



27 September 2021

ASX ANNOUNCEMENT

Results of EGM 27 September 2021

Theta Gold Mines Limited (“Theta Gold” or “Company”) (ASX: TGM | OTC: TGMGF) is pleased to advise that all resolutions put to the Company’s 27 September 2021 Extraordinary General Meeting were passed on a poll.

Details of the poll results are shown on the attached spreadsheet.

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ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX: TGM | OTC: TGMGF | FSE: 3LM) 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 initial ore reserves.

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 as part of the country's ESG initiatives. 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.



Theta Gold Mines Limited
General Meeting
Monday, 27 September 2021
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 Issue of 2,087,682 Shares	Ordinary	114,398,786 95.47%	5,323,110 4.44%	105,280 0.09%	46,455	114,504,066 95.56%	5,323,110 4.44%	46,455	Carried
2. Ratification of Prior Issue of 11,083,273 Shares	Ordinary	114,048,786 95.38%	5,423,110 4.54%	105,280 0.09%	46,455	114,154,066 95.46%	5,423,110 4.54%	46,455	Carried
3. Ratification of Prior Issue of 3,636,363 Shares	Ordinary	114,398,786 95.47%	5,323,110 4.44%	105,280 0.09%	46,455	114,504,066 95.56%	5,323,110 4.44%	46,455	Carried
4. Ratification of Prior Issue of 24,000,000 Shares	Ordinary	91,196,767 76.11%	5,509,950 4.60%	23,120,459 19.29%	46,455	114,317,226 95.40%	5,509,950 4.60%	46,455	Carried
5. Ratification of Prior Issue of 833,353 Options	Ordinary	91,342,222 76.20%	5,402,690 4.51%	23,127,719 19.29%	1,000	114,469,941 95.49%	5,402,690 4.51%	1,000	Carried
6. Ratification of Prior Issue of 5,000,000 Options	Ordinary	83,323,696 93.89%	5,315,850 5.99%	105,280 0.12%	1,000	83,428,976 94.01%	5,315,850 5.99%	1,000	Carried
7. Ratification of Prior Issue of Bond Options to 2invest AG	Ordinary	109,412,279 95.21%	5,402,690 4.70%	105,280 0.09%	4,953,382	109,517,559 95.30%	5,402,690 4.70%	4,953,382	Carried
8. Ratification of Prior Issue of Shares to 2invest AG	Ordinary	109,391,859 95.19%	5,423,110 4.72%	105,280 0.09%	4,953,382	109,497,139 95.28%	5,423,110 4.72%	4,953,382	Carried
9. Ratification of Prior Issue of Options to 2invest AG	Ordinary	109,121,859 94.95%	5,423,110 4.72%	375,280 0.33%	4,953,382	109,497,139 95.28%	5,423,110 4.72%	4,953,382	Carried
10. Approval to issue Options to 2invest AG	Ordinary	109,360,692 95.16%	5,454,277 4.75%	105,280 0.09%	4,953,382	109,465,972 95.25%	5,454,277 4.75%	4,953,382	Carried
11. Approval to issue Shares and Free attaching Options to 2invest AG	Ordinary	86,345,513 75.14%	5,454,277 4.75%	23,120,459 20.12%	4,953,382	109,465,972 95.25%	5,454,277 4.75%	4,953,382	Carried
12. Ratification of Prior Issue of Tranche 1 Fee Shares to 2invest AG	Ordinary	86,195,513 75.00%	5,604,277 4.88%	23,120,459 20.12%	4,953,382	109,315,972 95.12%	5,604,277 4.88%	4,953,382	Carried

13. Approval to issue Tranche 2 Fee Shares to 2invest AG	Ordinary	86,195,513 75.00%	5,604,277 4.88%	23,120,459 20.12%	4,953,382	109,315,972 95.12%	5,604,277 4.88%	4,953,382	Carried
14. Approval to issue shortfall Fee Shares to 2Invest AG	Ordinary	109,255,019 95.07%	5,559,950 4.84%	105,280 0.09%	4,953,382	109,360,299 95.16%	5,559,950 4.84%	4,953,382	Carried
15. Approval to issue shortfall Tranche to 2Invest AG	Ordinary	109,391,859 95.19%	5,423,110 4.72%	105,280 0.09%	4,953,382	109,497,139 95.28%	5,423,110 4.72%	4,953,382	Carried
16. Ratification of Prior Issue of 7,742,856 Placement Shares	Ordinary	109,446,404 95.27%	5,323,110 4.63%	105,280 0.09%	46,455	109,551,684 95.37%	5,323,110 4.63%	46,455	Carried
17. Ratification of Prior Issue of 3,871,428 Placement Options	Ordinary	109,491,859 95.28%	5,323,110 4.63%	105,280 0.09%	1,000	109,597,139 95.37%	5,323,110 4.63%	1,000	Carried
18. Approval to Issue Placement Options	Ordinary	114,282,236 95.39%	5,416,850 4.52%	105,280 0.09%	45,455	114,387,516 95.48%	5,416,850 4.52%	45,455	Carried
19. Approval to Issue series B Options under share purchase plan	Ordinary	114,327,691 95.39%	5,416,850 4.52%	105,280 0.09%	0	114,432,971 95.48%	5,416,850 4.52%	0	Carried
20. Approval to Issue series C Options under share purchase plan	Ordinary	114,327,691 95.39%	5,416,850 4.52%	105,280 0.09%	0	114,432,971 95.48%	5,416,850 4.52%	0	Carried

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