



30 November 2022

**ASX ANNOUNCEMENT
(ASX:TGM)**

RESULTS OF 2022 ANNUAL 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 Annual 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
Annual General Meeting
Wednesday, 30 November 2022
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. Adoption of Remuneration Report	Ordinary	123,356,745 95.69%	5,360,084 4.16%	195,331 0.15%	13,820	123,552,076 95.84%	5,360,084 4.16%	13,820	Carried
2. Re-election of Director: Mr Guyang (Brett) Tang	Ordinary	157,825,306 96.55%	5,441,611 3.33%	204,481 0.13%	29,500	158,029,787 96.67%	5,441,611 3.33%	29,500	Carried
3. Re-election of Director: Mr Bill Richie Yang	Ordinary	157,775,306 96.52%	5,491,611 3.36%	204,481 0.13%	29,500	157,979,787 96.64%	5,491,611 3.36%	29,500	Carried
4. Ratification of Prior Issue of 12,350,000 Shares	Ordinary	120,740,797 95.32%	5,715,358 4.51%	214,481 0.17%	36,830,262	120,955,278 95.49%	5,715,358 4.51%	36,830,262	Carried
5. Ratification of Prior Issue of 35,384,615 Shares	Ordinary	120,740,797 95.32%	5,715,358 4.51%	214,481 0.17%	36,830,262	120,955,278 95.49%	5,715,358 4.51%	36,830,262	Carried
6. Ratification of Prior Issue of 1,200,000 Shares	Ordinary	157,565,889 96.37%	5,720,028 3.50%	214,481 0.13%	500	157,780,370 96.50%	5,720,028 3.50%	500	Carried
7. Ratification of Prior Issue of 15,000,000 Options to 2Invest AG	Ordinary	120,742,687 95.32%	5,715,138 4.51%	214,481 0.17%	36,828,592	120,957,168 95.49%	5,715,138 4.51%	36,828,592	Carried
8. Ratification of Prior Issue of 20,000,000 Options to 2Invest AG	Ordinary	120,742,687 95.32%	5,715,138 4.51%	214,481 0.17%	36,828,592	120,957,168 95.49%	5,715,138 4.51%	36,828,592	Carried
9. Adoption of Options and Performance Rights Employee Incentive Scheme	Ordinary	157,554,176 96.36%	5,731,998 3.51%	214,481 0.13%	243	157,768,657 96.49%	5,731,998 3.51%	243	Carried
10. Issue of Options to Related Party- Mr Bill Richie Yang	Ordinary	157,506,926 96.33%	5,778,991 3.53%	214,481 0.13%	500	157,721,407 96.47%	5,778,991 3.53%	500	Carried
11. Issue of Options Related to Party- Mr Charles William Guy	Ordinary	155,761,343 96.35%	5,680,651 3.51%	214,481 0.13%	1,844,423	155,975,824 96.49%	5,680,651 3.51%	1,844,423	Carried

12. Issue of Options Related to Party- Mr Guyang (Brett) Tang	Ordinary	124,775,931 95.42%	5,778,991 4.42%	214,481 0.16%	500	124,990,412 95.58%	5,778,991 4.42%	500	Carried
13. Issue of Options Related to Party- Mr Bryon Dumbleton	Ordinary	157,605,266 96.39%	5,680,651 3.47%	214,481 0.13%	500	157,819,747 96.53%	5,680,651 3.47%	500	Carried
14. Issue of Options Related to Party- Mr Bill Richie Yang	Ordinary	154,013,706 94.20%	5,772,211 3.53%	3,714,481 2.27%	500	157,728,187 96.47%	5,772,211 3.53%	500	Carried
15. Issue of Performance Rights to Related Party- Mr Charles William Guy	Ordinary	155,670,283 96.30%	5,772,211 3.57%	214,481 0.13%	1,843,923	155,884,764 96.43%	5,772,211 3.57%	1,843,923	Carried
16. Issue of Performance Rights Related to Party- Mr Guyang (Brett) Tang	Ordinary	124,783,211 95.42%	5,772,211 4.41%	214,481 0.16%	0	124,997,692 95.59%	5,772,211 4.41%	0	Carried
17. Issue of Performance Rights Related to Party- Mr Byron Dumbleton	Ordinary	157,514,206 96.34%	5,772,211 3.53%	214,481 0.13%	0	157,728,687 96.47%	5,772,211 3.53%	0	Carried
18. Issue of Options to Employee- Mr Jacques Frans Du Triou	Ordinary	157,543,426 96.36%	5,737,821 3.51%	214,481 0.13%	5,170	157,757,907 96.49%	5,737,821 3.51%	5,170	Carried
19. Issue of Options to Employee- Mr Brent Hofman	Ordinary	157,543,426 96.36%	5,737,821 3.51%	214,481 0.13%	5,170	157,757,907 96.49%	5,737,821 3.51%	5,170	Carried
20. Issue of Performance Rights to Employee- Mr Jacques Frans Du Triou	Ordinary	157,543,426 96.36%	5,737,821 3.51%	214,481 0.13%	5,170	157,757,907 96.49%	5,737,821 3.51%	5,170	Carried
21. Issue of Performance Rights to Employee- Mr Brent Hofman	Ordinary	157,543,426 96.36%	5,737,821 3.51%	214,481 0.13%	5,170	157,757,907 96.49%	5,737,821 3.51%	5,170	Carried
22. Approval of Additional Placement Capacity	Special	131,099,138 75.57%	42,177,859 24.31%	204,481 0.12%	19,420	131,303,619 75.69%	42,177,859 24.31%	19,420	Carried

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