

**MITHRIL RESOURCES LIMITED
ACN 099 883 922**

**ADDENDUM
TO THE NOTICE OF THE 2019 ANNUAL GENERAL MEETING**

This addendum (**this Addendum**) is an addendum to the Company's Notice of Annual General Meeting (**the Notice of Meeting**) dated 19 September 2019 for the 2019 Annual General Meeting to be held at Level 17, 500 Collins Street, Melbourne, Victoria, 3000 on 13 November 2019 at 10:00 a.m. (Melbourne time).

This Addendum varies the Notice of Meeting and the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting, and should be read together with the Notice of Meeting and the Explanatory Memorandum.

A new proxy form accompanies this Addendum. The new proxy form replaces the proxy form which accompanied the Notice of Meeting and includes provision to vote on the new resolution in this Addendum.

If you have already returned the old proxy form, you can complete and return the new proxy form to vote on the new resolution (or to change your instructions for any resolutions). Otherwise your old proxy form will continue to be treated as your proxy form.

NEW RESOLUTION

The Notice of the 2019 Annual General Meeting ("**the AGM**") is amended to include additional resolution (Resolution 6) as set out in this Addendum in the business to be considered at the AGM.

The following proposed resolution are added to the Agenda in the Notice of Meeting after Resolution 5.

RESOLUTION 6: RE-ELECTION OF STEPHEN LAYTON

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

"That Mr Stephen Layton, who retires in accordance with clause 9.2 of the Company's Constitution and, being eligible for re-election, offers himself for re-election be re-elected as a Director of the Company."

By the order of the Board



Adrien Wing
Director and Company Secretary **Dated: 23 October 2019**

The accompanying updated Proxy Form and Explanatory Memorandum form part of the Notice of Meeting.

EXPLANATORY MEMORANDUM – AMENDMENT & ADDITIONAL INFORMATION

The Company hereby gives notice of the amendment of the Explanatory Memorandum which accompanied and formed part of the Notice of the 2019 Annual General Meeting as set out in this Addendum, including the following amendment and inclusion of additional information about Resolution 6.

RESOLUTION 6: RE-ELECTION OF STEPHEN LAYTON

Mr Layton was appointed as a Director by members in a general meeting held on 15 May 2019.

Pursuant to clause 9.2 of the constitution, a Director appointed in general meeting holds office until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting. Accordingly, Mr Layton is required to retire and stands for re-election at the 2019 Annual General Meeting.

Mr Layton has over 35 years' experience in equity capital markets in the UK and Australia. Mr Layton has worked with various stockbroking firms and/or AFSL regulated corporate advisory firms. Mr Layton specialised in capital raising services and opportunities, corporate advisory, facilitation of ASX listings and assisting companies with growth.

CLARIFICATION - RESOLUTION 2

Mr Wing (who was also appointed at the 15 May 2019 general meeting) is also retiring in accordance with the provisions of clause 9.2 of the Constitution and, being eligible, standing for re-election. The resolution for Mr Wing's appointment forms Resolution 2 in the Notice of Annual General Meeting. The Company wishes to clarify that Mr Wing's retirement is not therefore a requirement of the rotation provisions of the Company's Constitution and his re-election will take effect under clause 9.2.

MITHRIL RESOURCES LIMITED

ACN 099 883 922

("the Company")

PROXY FORM

Full name of securityholder(s):

Address:

I/We being a member/s of Mithril Resources Limited ("Company") and entitled to attend and vote at the meeting of the Company to be held at Level 17, 500 Collins Street, Melbourne, Victoria, 3000 on 13 November 2019 at 10:00 a.m. (Melbourne time) appoint:

the Chair of the meeting **OR**
 (mark box) (mark box) (Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

IMPORTANT: Directing the Chair how to vote on Resolution 1 Only

If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 by either marking the relevant boxes below (for example if you wish to vote "against" or "abstain" from voting) or by marking this box (in which case the Chair will vote in favour of Resolution 1). The Chair intends to vote all available proxies in favour of Resolution 1.

I/We (except where I/we have indicated a different voting intention below):

- a) direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolution 1 to vote in favour of these Resolutions.
- b) authorise, in respect of Resolution 1, the Chair of the meeting to vote as described even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for the Company group; and
- c) acknowledge that the Chair of the meeting may exercise your proxy in respect of Resolutions 1 even though the Chair has an interest in the outcome of that Resolution and that votes cast by the Chair of the meeting for that Resolution, other than as proxy holder, will be disregarded because of that interest.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

The Chair intends to vote undirected proxies in favour of all resolutions in which the Chair is entitled to vote.

I/We direct my/our proxy to vote as indicated below:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Adrien Wing as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-Election of Mr Stephen Layton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a person: _____ Name (print) _____ (Signature) Date: ____/____/____	If a company: EXECUTED by: _____ Name of company (print) in accordance with the Corporations Act _____ (Signature) (Signature) Date: ____/____/____
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- Level 17, 500 Collins Street, Melbourne VIC 3000; or
- by facsimile on 03 9614 0550 by 10am on 11 November 2019, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

