

25 October 2023

ASX ANNOUNCEMENT (ASX:TGM)

Notice of 2023 Annual General Meeting

Dear Shareholder

Theta Gold Mines Limited (“**Theta Gold**” or the “**Company**”) (ASX:TGM|OTC: TGMGF) wishes to advise shareholders that the 2023 Annual General Meeting (AGM) will be held on **Tuesday, 28 November 2023 at 11am (Sydney time)** at The Boardroom, Servcorp Offices, International Tower One, 100 Barangaroo Avenue, Barangaroo, Sydney NSW, 2000.

A copy of the following documents are released to the ASX today and are also available on the Company’s web page at <https://thetagoldmines.com> .

- Notice of Annual General Meeting 2023; and
- Proxy Form

A copy of the 2023 Annual Report can also be found on the Company’s webpage.

To lodge your proxy votes online, <https://www.votingonline.com.au/tgmagm2023>.

Your votes must be received by the share registry by **11am (Sydney Time) on Sunday, 26 November 2023**.

Should you have any further queries in relation to lodging your vote or proxy vote online, please contact our Share Registry Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Shareholder Communications Update

Legislative changes to the Corporations Act 2001 effective 1 April 2022 means there are new options available to you as a shareholder as to how you elect to receive your communications. We will no longer send you physical meeting documents unless you request a copy to be mailed.

We strongly encourage you to provide your email address so we can communicate with you electronically when shareholder notices become available online for such items as meeting documents, dividend statements and annual reports. You can make a standing election to receive some or all of your shareholder communications in physical or electronic form.

To review or update your current communication preference simply logon to our share registry's website at <https://www.investorserve.com.au/>. You will need your portfolio log in details or your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and select the 'Communication Options' tab on the left-hand side of the page.

If at any time you require an additional copy of a communication, or you need more information about the options available to you, please contact Boardroom Pty Limited via email: enquiries@boardroomlimited.com.au.

Yours faithfully



Bill Guy
Chairman
THETA GOLD MINES LIMITED

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Investor Relations and Social Media:

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<https://twitter.com/ThetaGoldMines>
<https://www.linkedin.com/company/thetagoldmines/>

Webpage: www.thetagoldmines.com
Interactive Investor Hub: <http://investors.thetagoldmines.com>



Theta Gold Mines Interactive Investor Hub

The Company encourages shareholders to please join the Theta Investor Hub which allows you to ask questions directly to the Company, view video's and keep up to date on progress of the TGME Gold Project at investors.thetagoldmines.com or scan the QR code below.



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 and financing of a new gold processing plant within its approved footprint at the TGME plant. The company has completed a FS in July 2022 for the first four mines Beta, CDM, Frankfort and Rietfontein (TGME Underground Project). The Base Case LOM plan will comprise a 12.9-year mining operation starting in 2023 and delivering production of 1.24 million ounces of contained gold.

The estimated development capital or peak funding requirement is USD77 million (AUD102 million), with the Project forecast to generate a pre-tax NPV10% of USD324 million (AUD432 million) and pre-tax Internal Rate of Return (IRR) of 65% at the forecast gold price of averaging USD1,642/oz over the LOM. The Company aims to build a solid production platform to over next 5 years to 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.

