



17 November 2020

ASX ANNOUNCEMENT

RESULTS OF 2020 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.

Resolution 1 was passed on a show of hands and all other resolutions were carried on a poll. Details of the proxy votes received and the votes cast on the poll in respect of each resolution are set out in the attached.

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Theta Gold Mines Limited
Annual General Meeting
Tuesday, 17 November 2020
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	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
1. Adoption of Remuneration Report	Ordinary	121,529,552 99.72%	300,956 0.25%	35,000 0.03%	3,846				Carried by Show of Hands	No
2. To re-elect Mr Robert Peter Thomson as a Director	Ordinary	155,807,501 99.98%	0 0.00%	35,000 0.02%	1,471,188	157,453,669 100.00%	0 0.00%	1,471,188	Carried by Poll	N/A
3. To re-elect Mr Yang (Simon) Liu as a Director	Ordinary	157,059,365 99.90%	115,478 0.07%	35,000 0.02%	103,846	158,705,533 99.93%	115,478 0.07%	103,846	Carried by Poll	N/A
4. Ratification of Prior Issue of Shares with Free Attaching Options	Ordinary	156,040,920 99.26%	90,000 0.06%	1,078,923 0.69%	103,846	158,731,011 99.94%	90,000 0.06%	103,846	Carried by Poll	N/A
5. Ratification of Prior Issue of Shares	Ordinary	155,960,920 99.26%	90,000 0.06%	1,078,923 0.69%	103,846	158,651,011 99.94%	90,000 0.06%	103,846	Carried by Poll	N/A
6. Amendment of Performance Rights on Issue	Ordinary	121,559,508 99.83%	171,000 0.14%	35,000 0.03%	103,846	121,594,508 99.86%	171,000 0.14%	103,846	Carried by Poll	N/A
7. Issue of Performance Options to Group Employees, Mr Lawrence Mitford Mundell and Mr Jacques Frans du Triou	Ordinary	121,559,508 99.83%	171,000 0.14%	35,000 0.03%	103,846	121,594,508 99.86%	171,000 0.14%	103,846	Carried by Poll	N/A
8. Issue of Performance Rights to Group Employees, Mr Lawrence Mitford Mundell and Mr Jacques Frans Du Triou	Ordinary	121,559,508 99.83%	171,000 0.14%	35,000 0.03%	103,846	121,594,508 99.86%	171,000 0.14%	103,846	Carried by Poll	N/A
9. Approval of Additional Placement Capacity	Special	156,115,920 99.30%	15,000 0.01%	1,078,923 0.69%	103,846	158,806,011 99.99%	15,000 0.01%	103,846	Carried by Poll	N/A

* 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, Stonewall Mining (Pty) Ltd ("Stonewall"). Stonewall 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.

