



MITHRIL SILVER AND GOLD LIMITED
ACN 099 883 922

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
November 5, 2025

Time of Meeting:
9.00am (AEDT)

Location of Meeting:
Karstens Melbourne, Level 9, 123 Queen Street, Melbourne, VIC, 3000

MITHRIL SILVER AND GOLD LIMITED

ACN 099 883 922

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Mithril Silver and Gold Limited (**the Company**) will be held Karstens Melbourne, Level 9, 123 Queen Street, Melbourne, VIC, 3000 on 5 November 2025 at 9.00am (AEDT).

Shareholders can also register to view the Meeting online by emailing the Company Secretary at justyn@stedwell.com.au.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

This Notice is given based on circumstances as at 30 September 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform (ASX code: MTH) and on the Company's website at www.mithrilsilvergold.com. Shareholders are urged to monitor the ASX announcements platform and the Company's website for any updates.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM AEDT on 3 November 2025. In Canada, only Shareholders of record at the close of business on 30 September 2025 (AEST Time) will be entitled to receive Notice of Meeting and vote at the Annual General Meeting, or any adjournment or postponement thereof.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary. All references to currency are in Australian dollars and cents unless otherwise stated.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

AGENDA

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the period ended 30 June 2025.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"That, for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial period ended 30 June 2025 be adopted."

Resolution 2: Re-Election of Mr Craig Sharpe as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, Mr Craig Sharpe, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Re-Election of Mr John Skeet as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, Mr John Skeet, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Re-Election of Mr David Toyoda as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, Mr David Toyoda, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 5: Re-Election of Ms Meghan Lewis as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, Ms Meghan Lewis, who retires in accordance with the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Resolution 6: Adoption of Employee Incentive Securities Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of the TSX Venture Exchange requirement, that, subject to TSX Venture Exchange acceptance, that:

1. The Directors be authorized on behalf of the Company to make any further amendments to the Employee Incentive Securities Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Employee Incentive Securities Plan; and

2. The Company file the Employee Incentive Securities Plan with the TSX Venture Exchange for acceptance."

Resolution 7 – Ratification of issue of Placement Shares issued under Listing Rule 7.1

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 19,978,521 Placement Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of issue of Placement Shares issued under Listing Rule 7.1A

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 11,966,179 Placement Shares issued under Listing Rule 7.1A, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Ratification of issue of Options issued under Listing Rule 7.1

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 1,916,682 Options issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Approval of Issue of Options to Craige Sharpe, Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of 800,000 Options to Craig Sharpe, a Director (or his nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 11 – Approval of Issue of Options to John Skeet, Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,000,000 Options to John Skeet, a Director (or his nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 12 – Approval of Issue of Options to David Toyoda, Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of 600,000 Options to David Toyoda, a Director (or his nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 13 – Approval of Issue of Options to Meghan Lewis, Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of 600,000 Options to Meghan Lewis, a Director (or her nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 14 – Approval of Issue of Options to Priscila Skeet, Related Party of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of 800,000 Options to Priscila Skeet, a Related Party (or her nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 15 – Approval of Issue of Options to Colin Jones, Related Party of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the issue and allotment of 600,000 Options to Colin Jones, a Related Party (or his nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 16 – Approval of Issue of Options to Garry Thomas, Related Party of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 800,000 Options to Garry Thomas, a Related Party (or his nominee) under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 17: Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd of 1055 West Georgia Street, Suite 1100, Vancouver, British Columbia, Canada V6E 3P2 and Tower 4, Level 18, 727 Collins Street Melbourne VIC Australia 3008, having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the Company's Australian and Canadian auditor to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company, and the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS

Resolution 18: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

By order of the Board

Justyn Stedwell
Company Secretary

Voting Prohibitions and Exclusions

<p>Resolution 1</p>	<p>Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:</p> <p>(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and</p> <p>(b) it is not cast on behalf of a Restricted Voter.</p> <p>If you appoint the person chairing the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote “against”, or to abstain from voting on, this Resolution.</p>
<p>Resolution 6</p>	<p>Voting Exclusion Statement: For the purposes of the TSX Venture Exchange, the Company will disregard any votes cast on this resolution by all of the Company’s Insiders, and their associates and affiliates; or an Associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and • the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolutions 7, 8 and 9</p>	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of by or on behalf of any person who participated in the issue of Shares or Options referred to in each Resolution, or any of their respective associates.</p> <p>However, this does not apply to a vote cast in favour by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) the Chair as proxy or attorney for a person who is entitled to vote on the</p>

	<p>Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and • the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolutions 10,11,12,13,14,15,16</p>	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:</p> <p>(a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or</p> <p>(b) an Associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour by:</p> <p>(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(ii) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and • the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:</p> <p>(a) the proxy is a Restricted Voter; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 18</p>	<p>Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 18 by or on behalf of:</p> <p>a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or</p> <p>b) an Associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of Resolution 18 by:</p> <p>(i) a person as proxy or attorney for a person who is entitled to vote on the</p>

	<p>Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(ii) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none">• the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and• the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting. In Canada, only Shareholders of record at the close of business on 30 September 2025 (AEDT Time) will be entitled to receive notice of and vote at the Annual General Meeting, or any adjournment or postponement thereof. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Proxies

- a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its Constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and the Corporations Act.
- h. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 9.00am (AEDT) on 3 November 2025. Any proxy received after that time will not be valid for the scheduled meeting.
- i. Shareholders may complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited, prior to the Meeting:

(a) by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

OR

(b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

- j. Intermediary Online subscribers only (custodians), may cast the shareholder's vote online prior to the Meeting by visiting www.intermediaryonline.com.
- k. Shareholders may cast their vote online prior to the Meeting by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed proxy form.
- l. For Canadian Shareholders, please refer to the section "Information for Canadian Shareholders" below for proxy related information.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry in advance of the Meeting or be sent to the Company Secretary when registering as a corporate representative.

5. Enquiries

Shareholders are invited to contact the Company Secretary, Justyn Stedwell, on +61 3 9088 2049 or at justyn@stedwell.com.au if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

This Explanatory Statement (“**Statement**”) accompanies and forms part of the Company’s Notice of Annual General Meeting (“**Notice**”) for the 2025 Annual General Meeting (“**Meeting**”).

This Notice incorporates, and should be read together, with this Statement.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors’ report, the Remuneration Report and the auditor’s report.

A copy of the Annual Report for the financial year ending 30 June 2025 which incorporates the Company’s financial report, reports of the Directors (including the Remuneration Report and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may access the Annual Report at the Company’s website: <https://mithrilsilvergold.com> or via the Company’s announcement platform on ASX (ASX:MTH).

Except as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about, or make comments on, the 2025 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company’s 2025 Annual Financial Statements.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors’ Report in the Company’s June 2025 Annual Report. The Remuneration Report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a “**spill resolution**”) that another meeting be held within 90 days at which all of the Company’s Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company’s last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for this Meeting. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration policies.

Voting Exclusions

A voting prohibition statement applies to this Resolution and is set out in this Notice.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting prohibition on this resolution (set out in the Notice of AGM), Restricted Voters are excluded from voting their shares on this Resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Resolution 2: Re-Election of Mr Craig Sharpe as Director of the Company

Background

Mr Craig Sharpe was appointed as a Director by the Board on 2nd January 2024.

Clause 6.1 of the Constitution provides that at each annual general meeting of the Company, all the director's retire from office, and no director may retain office for more than 1 year without submitting himself or herself for re-election. Pursuant to clause 6.1 of the Constitution Mr Sharpe retires from office and seeks re-election as a Director.

Mr. Sharpe has over 25 years' experience in finance across Asia Pacific including FX, institutional, retail, corporate and management with large network of investor and industry professionals across the APAC region. Experience in senior management roles, running private client businesses and more recently, spent 11 yrs at Macquarie and Bell Potter. He has a BCom in Economics and Finance, MBA and graduate of the AICD. Non-Executive Chair of ASX: L1M Lightning Minerals.

The Board considers that Mr Craig Sharpe will, if elected, qualify as an independent director.

Voting Exclusions

There are no voting exclusions on this resolution.

Board Recommendation

The Board (with Mr Sharpe abstaining) unanimously recommends that shareholders vote in favour of the election of Mr Sharpe as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders. The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 3: Re-Election of Mr John Skeet as Director of the Company

Background

Mr John Skeet was appointed as a Director by the Board on 8th September 2020

Clause 6.1 of the Constitution provides that at each annual general meeting of the Company, all the director's retire from office, and no director may retain office for more than 1 year without submitting himself or herself for re-election. Pursuant to clause 6.1 of the Constitution Mr Skeet retires from office and seeks re-election as a Director.

Mr. Skeet has over 35 years' experience in gold-silver mine development including 20 years in Mexico. He led the development of Ballarat East, Quartzite Gold in Georgia, and Palmarejo Silver Gold Mine in Mexico, prior Coeur 's US\$1.2B takeover. He was COO of Cerro Resources prior to its takeover by Primero Mining. He founded Sun Minerals in 2017 and acquired the option to purchase the Copalquin District Concessions in Mexico with the subsequent acquisition of Sun Minerals by Mithril in May 2020. He has a honours degree in Applied Science (Met) and is a Fellow of the AusIMM.

The Board does not consider that Mr Skeet will, if elected, be an independent Director as he is the Managing Director of the Company.

Voting Exclusions

There are no voting exclusions on this resolution.

Board Recommendation

The Board (with Mr Skeet abstaining) unanimously recommends that shareholders vote in favour of the election of Mr Skeet as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders. The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 4: Re-Election of Mr David Toyoda as a Director of the Company

Background

Mr David Toyoda was appointed as a Director by the Board on September 20, 2024.

Clause 6.1 of the Constitution provides that at each annual general meeting of the Company, all the director's retire from office, and no director may retain office for more than 1 year without submitting himself or herself for re-election. Pursuant to clause 6.1 of the Constitution Mr Skeet retires from office and seeks re-election as a Director.

David is the Principal of Pacific Star Corporate Finance Law in Vancouver, British Columbia Canada. He has a Bachelor of Commerce (with honours) and Bachelor of Law from the University of British Columbia. He practices in the areas of corporate and securities law, advising technology, biotechnology and mining companies that are listed, or are preparing to list on, Canadian stock exchanges. He also acts for clients in international securities transactions, including cross-border financings, and has established U.S. markets for Canadian public companies. He is a co-coordinator of a course at Simon Fraser University and Osgoode Hall Law School for directors and officers of public companies. He is a director of three public companies and two private companies in the process of going public.

The Board considers that Mr David Toyoda will, if elected, qualify as an independent director.

Voting Exclusions

There are no voting exclusions on this resolution.

Board Recommendation

The Board (with Mr Toyoda abstaining) unanimously recommends that shareholders vote in favour of the election of Mr Toyoda as it considers that his qualifications, experience, skills and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders. The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 5: Re-Election of Ms Meghan Lewis as a Director of the Company

Background

Ms Meghan Lewis was appointed as a Director by the Board on 20th May 2025 to fill a casual vacancy.

Pursuant to clause 9.1 of the Constitution, a Director appointed by the Board to fill a casual vacancy holds office until the termination of the next AGM and is eligible for re-election at the AGM. Accordingly, Ms Meghan Lewis is required to retire and stands for election at the Meeting.

Ms. Lewis has over 20 years of experience in the mining industry, spanning technical, financial, and corporate

leadership roles. She began her career as an exploration geologist, working in the field for six years before moving into mining finance as a mining analyst with a Canadian securities firm. She subsequently joined the private equity arm of a large mutual fund group as a Senior Analyst, evaluating and managing resource investments. Ms. Lewis later transitioned to one of the fund's investee companies as Vice President, Corporate Development, where she played an instrumental role in its growth from a gold-copper exploration company to a gold producer. She currently serves on the board and is Chair of the Audit Committee of Optegra Ventures Inc.

The Board considers that Ms Meghan Lewis will, if elected, qualify as an independent director.

Voting Exclusions

There are no voting exclusions on this resolution.

Board Recommendation

The Board (with Ms Lewis abstaining) unanimously recommends that shareholders vote in favour of the election of Ms Lewis as it considers that her qualifications, experience, skills and expertise are appropriate for the Board position and will enable her to act in the best interests of the Company and its shareholders. The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 6: Adoption of Employee Incentive Securities Plan

Background

The Company seeks Shareholder approval to adopt the Employee Incentive Securities Plan for the purposes set out in this Explanatory Statement so that Company securities may be issued under the Plan.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- enable the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- enable the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
- link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- align the financial interest of participants of the Plan with those of Shareholders; and
- provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

TSX Venture Exchange Rules

The Company's common shares trade on the TSX Venture Exchange, which requires that listed companies obtain the approval of their shareholders for Employee Incentive Securities Plans.

Disinterested shareholder approval of Employee Incentive Securities Plans must be obtained where:

- an Employee Incentive Securities Plan, together with all of the Company's other previously established and outstanding Employee Incentive Securities Plans or grants could result at any time in:
 - I. the number of shares reserved for issuance under incentive options granted to Insiders as a group exceeding 10% of the issued shares;

- II. the grant to Insiders as a group, within a 12 month period, of a number of options exceeding 10% of the issued shares; or
 - III. the issuance to any one optionee, within a 12 month period, of a number of shares exceeding 5% of the issued shares calculated as at the date the options are granted; or
 - IV. the Company is decreasing the exercise price of incentive options previously granted to Insiders.
- If disinterested shareholder approval is required, the Employee Incentive Securities Plan must be approved by a majority of the votes cast by all shareholders at the shareholders' meeting excluding votes attaching to shares owned by:
 - I. Insiders to whom options may be issued under the Employee Incentive Securities Plan; and
 - II. associates and affiliates of persons referred to above.

The term "Insider" is defined in the *Securities Act* (British Columbia) and generally includes directors, senior officers and holders of greater than 10% of the voting securities of the Company.

The Company's Insiders may participate in the Employee Incentive Securities Plan. While it is not expected that Insiders, as a group, will necessarily acquire the majority of shares allocated under the Employee Incentive Securities Plan, it is possible that this could happen.

A summary of the Plan is set out in Annexure A.

Disinterested Shareholder Approval

To meet all of the requirements of the TSX Venture Exchange, the Company must obtain the approval of its disinterested shareholders for the Employee Incentive Securities Plan.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 7 and 8 – Ratification of issue of Placement Shares

Background to the Placement

On 25 July 2025, the Company announced, pursuant to an agency agreement among the Company, Ventum Financial Corp., as lead agent and sole bookrunner, together with Arlington Group Asset Management Ltd., Raymond James Ltd. and Cormark Securities Inc. (collectively, the "Agents") dated July 24, 2025 (the "Agency Agreement"), the closing of brokered private placement to raise gross proceeds of C\$11,500,092 ("Placement") through the issue of 31,994,700 Shares at an issue price of C\$0.36 per Share ("Placement Shares").

The Placement Shares were issued without prior Shareholder approval, utilising the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A. 19,978,521 Placement Shares were issued to unrelated parties on 24 July 2025 using the Company's available placement capacity under Listing Rule 7.1, the subject of Resolution 7. 11,966,179 Placement Shares issued to unrelated parties on 24 July 2025 using the Company's available placement capacity under Listing Rule 7.1A, the subject of Resolution 8.

Pursuant to the Agency Agreement, the Company: (i) paid a cash fee of C\$690,005.52 to the Agents, representing 6.0% of the gross proceeds of the Offering; and (ii) issued 1,916,682 compensation options (the "Compensation Options") to the Agents, representing approximately 6.0% of the aggregate number of Shares issued by the Company under the Offering. Each Compensation Option is exercisable into one Share at C\$0.36 for a term of two years expiring on July 24, 2027. The Compensation Options are the subject of Resolution 9.

The net proceeds from the Placement will be used to fund advancement of the Company's Copalquin district project in Durango State, Mexico, as well as for working capital and general corporate purposes. All Shares issued under the

Placement are subject to a statutory hold period expiring November 25, 2025 in accordance with Canadian securities laws and TSXV requirements.

General

For the purposes of ASX Listing Rule 7.4, Resolution 7 seeks the approval of Shareholders to ratify the issue of 19,978,521 Placement Shares issued pursuant to Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.4, Resolutions 8 seeks the approval of Shareholders to ratify the issue of 11,966,179 Placement Shares issued pursuant to Listing Rule 7.1A.

Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. At the Company's Annual General Meeting held on 27 November 2024 the Company sought and obtained approval of its Shareholders under ASX Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 or 7.1A and, as it has not yet been approved by Shareholders, effectively uses up the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 or 7.1A.

The effect of Shareholders passing of Resolutions 7 and 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% and 10% placement capacity set out in Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, 19,978,521 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, 19,978,521 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 19,978,521 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 8 is passed, 11,966,179 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, 11,966,179 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 11,966,179 Equity Securities for the 12-month

period following the issue of those Placement Shares.

The Company confirms that Listing Rule 7.1 or 7.1A was not breached at the time the Placement Shares were issued.

Specific Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation Resolutions 7 and 8:

The Placement Shares the subject of Resolutions 7 and 8 were issued to new and existing investors, including sophisticated and professional investors (Placement Participants), none of whom is a related party or a member of the Company's key management personnel or an advisor to the Company or an associate to any of these parties or a substantial shareholder (>10%). The Placement Participants were identified through a bookbuild process, which involved the Agents seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Agents.

A total of 19,978,521 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 7). A total of 11,966,179 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 8).

The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

The Placement Shares were issued on 24 July 2025 at an issue price of C\$0.36 each. The Company has not and will not receive any other consideration for the issue of the Placement Shares.

The proceeds from the issue of the Placement Shares are intended to continue to be used towards:

- (i) exploration and drilling activities;
- (ii) general working capital; and
- (iii) costs of the Placement.

There are no other material terms to the agreement for the subscription of the Placement Shares.

A voting exclusion statement applies to these Resolutions and are included in the Notice.

Additional Information

Resolutions 7 and 8 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 7 and 8.

Resolution 9 – Ratification of issue of Options issued under Listing Rule 7.1

For the purposes of ASX Listing Rule 7.4, Resolution 9 seeks the approval of Shareholders to ratify the issue of 1,916,682 Compensation Options issued pursuant to Listing Rule 7.1 on 24 July 2025 to the Agents in consideration for services provided.

The background of the Placement and the issue of the 1,916,682 Compensation Options issued to the Agents is set out previously in this Notice.

Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid

ordinary shares it had on issue at the start of that period.

The issue of the 1,916,682 Compensation Options does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, effectively uses up the Company's placement capacities under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rules 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing of Resolution 9 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 9 is passed, the issue of the 1,916,682 Compensation Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 9 is not passed, the issue of the 1,916,682 Compensation Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 1,916,682 Equity Securities for the 12-month period following the issue of those Options.

Specific Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation Resolution 9.

The 1,916,682 Compensation Options were issued to Ventum Financial Corp, Arlington Group Asset Management Ltd., Raymond James Ltd. and Cormark Securities Inc. none of whom is a related party or a member of the Company's key management personnel or an or an associate to any of these parties or a substantial shareholder (>10%).

A total of 1,916,682 Compensation Options were issued on 24 July 2025 using the Company's available placement capacity under Listing Rule 7.1. The Options were issued for nil consideration in consideration for Agent fees in connection with the Placement. Each Compensation Option is exercisable into one Share at C\$0.36 for a term of two years expiring on July 24, 2027, and were otherwise issued on the terms set out in Annexure B.

The Company has not and will not receive any other consideration for the issue of the of 1,916,682 Compensation Options. In the event the 1,916,682 Compensation Options are exercised prior to expiry, the Company will receive C\$690,005.52. If exercised prior to expiry, funds would be used for working capital and to fund exploration and drilling activities. There is no guarantee any of the 1,916,682 Compensation Options will be exercised.

There are no other material terms to the agreement for the subscription of the 1,916,682 Compensation Options.

A voting exclusion statement applies to this Resolution and is included in the Notice.

Additional Information

Resolutions 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

Resolutions 10 to 16 – Approval of Issue of Options under Incentive Plan to Directors and Related Parties.

Background

On 3 September 2025, the Company announced that subject to shareholder approval, it will issue a total of 5,200,000 Options to Company Directors and other key employees and contractor who are Related Parties of the Company under

its Employee Incentive Securities Plan approved by shareholders at its November 2024 AGM (“Related Party Options”).

The Related Party Options will have an exercise price of \$1.07 AUD per Option and an expiry date of 1 September 2028. The exercise price is a premium of 78% to the closing price of the Company’s shares as traded on ASX on 18 September 2025 (\$0.60).

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan provides a powerful tool to underpin the Company’s employment and engagement strategy, and that the Plan:

- enables the Company to recruit, incentivise and retain directors, key management personnel, and other eligible employees and contractors needed to achieve the Company’s business objectives;
- links the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- aligns the financial interest of participants of the Plan with those of Shareholders; and
- provides incentives to participants under the Plan to focus on superior performance that creates shareholder value.

Resolutions 10 to 16 seek Shareholder approval for the issue of these 5,200,000 Options to Directors and Related parties of the Company (or their nominees) as detailed in the below table.

Resolution	Name	Position	Reason Listing Rule 10.14 approval required	Number of Options
10	Craige Sharpe	Non-Executive Chairman	Director of the Company Listing Rule 10.14.1	800,000
11	John Skeet	Managing Director	Director of the Company Listing Rule 10.14.1	1,000,000
12	David Toyota	Non-Executive Director	Director of the Company Listing Rule 10.14.1	600,000
13	Meghan Lewis	Non-Executive Director	Director of the Company. Listing Rule 10.14.1	600,000
14	Priscila Skeet	Operations Manager in Mexico and Director of Mexican Subsidiaries.	Related Party of the Company, spouse of Director, John Skeet. Listing Rule 10.14.2	800,000
15	Colin Jones	Technical Advisor	Related Party of the Company, spouse of Director, Meghan Lewis. Listing Rule 10.14.2	600,000
16	Garry Thomas	Technical Advisor	Related Party of the Company, former Director of the Company, resigning on 30 June 2025. Listing Rule 10.14.3	800,000

Resolutions 10 to 16 seek Shareholder approval for the issue of the 5,200,000 Options detailed above for the purpose of ASX Listing Rule 10.14 and all other purposes.

ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) 10.14.1: a director of the entity;
- (b) 10.14.2: an associate of a director of the entity; or
- (c) 10.14.3: a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of the 5,200,000 Related Party Options falls within Listing Rule 10.14.1, 10.14.2 and 10.14.3 for reasons set out in the previous table and therefore requires the approval of Shareholders under Listing Rule 10.14. Approval pursuant to Listing Rule 7.1 is not required in order to issue the Related Party Options, as approval is being obtained under Listing Rule 10.14. Accordingly, Shareholders should note that the potential issue of the 5,200,000 Related Party Options under the Plan will not be included in the 15% calculation imposed by Listing Rule 7.1.

Technical information required by ASX Listing Rule 14.1A

If Resolutions 10 to 16 are passed, the Company will be able to proceed with the issue of the Related Party Options referred to in each Resolution under the Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolutions 10 to 16 are not passed, the Company will not be able to proceed with the issue of the Options referred to in each Resolution, and the Company will have to consider other forms remuneration such as additional cash compensation instead.

Information required by ASX Listing Rule 10.15

The following information is provided to Shareholders in relation to the issue of the Related Party Options for the purposes of ASX Listing Rule 10.15:

- a) The allottees are set out in the previous table.
- b) The reason each allottee falls under Listing Rule 10.14 is set out in previous table.
- c) The number of Related Party Options to be issued to each Related Party is set out in the previous table.
- d) The Related Party Options will have an exercise price of \$1.07 AUD per Option and an expiry date of 1 September 2028. Full terms of the Related Party Options are set out in Annexure C.
- e) A summary of the material terms of the Employee Incentive Securities Plan is set out in Annexure A.
- f) The below table details all Company Securities issued to the Related Parties referred to in Resolutions 10 to 16 under a Company employee or executive incentive plan previously.

Related Party	Date of Issue	Securities issued	Consideration Paid
Craig Sharpe	16 May 2024	500,000 Unlisted Options, Ex \$0.20, Expiry 14 May 2027	Nil
John Skeet	16 May 2024	800,000 Unlisted Options, Ex \$0.20, Expiry 14 May 2027	Nil
	16 Nov 2022	250,000 Unlisted Options Ex \$1.50, Expiry 16 Nov 2025	Nil
David Toyota	Nil		
Meghan Lewis	Nil		
Priscila Skeet	Nil		
Colin Jones	12 Sep 2024	800,000 Unlisted Options, Ex \$0.20, Expiry 14 May 2027	Nil
Garry Thomas	16 May 2024	500,000 Unlisted Options, Ex \$0.20, Expiry 14 May 2027	Nil

- g) The Related Party Options will be issued for nil consideration. No funds will be raised from the issue of the Related Party Options. If in the event all the Related Party Options are exercised, the Company would raise A\$5,564,000. Any funds raised would be used for working capital and to fund exploration activities. There is no guarantee that any of the Related Party Options will be exercised.
- h) Shares issued upon exercise of the Related Party Options will be fully paid on issue and rank equally in all aspects with all existing Shares.
- i) No loan arrangements apply in the relation to the issue of Related Party Options.
- j) The remuneration and emoluments from the Company to each Related Party for the financial year ended 30 June 2024, 30 June 2025 and the proposed remuneration and emoluments from the Company to each Related Party for the current financial year are set out in the table below:

Resolution	Director / Related Party	Financial year (FY2024) (\$)	Financial year (FY2025) (\$)	Current Financial Year (FY2026) (proposed) (\$)
10	Craig Sharpe	49,000	48,000	56,000
11	John Skeet	220,000	301,583	336,000
12	David Toyota	Nil	37,315	48,000
13	Meghan Lewis	Nil	5,548	48,000
14	Priscila Skeet	84,416	111,913	180,000
15	Colin Jones	11,500	103,900	No agreed fee
16	Garry Thomas	73,000	48,000	No agreed fee

- k) The estimated value of each Related Party Option as of 18 September 2025 is approximately \$0.30 per Option based on a black-scholes option valuation model.
- l) Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule

10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

m) Voting exclusion statements are included in the Notice in relation to Resolutions 10 to 16.

Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings when matters in which that director holds a “material personal interest” are being considered, except in limited circumstances.

Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a “material personal interest” in the outcome of Resolutions 10 to 15. If each Director does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 10 to 15 at the Board level.

Accordingly, for the avoidance of any doubt, and for the purposes of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 10 to 15 for the purposes of section 195(4) of the Corporations Act in respect of reliance on the reasonable remuneration exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions set out in section 210 to 216 of the Corporations Act; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit in the manner set out in section 217 to 227 of the Corporations Act.

The proposed issue of the Related Party Options (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom has acted as a director of the public company with the past six months. Craig Sharpe, John Skeet, David Toyoda and Meghan Lewis are related parties of the Company by virtue of each being a Director. Priscila Skeet and Colin John are considered related parties as they are the spouses of John Skeet and Meghan Lewis respectively. Garry Thomas is considered a related party of the Company as he acted as a director of the Company within the previous six months having resigned as a director of the Company on 30 June 2025.

The Board considers the issue of the Related Party Options does not require Shareholder approval pursuant to Chapter 2E of the Corporations Act because they form part of the respective remuneration to each applicable Director or Related Party as an officer, employee or advisor of the Company and the remuneration is reasonable given the applicable Director or Related Party’s circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Related Party Options as the issue of the Related Party Options constitutes ‘reasonable remuneration’ in accordance with section 211 of the Corporations Act.

Resolution 17: Appointment of Auditor

Background

On 20 May 2025, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd (“**BDO**”) of 1055 West Georgia Street, Unit 1100, Vancouver, British Columbia Canada V6E 3P2 and Tower 4, Level 18, 727 Collins Street Melbourne VIC Australia 3008, as Canadian and Australian auditor of the Company. The appointment of BDO as the Company’s auditor followed the resignation of Nexia Melbourne Audit Pty Ltd and ASIC’s consent to their resignation in accordance with section 329(5) of the Corporations Act.

The decision to change auditor was made due to the Company’s preference to engage an international Australian and Canadian registered audit firm following the Company’s successful TSXV listing in 2024. Following a consultation process the Board appointed BDO based on their reputation, experience and international network.

Following the above appointment, in accordance with section 327C(2) of the Corporations Act, BDO holds office as auditor of the Company until the Company’s next Annual General Meeting, being the meeting the subject of this Notice. In accordance with section 327 of the Corporations Act, Resolution 17 will be tabled at the Company’s 2025 AGM to ratify the appointment of BDO as the Company’s Australian auditor. Also, pursuant to Section 12.2 of TSX Venture Policy 3.1, Shareholders will be asked to consider and, if deemed fit, pass Resolution 17 appointing BDO as the Company’s Canadian auditor and to authorize the directors to fix their remuneration.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating BDO as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure D.

BDO has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of BDO as the Company’s auditor will take effect at the close of this Meeting.

Directors’ Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

SPECIAL BUSINESS

Resolution 18: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (“10% Placement Facility”). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company’s 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

If Shareholders do not approve this resolution, the Company will not have the capacity to issue Equity Securities under the 10% Placement Facility, nor will it issue any Equity Securities under the 10% Placement Facility.

The resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Description of Listing Rule 7.1A

a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders, present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at September 30, 2025, has on issue three classes of Equity Securities, quoted Fully Paid Ordinary Shares, quoted options and unquoted Options.

c) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

d) Nature of consideration for issue and Minimum Issue Price

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- b. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

10% Placement Facility

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- i. the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- ii. the time and date of the Company's next Annual General Meeting;
- iii. the time and date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being November 5, 2025, and expires on the first to occur of the following:
- (a) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 5 November 2026;
 - (b) the time and date of the Company's next Annual General Meeting;
 - (c) the time and date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's quoted Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- c) The purposes for which the funds raised by an issue of Equity Securities (for cash consideration only) under rule 7.1A.2 may be used by the Company include:
- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
 - (b) continued expenditure on the Company's current business and/or general working capital.
- d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as of 18 September 2025 (**Current Share Price**). The Current Share price and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at 18 September 2025.

- The table also shows:
- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities of the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.30 50% decrease in Current Share Price	\$0.60 Current Share Price	\$1.20 100% increase in Current Share Price
Current Variable A 183,467,222 Shares	10% Voting Dilution	18,346,722 Shares		
	Funds raised	\$ 5,550,016		\$ 22,016,066

			\$11,008,033	
50% increase in current Variable A 275,200,833 Shares	10% Voting Dilution	27,520,083 Shares		
	Funds raised	\$ 8,256,025	\$16,512,050	\$33,024,100
100% increase in current Variable A 366,934,444 Shares	10% Voting Dilution	36,693,444 Shares		
	Funds raised	\$11,008,033	\$22,016,066	\$ 44,032,133

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued fully paid ordinary share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Annual General Meeting.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - The Share Price is \$0.60, being the price of the Shares last traded on the ASX on 18 September 2025.
 - Variable A is based on the number of Shares on issue as of 18 September 2025.
- e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:
- a. the methods of raising funds that are available to the Company, including, but not limited to, rights issues or other issues in which existing security holders can participate;
 - b. the effect of the issue of the Equity Securities on the control of the Company;
 - c. the financial situation and solvency of the Company; and
 - d. advice from corporate financial and broking advisers (if applicable).

Due to the forward-looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

- f) The Company has issued the below Equity Securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting

Number/Class of equity securities issued under LR7.1A	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
Issued on 24 July 2025				
11,966,179 fully paid ordinary shares	Issue of shares by the Company on 25 July 2025. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of C\$0.36 (A\$0.40) per share. Closing market price on the date of issue was \$0.53 cents, which represents a discount of 24.5% to the closing market price	Cash consideration of C\$4,307,824 which remains on hand and will be used to fund exploration activities.	Sophisticated and institutional investors and clients of Ventum Financial Corp., as lead agent and sole bookrunner, together with Arlington Group Asset Management Ltd., Raymond James Ltd. and Cormark Securities Inc. (collectively, the "Agents").
Issued on 4 November 2024				
11,000,000 fully paid ordinary shares	Issue of shares by the Company on 4 November 2024. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.50 per Share. Closing market price on the date of issue was \$0.465 cents, which represents a premium of 7.5% to the closing market price.	Cash consideration of \$5,500,000 has been used to fund exploration activities.	Sophisticated and institutional investors and clients of Arlington Group Asset Management Ltd and Pac Partners Securities Pty Ltd.

The Company has not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

The 22,966,179 Shares issued pursuant to ASX Listing Rule 7.1A in the previous 12 months is equal to 12% of Equity Securities and 15.9% of Ordinary Shares on issue 12 months prior to the Meeting.

Voting Exclusions

A voting exclusion statement is included in this Notice.

Board Recommendation

The Board believes that this resolution is in the best interests of the Company and unanimously recommends that shareholders vote in favour of this resolution.

INFORMATION FOR CANADIAN SHAREHOLDERS

Proxies and Voting

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. The Company has arranged to send meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). The Company has also arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners). The Company will pay for Intermediaries to forward this document, the proxy form or a voting instruction form to objecting beneficial owners under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators. As a result, objecting beneficial owners will receive this document and associated meeting materials from their Intermediary.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers of the Company or solicitors for the Company. **If you are a Registered Shareholder, you have the right to attend the Meeting or vote by proxy and to appoint a person or company other than the person designated in the Proxy, who need not be a Shareholder, to attend and participate on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy or otherwise in accordance with applicable law.**

Registered Shareholders or their respective duly appointed proxyholders are entitled to attend and vote their Common Shares at the Meeting. Registered Shareholders who are unable to or do not wish to attend the Meeting and who wish to ensure that their Common Shares will be voted at the Meeting are urged to complete, sign and deliver the enclosed form of Proxy to Computershare in accordance with the instructions and timing requirements set forth herein and on the form of Proxy.

In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Shareholder or by his/her attorney authorized in writing or, where the Shareholder is a company, by a duly authorized officer or attorney of the company; and
- (ii) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the Proxy is to be used, or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see "*Voting by Non-Registered Shareholders*" below for further information on how to vote your Common Shares.

Exercise of Discretion by Proxyholder

If you have the right to vote by proxy, the persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified;
- (ii) any amendment to or variation of any matter identified therein; and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matters that may come before the Meeting.

Voting by Registered Shareholders

If you are a Registered Shareholder you may wish to vote by proxy whether or not you are able to attend the Meeting. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to Computershare, in accordance with the instructions on the Proxy. In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used. If completed Proxies are received after said deadline, they shall not be accepted for the purpose of voting at the Meeting unless authorized by the Chair of the Meeting, in his or her sole discretion.

Voting by Non-Registered Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Non-Registered Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. as nominee for The Canadian Depository for Securities Limited (which acts as depository for many Canadian brokerage firms and custodian banks), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many United States brokerage firms and custodian banks).

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from the Company (through Computershare). If you have declined to disclose your ownership information, you will receive a request for voting instructions from your Intermediary. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada.

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Company. However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent from Broadridge will name the same persons as the Company's Proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for**

the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as Proxyholder for your Intermediary and vote your Common Shares in that capacity. To exercise this right to attend the Meeting or appoint a Proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as Proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting. The voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

Interest of Certain Persons or Companies in Matter to be Acted Upon

Other than as set forth below, no person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. For the purpose of this paragraph, "person" shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company's twelve month period ended June 30, 2025; or (b) who is an associate or affiliate of a person as listed in (a).

Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Company, as of the date of this document, there are no Shareholders who beneficially own, or exercise control or direction, directly or indirectly, Common Shares carrying 10% or more of the votes attached to Common Shares.

Statement of Executive Compensation

For the purpose of this Statement of Executive Compensation:

"CEO" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"closing market price" means the price at which the company's security was last sold, on the applicable date,

(a) in the security's principal marketplace in Canada, or

(b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"grant date" means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid, or payable under an incentive plan;

“NEO” or “named executive officer” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than CDN\$150,000, as determined in accordance with subsection 1.3(6), for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“replacement grant” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“repricing” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

For the purpose of this Statement of Executive Compensation, all amounts herein are reported in AUS\$ dollars unless stated otherwise.

Compensation Discussion and Analysis

The overall objective of the Company's compensation strategy is to offer short-term, medium-term and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest calibre and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the CEO, if any, in this regard. The Company currently has short-term, medium-term and long-term compensation components in place, and intends to further develop these compensation components. The objectives of the Company's compensation policies and procedures are to align the interests of the Company's employees with the interests of its shareholders.

The Board of Directors assumes all responsibilities of the compensation committee. All tasks related to developing and monitoring the Company's approach to the compensation of officers of the Company and to developing and monitoring the Company's approach to the nomination of directors to the Board are performed by Board. The compensation of the NEOs and the Company's employees are reviewed, recommended and approved by the Board.

Compensation to NEOs may include a base salary that constitutes the Company's short-term compensation component. Such salary takes into account his or her existing professional qualifications and experience. The NEOs' performances and salaries are to be reviewed periodically on the anniversary of their employment with the Company. Increases in salary are to be evaluated on an individual basis and are performance and market-based.

The Company may also grant incentive securities to NEOs to satisfy the long-term compensation component. The Board may also award bonuses to its NEOs. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a NEO. The objective of the Company's base salary and bonus compensation elements is to compensate NEO's at competitive market levels in order to attract and retain the best individuals for these positions in order to achieve the Company's long-term plans and objectives. In addition, the objective of the Company's incentive option compensation is to align each NEO's interests with the interests of the Shareholders. Depending on the NEO's position, the amount of the grant, and other factors, the vesting schedule of incentive option grants is generally over a one year to a three-year period. This enables the incentive option grant to provide both short-term and long-term incentive components to employees, which the Company believes better aligns the NEO's interests with those the Shareholders, as it provides incentives for the NEO to consider the longer-term business interests of the Company when fulfilling the duties of their role.

To make its recommendations on the compensation of our NEO's, the Board takes into account the types of compensation and the amounts paid to directors and officers of a peer group of 17 companies listed on the ASX stock exchange in the same industry with market capitalisations under \$100 million (averaging \$47 million).

In determining the amount of incentive option grants to the CEO, the Compensation Committee considers market levels of grants to the peer group of comparable companies used to determine overall compensation levels. For grants to NEO's other than the CEO, the Board considers recommendations from its senior executive officers, in addition to considering market levels of compensation for similar roles at comparable companies, and overall business performance.

The Company has not placed any restrictions on an NEO or a director's ability to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Risks Associated with Compensation Policies and Practices

In fulfilling its duties for oversight and administration of the Company's executive compensation program, the Board considers risks associated with the Company's compensation policies and practices. The potential risks of the Company's compensation policies and practices are considered on an annual basis as part of the evaluation of the NEO's performance and determination of the overall compensation for the coming year, and more frequently where required or where appropriate. The Board mitigates the risk of an NEO taking excessive or inappropriate risks by structuring the overall compensation to include both short-term and long-term components as well as fixed and variable elements. The long-term compensation includes investment options, which helps align management's interests with those of the Company, and helps to manage risk by linking a portion of the NEO's overall compensation to the longer term performance of the Company.

Performance Graph

Pursuant to section 2.2(a)(iii) of National Instrument 51-102F6, a performance graph is not required to be included in this document.

Share-based and Option-based Awards

The Company provides Option-based Awards to its employees and executive officers, and the Company may offer Share-based Awards to executive officers. Option-based Awards are generally granted to employees and executive officers on an annual basis based on the Company's performance, the individual's role, and the individual's performance based on the expectations of the role. In addition, option-based awards are typically granted to NEO's on their initial hire date as part of their long-term compensation. Previous grants are taken into account when considering new grants of incentive options.

Compensation Governance

The Company's Board acts as the Compensation Committee. Craig Sharpe is the chair of the Board and is considered independent. All tasks related to developing and monitoring the Company's approach to the compensation of officers of the Company and to developing and monitoring the Company's approach to the nomination of directors to the Board

are performed by the Compensation Committee. The compensation of the NEOs and the Company's employees are reviewed, recommended and approved by the Board.

Mr. Sharpe has over 25 years' experience in the finance industry across FX, management, institutional and retail equity sales. BCom in Economics and Finance, MBA and graduate of the AICD. Non-Executive Chair of (ASX: L1M) Lightning Minerals.

Mr. Toyoda is the Principal of Pacific Star Corporate Finance Law in Vancouver, British Columbia Canada. He has a Bachelor of Commerce (with honours) and Bachelor of Law from the University of British Columbia. He practices in the areas of corporate and securities law, advising technology, biotechnology and mining companies that are listed, or are preparing to list on, Canadian stock exchanges. He also acts for clients in international securities transactions, including cross-border financings, and has established U.S. markets for Canadian public companies. He is a co-coordinator of a course at Simon Fraser University and Osgoode Hall Law School for directors and officers of public companies. He is a director of three public companies and two private companies in the process of going public.

Meghan Lewis is a mining finance professional with almost 20 years' experience in all aspects of the resources industry. She has strong links in the Canadian mining corporate finance sector and was previously Vice President, Corporate Development for Aura Minerals Inc. Prior to Aura, she spent eight years as a senior mining analyst with the Dundee Group of Toronto. She holds a B.Sc.Honours in Geological Science from Queens University, an M.Sc. Geology from Dalhousie University and commenced her career as an exploration geologist with Golden Star Resources.

The Board, conducts reviews with regards to the compensation of the Company's officers and directors once a year. The Board has not retained a compensation consultant during the year ended 30th June 2025, or between 30th June 2025 and the date of this Statement of Executive Compensation.

Summary Compensation Table

The following table sets out information concerning compensation earned by, paid to, or awarded to each NEO for each of the Company's three most recently completed financial years:

Name and Principal Position	Fiscal Year	Salary (\$)	Share-based awards (\$)(2)	Option-based awards (\$)(3)	Non-equity incentive plan compensation (\$)		Pension value (\$)(2)	All other compensation (\$)(4)	Total compensation (\$)
					Annual incentive plan (\$)(2)	Long-term incentive plans(2)			
John Skeet CEO and Managing Director	2025	283,000	Nil	Nil	Nil	Nil	Nil	Nil	283,000
	2024	180,000	Nil	40,000	Nil	Nil	Nil	Nil	220,000
	2023	180,000	Nil	52,000	Nil	Nil	Nil	Nil	232,500
Michael Port ⁽¹⁾ CFO	2025	21,000	Nil	Nil	Nil	Nil	Nil	Nil	21,000
	2024	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Leon Ho ⁽²⁾ Former CFO	2025	23,275	Nil	Nil	Nil	Nil	Nil	Nil	23,275
	2024	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

1. Mr. Port was appointed as CFO of the Company on April 30, 2025.

2. Mr. Ho was appointed as CFO of the Company on September 20, 2024 and resigned on April 30, 2025.

- i. Fees earned by directors were paid in \$.
- ii. The NEO did not receive share-based awards, non-equity incentive plan compensation during the year ended June 30, 2025.

- iii. Option-based awards calculated at the fair market value at the time of grant under the Black-Scholes method.

Narrative Discussion

Employment, Consulting and Management Agreements

John Skeet

Mr Skeet's salary is \$300,000 per annum plus superannuation from 1 November 2024. The Company or the employee may terminate the employment contract without cause by providing 3 months written notice or making payment in lieu of notice, based on the annual salary component. Termination payments are generally not payable on resignation or dismissal for serious misconduct. In the instance of serious misconduct, the Company can terminate employment at any time.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out information concerning the option-based and share-based awards held by the Company's NEOs as at June 30, 2025:

Name	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
John Skeet CEO and Managing Director	800,000 250,000	\$0.20 \$1.50	May 14, 2027 Nov. 16, 2025	\$196,000 Nil	N/A	N/A	N/A
Michael Port CFO	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Leon Ho Former CFO	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) NEO was not granted share-based awards during the year ended June 30, 2025.

(2) Based on \$0.445, being the closing price of the Shares on the ASX Exchange on June 30, 2025.

Incentive Plan Awards - Value vested or Earned During the Year

The following table indicates, for the NEO, a summary of the value of the option-based and share-based awards vested in accordance with their terms during the year ended June 30, 2025:

Name	Option-based awards - Value vested during the year ⁽¹⁾ (\$)	Share-based awards - Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation - Value earned during the year ⁽²⁾ (\$)
John Skeet CEO and Managing Director	Nil	Nil	Nil

Michael Port CFO	Nil	Nil	Nil
Leon Ho Former CFO	Nil	Nil	Nil

- (1) Calculated using the closing share price on the ASX Exchange on June 30, 2025, being \$0.445, less the exercise price, multiplied by the number of shares vested during the year.
- (2) The NEO did not receive share-based awards or non-equity incentive plan compensation during the year.

Narrative Discussion

Equity Incentive Plan

The Company has adopted a equity incentive plan (the "Plan") which states that the Board may, from time to time, in its discretion, grant to eligible participants incentive options to purchase Shares. The Plan is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. As at the date hereof, there are 3,350,000 incentive options outstanding under the Plan.

Pension Plan Benefits

The Company does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement. The Company does not have a deferred compensation plan with respect to any NEO.

Termination and Change of Control Benefits

Except as described below, the Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

If the award agreement for the grant of incentive options so provides, in the event of a change of control (as defined in the Plan), all incentive options granted to a participant that ceases to be an eligible person shall become fully vested and shall become exercisable by the participant in accordance with the terms of such award agreement and the Plan, as applicable. No acceleration of the vesting of any incentive options shall be permitted without prior TSX Venture Exchange review and acceptance for incentive options issued to persons conducting investor relations activities.

Director Compensation

Director Compensation Table

The following table sets out information concerning compensation earned by, paid to, or awarded to the non-executive directors of the Company for their service as members of the Board and, if applicable, as members of any committee of the Board for the year ended June 30, 2025:

Name	Fees Earned (\$) ⁽¹⁾	Share-based awards (\$) ⁽²⁾	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$) ⁽²⁾	Post-employment benefits (\$) ⁽³⁾	All other compensation (\$) ⁽²⁾	Total compensation (\$) ⁽³⁾
Stephen Layton ⁽⁴⁾	48,000	N/A	N/A	N/A	Nil	Nil	48,000
Garry Thomas ⁽⁵⁾	42,637	N/A	N/A	N/A	5,363	Nil	48,000
Craig Sharpe	42,637	N/A	N/A	N/A	5,363	Nil	48,000
David Toyoda	37,315	N/A	N/A	N/A	Nil	Nil	37,315
Meghan Lewis	5,548	N/A	N/A	N/A	Nil	Nil	5,548

- (1) Fees earned by directors were paid in \$.
- (2) The Company's directors did not receive share-based awards, non-equity incentive plan compensation during the year ended June 30, 2025.
- (3) Option-based awards calculated at the fair market value at the time of grant under the Black-Scholes method.
- (4) Mr. Layton resigned as a Director of the Board on June 30, 2025.
- (5) Mr. Thomas resigned as Director of the Board on June 30, 2025.

Narrative Description

The Company's non-executive directors are eligible for incentive options and other performance-based securities pursuant to the Plan which are typically granted on an annual basis and are based on business performance, personal performance, and are granted at a level that is consistent with director incentive option grants of comparable public companies.

The Non-Executive Directors and other executive may receive a superannuation guarantee contribution required by the government, which was 11%, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation. All remuneration paid to directors and executives is expensed as incurred. Executives are also entitled to participate in the Company's incentive option scheme. Incentive options are valued using the Black-Scholes methodology.

Non-Executive Directors remuneration is set from a pool that is approved by shareholders, which presently is set at \$250,000 per annum. The Non-Executive Director fees have not been increased since the Company's initial public offering in 2002 and the Company has a policy of obtaining shareholder approval for any share based remuneration (such as incentive options) to be granted to Directors in accordance with the ASX Listing Rules. The Board policy is to remunerate Non-Executive Directors at market rates based on comparable companies for time, commitment and responsibilities. The Board determines payments to non-executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. There is no direct relationship between the remuneration policy and the Company's performance.

Share-based Awards, Option-based Awards and Non-equity Incentive Plan Compensation

The following table sets out information concerning the option-based and share-based awards held by the Company's non-executive directors as at June 30, 2025:

Name	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Craig Sharpe	500,000	0.20	May 14, 2027	\$122,500	Nil	N/A	N/A
David Toyoda	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Meghan Lewis	N/A	N/A	N/A	N/A	N/A	N/A	N/A

1. The Company's directors were not granted share-based awards during the year ended June 30, 2025.
2. Based on \$0.445, being the closing price of the Shares on the ASX Exchange on June 30, 2025.

Incentive Plan Awards – Value vested or Earned During the Year

The following table indicates, for each of the Company's non-executive directors, a summary of the value of the option-based and share-based awards vested in accordance with their terms during the year ended June 30, 2025:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year ⁽²⁾ (\$)
Stephen Layton	Nil	N/A	N/A
Garry Thomas	Nil	N/A	N/A
Craig Sharpe	Nil	N/A	N/A
David Toyoda	Nil	N/A	N/A
Meghan Lewis	Nil	N/A	N/A

1. Calculated using the closing share price of the shares on the ASX Exchange on June 30, 2025, being \$0.445, less the exercise price.
2. The Company's directors did not receive share-based awards or non-equity incentive plan compensation during the year.

Narrative Description

The incentive options granted to the Company's non-executive directors on May 14, 2024 vested in their entirety during the year ended June 30, 2024.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by NEOs and directors during the financial year ended June 30, 2025.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out information as of the end of the twelve months ended June 30, 2025, with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (Stock Option Plan)	3,350,000	\$0.30	11,235,802 ⁽¹⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A

Total	3,350,000	\$0.30	11,235,802 ⁽¹⁾
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Notes:

1. Calculated based upon 10% of an aggregate of 145,858,022 Common Shares issued and outstanding as of June 30, 2025, less the number of Common Shares reserved for issuance pursuant to stock options granted and outstanding as of such date.

Indebtedness of Directors and Executive Officers

No director, executive officer or other senior officer of the Company, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year, indebted to the Company nor is, or at any time since the last fiscal year has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

Interest of Informed Persons in Material Transactions

Other than as disclosed below, since the commencement of the Company's twelve months ended June 30, 2025, no informed person (a director, officer or holder of 10% or more of the Common Shares) or any associate or affiliate of any informed person had any interest in any transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

Management Contracts

There are no management functions of the Company that are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

Statement of Corporate Governance

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day-to-day management of the Company. The Canadian Securities Administrators ("CSA") have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The composition of the Board currently consists of five members: John Skeet, Craig Sharpe, David Toyoda and Meghan Lewis.

Of these individuals, one director, John Skeet (CEO) is not considered to be independent for purposes of membership on the Board. For this purpose, a director is independent if he has no direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment.

The table set forth below lists the directors and executive officers of the Company as of September 29, 2025, indicating their name, municipalities of residence, their respective positions and offices held with the Company, the length of service and their principal occupations.

Each director is elected at the Company's annual meeting of shareholders to serve until the next annual meeting or until a successor is elected or appointed, unless such director resigns or is removed earlier. To the knowledge of the Company, the directors and executive officers as a group, beneficially own, directly or indirectly, or exercise control or

direction over 6,426,486 Common Shares (not including Common Shares issuable upon the exercise of Options), representing as of September 29, 2025 approximately 3.50% of the issued and outstanding Common Shares.

Name and place of residence	Offices Held	Director or Officer of Mithril Since	Principal Occupation During Previous Five Years	Number of Shares Owned ⁽¹⁾⁽²⁾	Percentage of Shares ⁽³⁾
John Skeet Melbourne, Australia	President, CEO and Director	June 9, 2020	Founder of Sun Minerals Pty Ltd, 2017; CEO of Mithril since June 9, 2020 and Managing Director since September 8, 2020	5,345,637 ⁽⁶⁾	3.67%
Craig Sharpe ⁽⁴⁾⁽⁵⁾ Melbourne, Australia	Director and Chair	January 2, 2024	Stockbroker at Bell Potter since January 2017	1,050,000 ⁽⁷⁾	0.72%
David Toyoda ⁽⁴⁾⁽⁵⁾ Vancouver, Canada	Director	September 20, 2024	Founder, Pacific Star Corporate Finance Law, August 2020 to present; Associate Counsel, Boughton Law Corporation, June 2006 to August 2020	30,000 ⁽⁸⁾	0.02%
Meghan Lewis ⁽⁴⁾⁽⁵⁾	Director	May 20, 2025	Twelve years in equity capital markets 2001-2011. Chair, Audit Committee for TSXV-listed company May 2020 to present.	Nil ⁽⁹⁾	Nil
Michael Port Melbourne, Australia	CFO	April 30, 2025	Chartered Professional Accountant, DFK Kidsons since May 2015	849 ⁽¹⁰⁾	0.00%

Notes:

- (1) The information as to shares beneficially owned or over which control or direction is exercised has been furnished by each of the directors and officer.
- (2) Excludes options and warrants held by such directors and officers.
- (3) Based on a total of 183,656,572 Shares outstanding as of September 29, 2025, on an undiluted basis.
- (4) Members of the Audit Committee.
- (5) Members of the Compensation Committee.
- (6) Held indirectly through Trimin Pty Ltd and Goss Closet Pty Ltd. Mr. Skeet and Priscila Skeet each own 50% of the shares Trimin Pty Ltd. and Trimin Pty Ltd owns 100% of the shares of Goss Closet Pty Ltd. John Skeet and Priscila Skeet are the only two directors of Trimin Pty Ltd. and Goss Closet Pty Ltd. Mr. Skeet and Priscila Skeet also own 1,250,000 warrants to acquire Shares exercisable at AUD\$0.20 which expire on May 14, 2027 held indirectly through Goss Closet Pty Ltd., 500,000 warrants to acquire Shares exercisable at AUD\$0.30 which expire on September 9, 2026 held indirectly through Goss Closet Pty Ltd. and 50,000 warrants to acquire Shares exercisable at AUD\$0.75 which expire on December 19, 2026 held indirectly through Goss Closet Pty Ltd.. Mr. Skeet also owns 800,000 options to acquire Shares exercisable at AUD\$0.20 which expire on May 14, 2027. 250,000 options to acquire Shares exercisable at AUD\$1.50 which expire on November 16, 2025 and 1,000,000 options (subject to shareholder approval) to acquire Shares exercisable at AUD\$1.07 which expire on September 1, 2028.
- (7) Mr. Sharpe also owns 475,000 warrants to acquire Shares exercisable at AUD\$0.20 which expire on May 14, 2027 and 50,000 warrants to acquire Shares exercisable at AUD\$0.75 which expire on December 19, 2026. Mr. Sharpe also owns 500,000 options to acquire Shares exercisable at AUD\$0.20 which expire on May 14, 2027 and 800,000 options (subject to shareholder approval) to acquire Shares exercisable at AUD\$1.07 which expire on September 1, 2028.
- (8) Mr. Toyoda also owns 600,000 options (subject to shareholder approval) to acquire Shares exercisable at AUD\$1.07 which expire on September 1, 2028.

(9) Ms. Lewis owns 600,000 options (subject to shareholder approval) to acquire Shares exercisable at AUD\$1.07 which expire on September 1, 2028.

(10) Mr. Port also owns 500,000 options to acquire Shares exercisable at AUD\$1.07 which expire on September 1, 2028.

Other Directorships

The following table sets forth the directors of the Company who are directors of other reporting issuers as of the date hereof:

Name	Name of other reporting issuer
John Skeet	N/A
Craig Sharpe	Lightning Minerals Ltd (ASX)
David Toyoda	Aurora Solar Technologies Inc. (TSXV) Lite Access Technologies Inc. (TSXV) Paloma Resources Ltd. (NEX)
Meghan Lewis	Optegra Ventures Inc. (TSXV)

Audit Committee

National Instrument 52-110 *Audit Committees* ("NI 52-110") of the Canadian securities administrators requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose certain information regarding the Audit Committee. That information is disclosed below.

Audit Committee Overview

The Audit Committee's purpose is to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company and its related bodies corporate (Group) by:

- a) assisting the Board in fulfilling its oversight responsibilities in respect of:
 - i. the financial reporting process;
 - ii. the system of internal control relating to all matters affecting the Company's financial performance; and
 - iii. the internal (if appointed) and external audit process.
- b) assisting the Board with the adoption and application of appropriate ethical standards and management of the Group and the conduct of its business;
- c) assisting the Board in exercising of due care, diligence and skill in relation to risk assessment, risk management strategies and monitoring as well as reviewing the adequacy of the Group's insurance policies and self-insured risks; and
- d) reviewing related party transactions.

The Audit and Risk Committee's Charter

The Board has adopted a charter for the Audit and Risk Committee (the "Charter") which sets out the Committee's mandate, organization, powers and responsibilities. The complete Charter is attached to this document at Annexure E.

Composition of the Audit Committee

As at the date hereof, the members of the Audit Committee are David Toyoda, Meghan Lewis and Craig Sharpe. All the members of the Audit Committee are independent as defined in NI 52-110. Each of the members of the Audit Committee is financially literate within the meaning of Section 1.5 of NI 52-110, in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (i) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (iv) an understanding of internal controls and procedures for financial reporting, are as follows:

Name of Member	Education	Experience
David Toyoda	Lawyer	Securities lawyer for 32 years, director of numerous public company and chair of audit committees
Craig Sharpe	Bachelor of Commerce degree specialising in Economics and Finance, an MBA from Monash University	Stockbroker with Bell Potter. 30 years in equity capital markets. Chairman of ASX listed companies since 2022
Meghan Lewis	BScH, Geological Sciences, Queen's University; MSc, Earth Sciences, Dalhousie University; Canadian Securities Course	Twelve years in equity capital markets as Analyst (Canadian securities company), Senior Mining Analyst (Canadian private equity group), and VP Corporate Development (TSX-listed company). Chair, Audit Committee for TSXV-listed company for 5 years.

Complaints

The Company has adopted this Whistleblower Policy to:

- (a) encourage and support people to feel confident to speak up safely and securely if they become aware of wrongdoing or illegal or improper conduct within the company;
- (b) provide information and guidance on how to report such conduct, how reports will be handled and investigated in a

timely manner and the support and protections available if a report is made;

(c) set out the responsibilities of Mithril and its management in upholding its commitment to reporting any illegal, unethical or improper conduct; and

(d) promote ethical behaviour and a culture of speaking up to deter wrong-doing.

The Company encourages reports to be made to any of the following recipients (as appropriate in the circumstances):

(i) to the Whistleblower Protection Officer;

(ii) to the relevant supervisor, senior manager or officer who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;

(iii) any member of the Board; or

(iv) the Company's Secretary.

Reports can also be made anonymously or using a pseudonym and still be protected. A person can refuse to answer questions that could reveal their identity. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with person about the report. Anonymous Disclosers should therefore attempt to maintain two-way communication as far as possible. Anonymous reports can be made by completing the speak up form on the Company's website at <https://mithrilsilvergold.com/investors>.

Promptly following the receipt of any complaints submitted to it, an investigator will be appointed to investigate each complaint, report to the Chair and take appropriate corrective actions.

The Company will keep a written record of all such reports or inquiries and make reports to the Board or a committee of the Board on any ongoing investigation which will include steps taken to address each complaint.

The "Whistleblower Policy" is regularly reviewed by the Board.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
June 30, 2024	\$38,200	\$14,000	\$Nil	\$Nil
June 30, 2025	\$87,500	\$17,300	\$Nil	\$Nil

(1) The aggregate fees billed by the Company's auditor for audit fees.

(2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column. These fees are related to the auditor's review of the Company's compliance and conversion to International Financial Reporting Standards.

(3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice, and tax planning.

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

Additional Information

Additional information relating to the Company is available on the SEDAR+ website at www.sedarplus.ca. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for the twelve months ended June 30, 2025, and available online at www.sedarplus.ca. Shareholders may request copies by mail to Mithril Silver and Gold Limited, The Block Arcade, Suite 324, Level 3, 96 Elizabeth Street, Melbourne, VIC 3000.

Other Business

As of the date of this document, management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

The TSX Venture Exchange has neither reviewed nor approved the disclosure in this document.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement: “\$” means Australian Dollars;

“**AEDT**” means Australian Eastern Daylight Savings Time;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2025;

“**AGM or Annual General Meeting**” means the Annual General Meeting of the Company which is the subject of this Notice of Meeting;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means Mithril Silver and Gold Limited ACN 099 883 922;

“**Constitution**” means the constitution of the Company as at the date of the Meeting; “**Corporations Act**” means the *Corporations Act 2001 (Cth)*;

“**Director**” means a director of the Company;

“**Directors’ Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” or “**KMP**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” or “**ASX Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Option**” means an option to acquire a Share;

“**Plan**” or “**Incentive Plan**” means the Company’s Employee Incentive Securities Plan;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Restricted Voter**” means a member of the Company’s KMP and any closely related parties of those members;

“**Related Party**” has the meaning defined in Chapter 19 of the ASX Listing Rules;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2025 and which is set out in the 2025 Annual Report;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Share Registry**” means Computershare Investor Services Pty Limited ABN 48 078 279 277;

ANNEXURE A – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	<p>Eligible Participant means a person that is:</p> <ul style="list-style-type: none"> (a) a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act); (b) if the Securities are listed on the TSXV, a "Participant" (as that term is defined in TSXV Policy 4.4) in relation to the Company; and (c) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options or other convertible security (Securities).
Maximum number of Convertible Securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 5.</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(b)), following Shareholder approval, is 15,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
Plan administration	<p>The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.</p>

Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>If the Securities are listed on the TSXV, an Invitation shall constitute a representation by the Company that the Eligible Participant is a bona fide Employee, Consultant or Management Company Employee (as such terms are defined in the policies of the TSXV).</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	<p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p>
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option). Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board and in accordance with the ASX Listing Rules and TSXV Policies in which case the Convertible Securities may be exercisable on terms determined by the Board. All Convertible Securities are non-assignable and non-transferable.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible</p>

	<p>Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<p>Forfeiture of Convertible Securities</p>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, <p>subject to the discretion of the Board.</p>
<p>Listing of Convertible Securities</p>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or TSXV or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<p>Exercise of Convertible Securities and cashless exercise</p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>

Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation entitlements in and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation, subject to the acceptance of the TSXV where applicable.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the ASX Listing Rules and the policies of the TSXV any requisite shareholder approval, the Board may at any time amend any provisions of the Plan rules. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	(a) If a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

(b) To give effect to (a), the relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable), the Withholding Amounts including (without limitation) selling on behalf of the Participant the number of Shares granted under this Plan required to provide the Withholding Amount, obtaining the Withholding Amount from the Participant (by salary deduction or otherwise), forfeiting a sufficient number of Securities to satisfy the Withholding Amount, or making any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.

ANNEXURE B

TERMS AND CONDITIONS OF COMPENSATION OPTIONS

1. **(Entitlement)**: Subject to paragraph 15, each non-transferable Compensation Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Compensation Option.
2. **(Expiry Date)**: Each Compensation Option will expire at 5:00pm (EST) on 24 July 2027 (**Expiry Date**). A Compensation Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. **(Exercise Price)**: Subject to paragraph 11, the Compensation Options are exercisable at CAD\$0.36 each (**Exercise Price**).
4. **(Escrow Period)**: The Shares issued upon exercise of the Compensation Options are subject to a statutory hold period expiring four months and one day from the date of issue of the Compensation Options.
5. **(Exercise Period)**: The Compensation Options are exercisable at any time on or prior to the Expiry Date.
6. **(Quotation of the Options)**: the Company will not apply for quotation of the Compensation Options on any securities exchange.
7. **(Notice of Exercise)**: The Compensation Options may be exercised by notice in writing to the Company in the manner specified on the Compensation Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Compensation Option being exercised in Canadian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of a Compensation Option received by the Company will be deemed to be a notice of the exercise of that Compensation Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Compensation Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 10:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Compensation Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investor; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Compensation Options.

If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than

20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. **(Shares issued on exercise):** Shares issued on exercise of the Compensation Options will rank equally with the then Shares of the Company.
10. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Compensation Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Compensation Options.
11. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of a Compensation Option holder are to be changed in a manner consistent with the Corporations Act, the Listing Rules and the applicable policies of the TSX Venture Exchange at the time of the reconstruction.
12. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Compensation Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Compensation Options without exercising the Compensation Options.
13. **(Entitlement to dividends):** The Compensation Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Compensation Options without exercising the Compensation Options.
14. **(Entitlement to capital return):** The Compensation Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Compensation Options without exercising the Compensation Options.
15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Compensation Option will be increased by the number of Shares which the Compensation Option holder would have received if the Compensation Option holder had exercised the Compensation Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
16. **(Voting rights):** The Compensation Options do not confer any right to vote at meetings of members of the Company during the currency of the Compensation Options without first exercising the Compensation Options.

Annexure C - Terms and Conditions of Related Party Options

The Options will be issued on the following terms and conditions:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Option.
2. **(Expiry Date):** Each Option will expire at 5:00pm (EST) on 1 September 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
3. **(Exercise Price):** The Options are exercisable at A\$1.07 each (**Exercise Price**).
4. **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options):** the Company will not apply for quotation of the Options on any securities exchange.
6. **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of a Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 10:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
8. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
9. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- 10. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- 11. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- 12. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
- 13. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
- 14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
- 15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
- 16. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
- 17. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's Constitution.

ANNEXURE D

TRIMIN PTY LTD

ACN: 079 096 950

15 April 2025

The Directors
Mithril Silver and Gold Limited
Suite 324, Level 3
96 Elizabeth Street
MELBOURNE VIC 3000

Dear Directors

NOMINATION OF INCOMING AUDITOR

Trimin Pty Ltd, being a member of Mithril Silver and Gold Limited, hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the next general meeting of shareholders for the company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'John Skeet', with a stylized flourish at the end.

John Skeet
Director



MITHRIL
Silver and Gold

Audit & Risk Committee Charter

Mithril Silver and Gold Limited

ACN 099 883 922

1. Introduction & Objectives

Having regard to the size and intended operations of the Company, it has been determined the function of the risk component of the Audit & Risk Committee (Committee) is the responsibility of the Board, which will carry out the risk function in accordance with this Audit and Risk Committee Charter (Charter).

This position is to be reviewed periodically.

Its purpose is to support and advise the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders of the Company and its related bodies corporate (Group) by:

- a) assisting the Board in fulfilling its oversight responsibilities in respect of:
 - i. the financial reporting process;
 - ii. the system of internal control relating to all matters affecting the MTH recycling's financial performance; and
 - iii. the internal (if appointed) and external audit process.
- b) assisting the Board with the adoption and application of appropriate ethical standards and management of the Group and the conduct of its business;
- c) assisting the Board in exercising of due care, diligence and skill in relation to risk assessment, risk management strategies and monitoring as well as reviewing the adequacy of the Group's insurance policies and self-insured risks; and
- d) reviewing related party transactions.

If the Company does not have an Audit and Risk Committee, the Board will carry out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter.

2. Constitution

When applicable, the Committee will be established by resolution of the Board. Until such time a Committee is constituted, the full Board of the Company will act in its place. The Board may delegate certain functions of the Committee to a distinct committee.

3. Membership

The Committee shall, where possible, consist of at least three Non-Executive Directors, all majority of whom are independent Directors. The relevant qualifications and experience of the members of the Committee are to be disclosed in the annual report of the Company for each Reporting Period.

4. Chair

The full Board will nominate the Chair of the Committee, who shall be an independent non-executive Director who is also not the Chair of the Board, where possible.

5. Secretary

The Secretary will be the secretary of the Committee.

6. Other Attendees

The CEO/Managing Director and CFO, as well as other members of Senior Management, may be invited to be present for all or part of the meetings of the Committee, but will not be members of the Committee.

Representatives of the external auditor of the Company are invited to attend Committee meetings at least once per reporting period.

7. Quorum

A quorum will be two members (two Directors if committee constituted by the Board).

8. Meetings

Committee meetings will be held not less than four times a year to enable the Committee to undertake its role effectively. In addition, the Chair is required to call a meeting of the Committee if requested to do so by any member of the Committee, the CEO/Managing Director or the auditor.

At the end of each Reporting Period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings shall be disclosed in the annual report of the Company.

9. Authority

The Committee is authorised by the Board to investigate any activity within its charter. The Committee will have access to management and auditors and has rights to seek explanations and additional information. It is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

This is required to make recommendations to the Board on all matters within the Charter.

10. Reporting Procedures

The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

11. Responsibilities of the Audit and Risk Committee

The Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. This has the following duties and such other matters as delegated by the Board from time to time:

Accounting Practices and External Reporting

Financial Statements

- To review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
 - asset carrying values and impairment testing;
 - going concern considerations;
 - compliance with accounting policies and standards; and
 - compliance with legal requirements.
- To review the evaluation by management of factors related to the independence of the Company's public accountant and to assist them in the preservation of such independence.
- To oversee management's appointment of the company's public accountant.

Before the Company approves financial statements for a financial period (being a period within which the Company must report on its financial performance in accordance with its disclosure obligations), the Managing Director/CEO and CFO (or, if none, the person(s) fulfilling those functions) must provide a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion of the Managing Director/CEO and the CFO (or, if none, the person(s) fulfilling those functions) has been formed on the basis of a sound system of governance, risk management and internal controls (the formulation of which are provided for in this Charter) which is operating effectively.

Periodic financial or other reports released in or for a particular financial period which are not audited or reviewed by the external auditor are to be peer-reviewed internal and signed off on by the CFO and the Board prior to release (including a release as an announcement to ASX).

Related Party Transactions

To monitor and review the propriety of any related party transactions.

External Audit Function

- To recommend to the Board the appointment of the external auditor;
- To meet privately with the external auditor on at least an annual basis;
- Each year, to review the appointment of the external auditor, their independence, the scope of their appointment, the audit fee, and any questions of resignation or dismissal;
- To discuss with the external auditor before the audit commences the nature and scope of the audit, and to ensure coordination between staff and external auditor;
- To determine that no management restrictions are being placed upon external auditor;
- To discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- To review the external auditor's letter to management and management's response; and
- To review any regulatory reports on the Company's operations and Management's response.

Communication

- Providing, through regular meetings, a forum for communication between the Board, management, staff involved in internal control procedures and the external auditors;
- Enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the public; and
- Establishing procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

Assessment of Effectiveness

To evaluate the adequacy and effectiveness of the Company's administrative, operating and accounting policies through active communication with operating management, internal auditors (if any) and the external auditors.

If the Company has an internal audit function the Committee shall be responsible for determining the structure and role of the internal audit function in the context of the Company.

Oversight of the Risk Management System

- Monitor management's performance against the Company's risk management systems, including whether the Company is operating within the risk appetite adopted by the Board and to make recommendations to the Board in relation to changes that may be desirable to the management systems or risk appetite as set by the Board;
- To review at least once during each Reporting Period the Company's risk management framework to ensure that risks relevant to achieving the Company's strategic, business and reputational objectives are appropriately informed to the board and to ensure that the risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite as set by the board;
- To oversee internal compliance and control procedures of the Company in connection with its risk management framework and the performance of the Company against its risk management framework and risk appetite.
- To review any material incident involving fraud or a breakdown of the Company's risk controls.
- Meet periodically with key management, internal staff and external auditors to understand and discuss the Company's control environment and make recommendations;
- Receive reports from internal audit (if any) on its review of the adequacy of the Company's processes for managing risk;
- Receive reports from management on new and emerging sources of risk controls and mitigation measures that management has put in place to deal with those risks;
- Assess the internal processes for determining and managing key risk areas, including:
 - non-compliance with laws, regulations, standards and best practice guidelines, including environmental and industrial relations law;
 - the Company's insurance program;
 - litigation and claims; and
 - relevant business risks other than those that are dealt with by other specific committees.
- To evaluate the Company's exposure to fraud;
- To advise the Board in relation to risk oversight and management policies, including any variations to the risk management framework of the Company;
- To take an active interest in ethical considerations regarding the Company's policies and practices;
- To monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest;
- To identify and direct any special projects or investigations deemed necessary;
- To ensure the appropriate engagement, employment and deployment of all employees under statutory obligations;
- To specifically address social and environmental risks that the Company faces;
- To ensure a safe working culture is sustained in the workforce;

- To oversee the Company's insurance program, having regard to the business and insurable risks associated with the business of the Company;
 - To determine the Company's Risk Profile describing the material risks, including both financial and non-financial matters, facing the Company and to assess the Company's Risk Profile as adopted and provide recommendations to update such risk profile with respect to forecast probabilities of financial and non-financial risks the Company faces (including the risk management framework and risk appetite as described above) and in any event at least once during each Reporting Period.
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12. Revision of Charter

This Charter and any amendments to it must be approved by the Board.

The Committee is responsible for review of the effectiveness of this Charter and the operations of the Committee and to make recommendations to the Board of any amendments to this Charter.

13. Approved and Adopted

This Charter was approved and adopted by the Board on 22 February 2023.

