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9 December 2021

UNSOLICITED OFF-MARKET TAKEOVER BID – TAKE NO ACTION

Focus Minerals Limited (ASX: FML) (**Company** or **Focus**) notes today's announcement by Theta Gold Mines Limited (ASX: TGM) (**TGM**) that it intends to acquire via an off-market takeover all of the issued shares in the Company (**TGM Intended Offer**). The TGM Intended Offer comprises 2 TGM shares for every one Focus share.

The Company notes the TGM Intended Offer is unsolicited and subject to a number of conditions. The Company has not yet received a bidder's statement in relation to the TGM Intended Offer.

The Focus Board is considering the TGM Intended Offer with the assistance of external advisers. Until Focus's directors have issued their recommendation regarding the TGM Intended Offer and Focus shareholders are in receipt of both TGM's bidder's statement and Focus's target's statement in response, **Focus shareholders are advised to TAKE NO ACTION in relation to the TGM Intended Offer or any documents shareholders may receive from TGM.**

The Company will provide a further announcement in due course when it has evaluated and assessed the terms of the TGM Intended Offer. In the interim, the Company will continue to operate and execute its business strategy (including its entitlement offer) in the ordinary course as previously flagged to the market on 3 December 2021.

This announcement has been authorised for release by the Board of Focus Minerals Limited.

**For further information
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