possible have the chance to ask a question. Statements rather than questions will not be addressed.</p>
6	NOTICE OF OPTION SCHEME MEETING
	<p>The Scheme Booklet was despatched to all registered optionholders on Monday, 11 September 2023. We have additional copies of the Booklet here, should you wish to refer to it during the course of this Meeting.</p> <p>The Notice of Option Scheme Meeting, which includes a single resolution to be put to Optionholders, is included as Annexure H of the Scheme Booklet.</p>
7	PROXY RESULTS
	<p><i>[Slide 2 – Format of Meeting]</i></p> <p>I will now advise the meeting on the number of proxy votes received in respect of the Scheme Resolution.</p> <p><i>[Slides 3 and 4 – Proxy Results]</i></p> <p>Total Proxy Votes were received by 10:00am (AEDT) on Wednesday 25 October 2023 (Proxy Closing Date) from 11 Mithril Optionholders, equating to approximately 30.25% of the ordinary voting shares of the Company.</p> <p>I advise the number of proxy votes as follows:</p> <p>The Resolution has received:</p> <p>114,313 votes FOR the Resolution.</p> <p>0 votes AGAINST the Resolution.</p> <p>0 votes at the DISCRETION of the Chair.</p> <p>0 votes ABSTAINED.</p> <p>I confirm that I will cast all valid undirected proxies that I hold in my capacity as Chair of the meeting in favour of the Option Scheme Resolution.</p>
8	CHAIRS ADDRESS
	<p><i>[Slide 5 – Chair's Address]</i></p> <p>Before commencing the formal business, I would like to say a few words about the Schemes.</p> <p>As announced by Mithril on 26 May 2023, the Company entered into a Scheme Implementation Deed with Newrange, under which Newrange has agreed to acquire all of the issued ordinary shares in Mithril by way of the Share Scheme. The issued options were to be either transferred to Newrange or cancelled immediately prior to implementation of the Schemes (and it was subsequently agreed that the options would be cancelled).</p> <p>Details of the Schemes were outlined in detail in the Scheme Booklet, which was made available to optionholders in accordance with the orders of the Federal Court of Australia made on 6 September 2023 and despatched to optionholders on 11 September 2023.</p> <p>The Schemes will only become effective and be implemented if the resolutions to be considered by Mithril Shareholders and Mithril Optionholders at today's meetings are approved and the other outstanding conditions precedent under the Scheme Implementation Deed are satisfied or waived.</p> <p>Scheme Consideration</p> <p>Under the terms of the Option Scheme, Mithril optionholders will receive entirely scrip consideration of approximately 18.08 Newrange warrants for every 1,000 Mithril options held as at the Record Date as follows:</p> <ul style="list-style-type: none"> • 18.08 Class A Warrants for every 1,000 Class A Options; and • 18.08 Class B Warrants for every 1,000 Class B Options. <p>As noted in the Scheme Booklet, the Scheme Consideration will be issued to the Company's shareholders and optionholders at the same ratio (i.e. 18.08 applicable Newrange securities for every 1,000 applicable Mithril securities).</p> <p>Independent Expert's Conclusion</p> <p>As stated in the Scheme Booklet, the Independent Expert has concluded that the Option Scheme is not fair but reasonable and is therefore in the best interests of Mithril optionholders in the absence of a Superior Proposal.</p>

Directors Unanimous Recommendation

The Mithril Directors confirm that, at the time of this meeting, no Superior Proposal has emerged, nor are they aware of any Superior Proposal likely to emerge. As such, the Mithril Board continues to unanimously recommend that Mithril optionholders vote in favour of the Option Scheme.

Each Mithril Director with a relevant interest in the Company has voted by Proxy in favour of the Option Scheme resolution.

The Mithril Directors have identified several reasons why you might vote in favour of the Option Scheme and various reasons why you might vote against it. These are set out in detail in the Scheme Booklet.

Status of Scheme Conditions

Implementation of the Merger remains subject to several conditions, including:

- the approval of Mithril optionholders at this meeting by the requisite majorities required under the Corporations Act;
- Newrange completing a capital raise as part of its conditions for relisting on the TSXV;
- the approval of Newrange shareholders at Newrange's meeting; and
- approval of the Federal Court of Australia at the Second Court Hearing, which is currently scheduled to be held on Monday 6 November 2023.

At the time of today's meeting, the Mithril Directors are not aware of any circumstances which would cause any of the outstanding conditions not to be satisfied (or waived if applicable), save for in respect of the capital raising to be undertaken by Newrange.

With regard to the Newrange concurrent financing, the Mithril Directors have been advised by Newrange that the concurrent financing has not, as at the date of today's meeting, been completed. Newrange are continuing to take steps to endeavour to complete the concurrent financing. The concurrent financing condition is required to be satisfied or waived prior to the Second Court Date.

Indicative Implementation Timetable

[Slide 6 – Indicative Implementation Timetable]

If both Schemes are approved today, the timetable to implement the Schemes and provide Mithril securityholders with the Scheme Consideration will be as shown in the slide on the screen now.

These dates are subject to the Court's approval of the Schemes. Any changes to the timetable will be announced to the ASX.

If the Schemes are implemented, Mithril will become a wholly-owned subsidiary of Newrange, and Mithril will apply to ASX for termination of the official quotation of Mithril shares and to have itself removed from the official list of the ASX from the business day following the Implementation Date.

If Mithril optionholders do not approve the Option Scheme Resolution at today's Option Scheme Meeting, the Schemes will not be implemented.

If Mithril optionholders approve the Option Scheme Resolution at today's Meeting, but the remaining conditions precedent are not satisfied or waived, the Schemes will not be implemented.

If the Schemes are not implemented, Mithril shareholders and Mithril optionholders will retain their respective securities in the Company, and the Company will continue to operate as a standalone entity listed on the ASX. Neither the Mithril shareholders nor the Mithril optionholders will receive the Scheme Consideration.

Commentary on the Schemes

A detailed summary of the strategic intentions behind the proposed Schemes to merge Mithril and Newrange is set out in the Scheme Booklet.

9

FORMAL BUSINESS

[Slide 7 – Formal Business]

I will now conduct the formal business of the Option Scheme Meeting. If there are no objections, I will take the Notice of Scheme Meeting as read.

Pursuant to the requirements of section 411 of the Corporations Act, optionholders' approval is sought to approve the Option Scheme Arrangement between Mithril Resources Limited and the Scheme Optionholders, designated the "Option Scheme".

A copy of the Option Scheme Resolution is on the screen.

[Slide 8 – Option Scheme Resolution]

	<p>The Resolution is:</p> <p>“That, pursuant to and in accordance with the provisions of section 411 of the <i>Corporations Act 2001</i> (Cth), the scheme of arrangement proposed between Mithril Resources Limited and the holders of its Class A Options and Class B Options, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia to which Mithril Resources Limited and Newrange Gold Corp. agree).”</p> <p>Requisite Majorities – Required to Pass Resolution</p> <p>I advise, that for the resolution to be passed, votes in favour of the Resolution must be received from:</p> <ul style="list-style-type: none"> • Firstly, unless the Court orders otherwise, a majority in number (being more than 50%) of Mithril Optionholders present and voting at this Meeting (either in person, by proxy or attorney or in the case of corporate Mithril Optionholders, by a duly appointed corporate representative), • Secondly, the Mithril Options held by that majority must amount to at least 75% of the total value of Mithril Options held by Mithril Optionholders present and voting at the Option Scheme Meeting.
10	QUESTIONS
	<p><i>[Slide 9 to be reordered – Q&A session]</i></p> <p>I now invite optionholders to ask any questions in relation to the business of the Option Scheme Meeting. I will endeavour to answer your questions straight away, however, I may take a question on notice if necessary.</p> <p>Questions can be asked by raising your admission card.</p> <p>Are there any questions or comments by optionholders regarding the proposed Option Scheme?</p>
11	PROXY RESULTS & VOTING INSTRUCTIONS
	<p><i>[Slide 10 – Proxy Results and Voting Instructions]</i></p> <p>Proxy results</p> <p>As previously advised, the proxy votes received as at 10:00am (AEDT) on Wednesday 25 October 2023 are as set out on the current slide and I note that all valid, undirected proxies which nominate the Chairperson will be voted in favour of the Resolution.</p> <p>Voting Instructions</p> <p>The Option Scheme Resolution will be conducted by way of a poll. As Chair of the meeting, I declare the Poll open.</p> <p>Firstly, if there is any person present who believes they are entitled to vote but has not registered to vote, would you please raise your hand for assistance.</p> <p>The persons entitled to vote on this poll are all optionholders, representatives and attorneys of optionholders, and proxyholders who hold (colour) admission cards.</p> <p>If you are attending in more than one capacity today, for example as a shareholder and a proxy holder, you will have been issued with as many voting cards as you have separate capacities.</p> <p>If you require assistance, please raise your hand and a Computershare staff member will assist you.</p> <p>On the reverse of your admission card is your voting paper and instructions.</p> <p>I will now go through the procedures for filling in the voting papers.</p> <p><i>[Slide 11 – Proxyholders]</i></p> <p><u>Proxyholders:</u> Proxyholders have attached to their admission card a Summary of Proxy Votes which details the voting instructions, if any, for business items on the appointment documents in your favour. By completing the voting paper, when instructed to vote in a particular manner, you are deemed to have voted in accordance with those instructions.</p> <p>In respect of any open votes a proxyholder may be entitled to cast, you need to mark a box beside the resolution to indicate how you wish to cast your open votes. If you wish to cast your discretionary votes “FOR” or “AGAINST” the resolution, please place a mark in the corresponding box. If you wish to cast a portion of your discretionary votes “FOR” or “AGAINST” the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast must not exceed your voting entitlement.</p> <p>Proxyholders should refer to the Summary of Proxy Votes form attached to your voting paper for further information.</p> <p><i>[Slide 12 – Optionholders]</i></p>

	<p><u>Optionholders:</u> optionholders also need to mark a box beside the motion to indicate how you wish to cast your votes.</p> <p>If you wish to record all your votes in favour of the resolution, please place a mark in the 'FOR' box. If you wish to record your votes against the resolution, please place a mark in the 'AGAINST' box.</p> <p>If you wish to cast a portion of your votes "FOR" the resolution and a portion of your votes "AGAINST" the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast 'FOR' or 'AGAINST' a resolution must not exceed your voting entitlement. Please note that if you exceed your voting entitlement your vote will be treated as invalid and will be excluded from the poll.</p> <p>Please ensure you print your name where indicated and sign the voting paper. When you have finished filling in your voting paper, please lodge it in a ballot box, to ensure your votes are counted.</p> <p>If you require any assistance, please raise your hand.</p> <p>I will now pause to allow optionholders time to finalise their vote.</p>
12	POLL CLOSE
	<p><i>[Slide 13 – Poll Close]</i></p> <p>I now ask everyone to cast their vote in relation to the Option Scheme Resolution if they have not already done so, as voting will be closing shortly.</p> <p>Please indicate by raising your hand if you require more time to complete and lodge your voting paper.</p> <p>Poll Return Officer</p> <p>Angela Liapis from Computershare will act as the returning officer for the purposes of conducting and determining the results of the poll on the Resolution.</p> <p>I now take it that all optionholders have voted and declare the poll closed.</p> <p>The results of today's Option Scheme Meeting will be released through the ASX as soon as possible.</p>
13	CLOSE OF MEETING
	<p><i>[Slide 14 – Thank you for your attendance]</i></p> <p>That concludes the business of the meeting.</p> <p>On behalf of the Board, I thank you for your attendance and interest in the Option Scheme Meeting. I now declare the Option Scheme Meeting CLOSED.</p>



MITHRIL
RESOURCES

OPTION SCHEME MEETING

27 OCTOBER 2023



MITHRIL
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FORMAT OF MEETING

- Chair's Address
- Formal Business
- Q&A Session





MITHRIL
RESOURCES

PROXY RESULTS

27 OCTOBER 2023



PROXY RESULTS - OPTIONS

Total Proxy Votes received by 9:00am (AEDT) on Wednesday, 25 October 2023 **(Proxy Closing Date)** from 11 Mithril Optionholders, equating to approximately 30.25% of the options on issue in the Company.

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
114,313	0	0	0
100%	0.00%	0.00%	N/A

FURTHER INFORMATION

- The Board recommends that Optionholders vote in favour of this resolution.
- The Chair will vote undirected proxies for this resolution.
- Voting restrictions have been included in the Notice of Meeting.



MITHRIL
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CHAIR'S ADDRESS

27 OCTOBER 2023



INDICATIVE IMPLEMENTATION TIMETABLE

Event	Date
Date of the Share Scheme Meeting and Option Scheme Meeting	Share Scheme: Friday, 27 October 2023 Option Scheme: 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	Tuesday, 16 November 2023



MITHRIL
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FORMAL BUSINESS

27 OCTOBER 2023



FORMAL BUSINESS

Option Scheme Resolution:

“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mithril Resources Limited and the holders of its Class A Options and Class B Options, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without alterations or conditions as approved by the Federal Court of Australia to which Mithril Resources Limited and Newrange Gold Corp. agree”.



MITHRIL
RESOURCES

Q&A SESSION

27 OCTOBER 2023





MITHRIL
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PROXY RESULTS & VOTING INSTRUCTIONS

27 OCTOBER 2023



Proxyholders

Summary of Proxy Votes are attached to the admission cards detailing the voting instructions.

Mark a box beside the resolution to indicate how you wish to cast your open votes. If you wish to cast your discretionary votes “FOR” or “AGAINST” the resolution, please mark the corresponding box.

If you wish to cast a portion of your discretionary votes “FOR” or “AGAINST” the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast must not exceed your voting entitlement.

Please refer to the Summary of Proxy Votes form attached to your voting paper for further information.

Optionholders

Optionholders are to mark a box beside the motion to indicate how you wish to cast your votes.

If you wish to record all your votes in favour of the resolution, please mark the 'FOR' box. If you wish to record your votes against the resolution, please mark the 'AGAINST' box.

If you wish to cast a portion of your votes "FOR" the resolution and a portion of your votes "AGAINST" the resolution, write in the corresponding box the actual number of votes you are casting for the resolution. The sum of the votes cast 'FOR' or 'AGAINST' a resolution must not exceed your voting entitlement. Please note that if you exceed your voting entitlement your vote will be treated as invalid and will be excluded from the poll.

Please print your name where indicated and **sign** the voting paper. When you have finished filling in your voting paper, please place it in a ballot box, to ensure your votes are counted.

If you require any assistance, please raise your hand.



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POLL CLOSE





MITHRIL
RESOURCES



THANK YOU
FOR YOUR
ATTENDANCE

27 OCTOBER 2023