

28 November 2025

**ASX ANNOUNCEMENT
(ASX:TGM)**

RESULTS OF 2025 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.

[ENDS]

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Theta Gold Mines Limited
Annual General Meeting
Friday, 28 November 2025
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	136,680,323 99.25%	741,351 0.54%	295,237 0.21%	76,598	137,701,750 99.46%	741,351 0.54%	76,598	Carried
2. Re-election of Director Mr Charles (Bill) William Guy	Ordinary	145,984,273 99.27%	541,851 0.37%	537,237 0.37%	76,598	147,247,700 99.63%	541,851 0.37%	76,598	Carried
3. Re-election of Director: Mr Guyang (Brett) Tang	Ordinary	146,231,773 99.43%	538,601 0.37%	295,237 0.20%	74,348	147,253,200 99.64%	538,601 0.36%	74,348	Carried
4. Election of Director: Mr Hansjoerg Plaggemars	Ordinary	146,586,926 99.68%	181,448 0.12%	295,237 0.20%	76,348	147,608,353 99.88%	181,448 0.12%	76,348	Carried
5. Ratification of Prior Issue of 57,142,85 Placement Shares	Ordinary	146,540,983 99.60%	298,069 0.20%	295,237 0.20%	5,670	147,562,410 99.80%	298,069 0.20%	5,670	Carried
6. Approval to Grant 24,009,602 Placement Options	Ordinary	146,296,475 99.43%	540,577 0.37%	295,237 0.20%	7,670	147,317,902 99.63%	540,577 0.37%	7,670	Carried
7. Ratification of Prior Issue of 34,379,789 Tranche One Shares to Cong Yu Company Limited	Ordinary	146,203,108 99.36%	632,730 0.43%	303,951 0.21%	170	147,233,249 99.57%	632,730 0.43%	170	Carried
8. Approval to Grant 14,445,289 Tranche One Options to Cong Yu Company Limited	Ordinary	146,203,108 99.36%	632,730 0.43%	303,951 0.21%	170	147,233,249 99.57%	632,730 0.43%	170	Carried
9. Ratification of Prior Issue of 14,734,195 Tranche One Shares to Moonx Intelligence Limited	Ordinary	146,203,108 99.36%	632,730 0.43%	303,951 0.21%	5,670	147,233,249 99.57%	632,730 0.43%	5,670	Carried

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
10. Approval to Grant 6,190,838 Tranche One Options to Moonx Intelligence Limited	Ordinary	146,203,108 99.36%	632,730 0.43%	303,951 0.21%	5,670	147,233,249 99.57%	632,730 0.43%	5,670	Carried
11. Approval to Issue Tranche Two Shares to Cornerstone Investors	Ordinary	146,203,108 99.31%	632,730 0.43%	378,129 0.26%	170	147,307,427 99.57%	632,730 0.43%	170	Carried
12. Approval to Grant Tranche Two Options	Ordinary	146,203,108 99.31%	632,730 0.43%	378,129 0.26%	170	147,307,427 99.57%	632,730 0.43%	170	Carried
13. Approval to Issue Director Shares to NC New Energy Limited	Ordinary	145,945,108 99.39%	516,552 0.35%	378,129 0.26%	300,170	147,049,427 99.65%	516,552 0.35%	300,170	Carried
14. Approval to Grant Director Options	Ordinary	145,625,323 99.17%	836,337 0.57%	378,129 0.26%	300,170	146,729,642 99.43%	836,337 0.57%	300,170	Carried
15. Approval to Grant Share Purchase Plan Options	Ordinary	146,493,976 99.56%	255,684 0.17%	384,629 0.26%	5,670	147,604,795 99.83%	255,684 0.17%	5,670	Carried
16. Approval of Additional Placement Capacity (Special Resolution)	Special	146,572,761 99.62%	183,399 0.12%	378,129 0.26%	5,670	147,677,080 99.88%	183,399 0.12%	5,670	Carried
17. Approval to Issue Tranche Three Shares to Hongkong Ruihua Investment Management Limited	Ordinary	146,203,108 99.36%	558,552 0.38%	378,129 0.26%	170	147,307,427 99.62%	558,552 0.38%	170	Carried
18. Approval to Grant Tranche Three Options to Hongkong Ruihua Investment Management Limited	Ordinary	145,961,108 99.20%	800,044 0.54%	378,637 0.26%	170	147,065,935 99.46%	800,044 0.54%	170	Carried
19. Approval to Issue Tranche Three Shares to Diao Jingsha	Ordinary	146,130,680 99.31%	626,922 0.43%	382,187 0.26%	170	147,239,057 99.58%	626,922 0.42%	170	Carried
20. Approval to Grant Tranche Three Options to Diao Jingsha	Ordinary	145,888,680 99.15%	872,472 0.59%	378,637 0.26%	170	146,993,507 99.41%	872,472 0.59%	170	Carried

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