



15 August 2022

**ASX ANNOUNCEMENT
(ASX:TGM)**

RESIGNATION OF NON-EXECUTIVE DIRECTOR

Theta Gold Mines Limited (“**Theta Gold**” or the “**Company**”) (ASX: TGM | OTC: TGMGF) advises that Mr Finn Behnken has submitted a detailed letter as to why he believes he is no longer in a position to fulfil his director duties and as such has tendered his resignation as a Non-Executive Director. His resignation is effective 15 August 2022.

Mr Behnken has successfully served on the Board of Theta Gold since December 2018 as a Non-Executive Director and also served as Chair of the Audit and Risk Management Committee for the Company.

Theta’s Chairman, Mr Bill Guy stated, “On behalf of the Directors and the Management team, I would like to thank Finn for this significant contribution and wealth of experience Finn has brought to the Company during his long tenure both in operational and commercial transactions for the Company”.

[ENDS]

This announcement was approved for release by the Board of Theta Gold Mines Limited.

For more information, please visit www.thetagoldmines.com or contact:

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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.

