1 November 2024

Australian Securities Exchange
Level 40, Central Park
152-158 St George Terrace
PERTH WA 6000

NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT

Theta Gold Mines Limited (the ***Company***) has issued a total of 46,276,113 fully paid Ordinary Shares in the capital of the Company along with 23,138,057 free attaching unlisted options. The securities were issued upon completion of US$4 million June 2024 Private Placement originally announced to ASX on 26 June 2024 and the subsequent shareholder approvals obtained for Resolutions 15 and 16 at a General Meeting held on 28 October 2024.

New shares and options were issued to sophisticated and professional investors on 31 October 2024. The June 2024 Private Placement shares were issued for $0.13 (13 cents) per share along with one (1) free attaching option for every two (2) new shares subscribed under Private Placement.

An Appendix 2A has been released today with respect to the new Shares issued along with an Appendix 3G relating to the issue of unquoted free attaching Options.

The Company gives notice pursuant to section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Act**) that:

i. the Company issued the Shares and Options without disclosure under Part 6D.2 of the Act;
ii. as at the date of this notice, the Company has complied with:
    a. the provisions of Chapter 2M of the Act as they apply to the Company, and
    b. section 674 and section 674A of the Act; and
iii. as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

This announcement was authorised for release by Theta's Board.

For further information please contact:

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