



13 December 2021

ASX ANNOUNCEMENT

RESULTS OF 2021 ANNUAL GENERAL MEETING

Theta Gold Mines Limited (ASX: TGM | OTCQB: TGMGF) 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.

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

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**Theta Gold Mines Limited
Annual General Meeting
Monday, 13 December 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. Adoption of Remuneration Report	Ordinary	141,397,260	2,691,334	41,000	9,150	141,438,260	2,691,334	9,150	Carried
2. Re-election of Director: Mr Charles William Guy	Ordinary	178,156,197	2,438,791	50,150	0	178,206,347	2,438,791	0	Carried
3. Re-election of Director: Mr Finn Behnken	Ordinary	178,156,197	2,438,791	50,150	0	178,206,347	2,438,791	0	Carried
4. Re-election of Director: Mr Byron Dumpleton	Ordinary	178,156,197	2,438,791	50,150	0	178,206,347	2,438,791	0	Carried
5. Approval of Additional Placement Capacity	Special	178,182,807	41,979	50,150	2,370,202	178,232,957	41,979	2,370,202	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 | OTC: TGMGF | FWB: 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.

