



13 October 2023

**ASX ANNOUNCEMENT
(ASX:TGM)**

RESULTS OF EXTRAORDINARY GENERAL MEETING

Theta Gold Mines Limited (ACN 131 758 177) (**Theta Gold** or **the Company**) advises in accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, that all resolutions put to shareholders at the Extraordinary General Meeting held today were passed unanimously.

Details of the proxy votes received, and the votes cast on the poll in respect of each resolution are set out in the attached votes schedule.

This announcement was authorised for release by Mr Bill Guy, Chairman.

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ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX: TGM | OTCQB: TGMGF) is a gold development company that holds a range of prospective gold assets in a world-renowned South African gold mining region. These assets include several surface and near-surface high-grade gold projects which provide cost advantages relative to other gold producers in the region.

Theta Gold's core project is located next to the historical gold mining town of Pilgrim's Rest, in Mpumalanga Province, some 370km northeast of Johannesburg by road or 95km north of Nelspruit (Capital City of Mpumalanga Province). Following small scale production from 2011 – 2015, the Company is currently focussing on the construction of a new gold processing plant within its approved footprint at the TGME plant, and for the processing of the Theta Open Pit oxide gold ore. Nearby surface and underground mines and prospects are expected to be further evaluated in the future.

The Company aims to build a solid production platform to over 160kozpa based primarily around shallow, open-pit or adit-entry shallow underground hard rock mining sources. Theta Gold has access to over 43 historical mines and prospect areas that can be accessed and explored, with over 6.7Moz of historical production recorded.

Theta Gold holds 100% issued capital of its South African subsidiary, Theta Gold SA (Pty) Ltd ("TGSA"). TGSA holds a 74% shareholding in both Transvaal Gold Mining Estates Limited ("TGME") and Sabie Mines (Pty) Ltd ("Sabie Mines"). The balance of shareholding is held by Black Economic Empowerment ("BEE") entities. The South African Mining Charter requires a minimum of 26% meaningful economic participation by the historically disadvantaged South Africans ("HDSAs"). The BEE shareholding in TGME and Sabie Mines is comprised of a combination of local community trusts, an employee trust and a strategic entrepreneurial partner.

The Company released its definitive Feasibility Study (FS) in July 2022 detailing the robust economics for the TGME Gold Project including an NPV_{10%} of \$432 million and a Life of Mine (LOM) of 12.9 years providing a net positive cashflows of \$507 million.



Theta Gold Mines Limited
Extraordinary General Meeting
Friday, 13 October 2023
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	Carried / Not Carried
1. Ratification of Prior Grant of Convertible Loan to Deutsche Balaton AG	Ordinary	144,949,461 99.46%	542,185 0.37%	245,590 0.17%	2,234,231	145,195,051 99.63%	542,185 0.37%	2,234,231	Carried
2. Ratification of prior Grant of Convertible Loan to Golden Asia Investment Group Ltd	Ordinary	147,127,461 99.45%	564,185 0.38%	245,590 0.17%	34,231	147,373,051 99.62%	564,185 0.38%	34,231	Carried
3. Ratification of Prior Grant of Convertible Loan to Aus Agriculture Pty Ltd	Ordinary	147,234,921 99.53%	456,725 0.31%	245,590 0.17%	34,231	147,480,511 99.69%	456,725 0.31%	34,231	Carried
4. Ratification of Prior Issue of 2,200,000 Shares to Deutsche Balaton AG	Ordinary	144,860,818 99.40%	473,078 0.32%	405,590 0.28%	2,231,981	145,266,408 99.68%	473,078 0.32%	2,231,981	Carried
5. Ratification of Prior Issue of 628,571 Shares to Golden Asia Investment Group Ltd	Ordinary	147,199,318 99.50%	494,578 0.33%	245,590 0.17%	31,981	147,444,908 99.67%	494,578 0.33%	31,981	Carried
6. Ratification of Prior Issue of 314,286 Shares to Aus Agriculture Pty Ltd	Ordinary	147,306,921 99.57%	386,475 0.26%	245,590 0.17%	32,481	147,552,511 99.74%	386,475 0.26%	32,481	Carried
7. Ratification of Prior Issue of 1,000,000 Shares to 2Invest AG	Ordinary	102,260,186 99.36%	408,618 0.40%	245,590 0.24%	45,057,073	102,505,776 99.60%	408,618 0.40%	45,057,073	Carried
8. Ratification of Prior Grant of 4,000,000 Options to 2Invest AG	Ordinary	102,174,226 99.28%	494,578 0.48%	245,590 0.24%	45,057,073	102,419,816 99.52%	494,578 0.48%	45,057,073	Carried
9. Ratification of Prior Grant of 1,000,000 Options to 2Invest AG	Ordinary	102,179,226 99.29%	468,078 0.45%	267,090 0.26%	45,057,073	102,446,316 99.55%	468,078 0.45%	45,057,073	Carried
10. Ratification of Prior Grant of 1,000,000 Options to 2Invest AG	Ordinary	102,168,868 99.28%	499,936 0.49%	245,590 0.24%	45,057,073	102,414,458 99.51%	499,936 0.49%	45,057,073	Carried
11. Ratification of Prior Grant of 1,000,000 Options to 2Invest AG	Ordinary	102,173,868 99.28%	444,936 0.43%	295,590 0.29%	45,057,073	102,469,458 99.57%	444,936 0.43%	45,057,073	Carried
12. Ratification of Prior Grant of 1,000,000 Options to 2Invest AG	Ordinary	102,173,868 99.27%	451,516 0.44%	295,590 0.29%	45,057,073	102,469,458 99.56%	451,516 0.44%	45,057,073	Carried

13. Ratification of Prior Issue of 76,923,077 Placement Shares	Ordinary	147,571,424 99.75%	129,052 0.09%	245,590 0.17%	25,401	147,817,014 99.91%	129,052 0.09%	25,401	Carried
14. Approval of Termination and other financial benefits for Non-Executive Director - Mr Bill Richie Yang	Ordinary	111,879,081 99.06%	817,906 0.72%	245,590 0.22%	25,401	112,124,671 99.28%	817,906 0.72%	25,401	Carried
15. Approval of Termination and other financial benefits for Executive Director and Chairman - Mr Charles William Guy	Ordinary	111,879,081 99.06%	817,906 0.72%	245,590 0.22%	25,401	112,124,671 99.28%	817,906 0.72%	25,401	Carried
16. Approval of the Grant of 20,000,000 Options to Golden Asia Investment Group Limited	Ordinary	146,957,248 99.33%	743,228 0.50%	245,590 0.17%	25,401	147,202,838 99.50%	743,228 0.50%	25,401	Carried
17. Approval of the Grant of 10,000,000 Options to High Gift Investments Limited	Ordinary	146,955,493 99.33%	744,983 0.50%	245,590 0.17%	25,401	147,201,083 99.50%	744,983 0.50%	25,401	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.