



29 November 2024

**ASX ANNOUNCEMENT
(ASX:TGM)**

RESULTS OF 2024 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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**Theta Gold Mines Limited
Annual General Meeting
Friday, 29 November 2024
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	46,632,530 99.93%	25,000 0.05%	9,433 0.02%	2,294,744	46,641,963 99.95%	25,000 0.05%	2,294,744	Carried
2. Re-election of Director: Mr Byron Dumbleton	Ordinary	48,928,574 99.93%	7,250 0.01%	25,883 0.05%	0	48,954,457 99.99%	7,250 0.01%	0	Carried
3. Re-election of Director: Mr Bill Richie Yang	Ordinary	47,928,574 97.89%	7,250 0.01%	1,025,883 2.10%	0	48,954,457 99.99%	7,250 0.01%	0	Carried
4. Ratification of prior grant of 1,000,000 options to 2Invest AG	Ordinary	6,882,420 99.22%	28,535 0.41%	25,883 0.37%	42,024,869	6,908,303 99.59%	28,535 0.41%	42,024,869	Carried
5. Ratification of prior grant of 1,000,000 options to 2Invest AG	Ordinary	6,882,420 99.22%	28,535 0.41%	25,883 0.37%	42,024,869	6,908,303 99.59%	28,535 0.41%	42,024,869	Carried
6. Ratification of prior grant of 1,000,000 options to 2Invest AG	Ordinary	6,882,420 99.22%	28,535 0.41%	25,883 0.37%	42,024,869	6,908,303 99.59%	28,535 0.41%	42,024,869	Carried
7. Ratification of prior issue of 22,475,137 Private Placement Shares	Ordinary	48,809,535 99.74%	100,963 0.21%	25,883 0.05%	25,326	48,835,418 99.79%	100,963 0.21%	25,326	Carried
8. Ratification of prior issue of 11,237,568 Private Placement Options	Ordinary	48,809,535 99.74%	100,963 0.21%	25,883 0.05%	25,326	48,835,418 99.79%	100,963 0.21%	25,326	Carried
9. Approval of additional placement capacity	Special	48,839,588 99.75%	96,236 0.20%	25,883 0.05%	0	48,865,471 99.80%	96,236 0.20%	0	Carried

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

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.

