THETA GOLD MINES LIMITED

ACN 131 758 177

NOTICE OF GENERAL MEETING

TIME:	11.00 am (AEDT)
DATE:	Thursday, 11 December 2025
PLACE:	The Boardroom (Servcorp) Level 35, International Tower One 100 Barangaroo Avenue SYDNEY NSW 2000

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT CAREFULLY.

If you are unable to attend the General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+61 2) 8046 7584.

NOTICE OF 2025 GENERAL MEETING

Notice is hereby given that a General Meeting of Theta Gold Mines Limited (the Company) will be held at:

Venue: The Boardroom (Servcorp)
Level 35, International Tower One
100 Barangaroo Avenue
SYDNEY NSW 2000

Date: 11.00 am (AEDT), Thursday, 11 December 2025

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

ITEMS OF BUSINESS

RESOLUTIONS:

RESOLUTION 1 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOAN TO DEUTSCHE BALATON AG

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 31,948,741 fully paid ordinary shares at an issue price of A$0.1765 to Deutsche Balaton AG on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 2 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOAN TO AUS AGRICULTURE PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 7,975,926 fully paid ordinary shares at an issue price of A$0.1765 to Aus Agriculture Pty Ltd on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below

RESOLUTION 3 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOAN TO GOLDEN ASIA INVESTMENT GROUP LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,104,907 fully paid ordinary shares at an issue price of A$0.1765 to Golden Asia Investment Group Limited on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below

RESOLUTION 4 – APPROVAL TO GRANT OPTIONS TO DEUTSCHE BALATON AG

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of 7,256,201 Options with an exercise price of $0.32 and expiry date that is 18 months from the grant date, to Deutsche Balaton AG an existing sophisticated and professional institutional investor on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see table below.

RESOLUTION 5 – APPROVAL TO GRANT OPTIONS TO AUS AGRICULTURE PTY LTD

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of 1,811,493 Options with an exercise price of $0.32 and expiry date that is 18 months from the grant date, to Aus Agriculture Pty Ltd, an existing sophisticated and professional institutional investor on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 6 – APPROVAL TO GRANT OPTIONS TO GOLDEN ASIA INVESTMENT GROUP LIMITED

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of 932,306 Options with an exercise price of $0.32 and expiry date that is 18 months from the grant date, to Golden Asia Investments Group Limited an existing sophisticated and professional institutional investor on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

RESOLUTION 1 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOAN TO DEUTSCHE BALATON AG	A person(s) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Deutsche Balaton AG) or an associate of that person (or those persons).
RESOLUTION 2 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOAN TO AUS AGRICUTURE PTY LTD	A person(s) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Aus Agriculture Pty Ltd) or an associate of that person (or those persons).

RESOLUTION 3 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOAN TO GOLDEN ASIA INVESTMENT GROUP LIMITED	A person(s) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Golden Asia Investment Group Limited) or an associate of that person (or those persons).
RESOLUTION 4 – APPROVAL TO GRANT OPTIONS TO DEUTSCHE BALATON AG	A person(s) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Deutsche Balaton AG) or an associate of that person (or those persons)
RESOLUTION 5 – APPROVAL TO GRANT OPTIONS TO AUS AGRICULTURE PTY LTD	A person(s) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Aus Agriculture Pty Ltd) or an associate of that person (or those persons)
RESOLUTION 6 – APPROVAL TO GRANT OPTIONS TO GOLDEN ASIA INVESTMENT GROUP LIMITED	A person(s) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Golden Asia Investment Group Limited) or an associate of that person (or those persons

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting at the meeting

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person is eligible to vote at the meeting are those who are registered Shareholders at **7.00pm (Sydney time) on Tuesday, 9 December 2025.**

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 8046 7584.

By Order of the Board



Brent Hofman
Company Secretary

11 November 2025

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on each Resolution.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

1. RESOLUTIONS 1 TO 6 – APPROVAL TO ISSUE SHARES ON CONVERSION OF CONVERTIBLE LOANS AND THE GRANT OF CONVERTIBLE LOAN OPTIONS

1.1 Background

On 3 April 2023[1], the Company announced it had signed convertible loans with Deutsche Balaton AG, Golden Asia Investment Group Ltd and Aus Agriculture Pty Ltd (**Convertible Lenders**) for a total of ~A$5 million (**Convertible Loans**). Repayment of principal and interest is due on 30 September 2026 (subject to the satisfaction of certain conditions).[2]

On 21 October 2025[3], the Company announced that Convertible Lenders had agreed, subject to Shareholder approval, to convert all outstanding loan principal along with accrued interest totalling ~A$7.77 million into 44,029,574 fully paid ordinary shares in the Company (**Convertible Lender Shares**) in exchange for the grant of a total of 10,000,000 unlisted options (**Convertible Lender Options**).

Subject to Shareholder approval, the Company will issue the Convertible Lender Shares at the conversion exercise price of $0.176474 which represents 85% of the 10-day VWAP as at Monday, 20 October 2025 of $0.20761.

The outstanding principal and interest of each Convertible Loan is:

1. Deutsche Balaton AG – A$5,637,994.
2. Golden Asia Investment Group Limited – A$724,393; and
3. Aus Agriculture Pty Ltd – A$1,407,512.

Each Convertible Lender Option has an exercise price of A$0.32 (32 cents) and expiry date being the date that is 18 months from the date of grant (which is substantially similar to the terms offered to participants in the Placement announced on 7 October 2025).

Further details in respect of the issue of Convertible Lender Shares and Convertible Lender Options shown in table below:

[1] Refer to ASX Release dated 3 April 2025 titled, "A$5 million financing and signing of commercial bulk sampling trial run with Pan African Resources, Barberton Mines Gold Plant".
[2] Ref to ASX Release dated 29 July 2025 titled, "Variation of Terms for Convertible Loan Facility Agreements".
[3] Ref to ASX Release dated 21 October 2025 titled, "Additional US$6m (~A$9.3m) Private Placement Secured and Full Conversion of Convertible Loans Proposed".
[4] Conversion price of $0.17647 was calculated as 85% of the 10-day VWAP of $0.20761 supplied by Canaccord.

	Resolutions	Convertible Lender Shares	Convertible Lender Options
Deutsche Balaton AG	1 and 4	31,948,741	7,256,201
Aus Agriculture Pty Ltd	2 and 5	7,975,926	1,811,493
Golden Asia Investment Group Limited	3 and 6	4,104,907	932,306
Total		**44,029,574**	**10,000,000**

1.3 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of Convertible Lender Shares and the grant of the Convertible Lender Options is subject to Shareholder approval and therefore, falls within exception 17 of Listing Rule 7.2. Accordingly, Resolutions 1 to 6 seek Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Convertible Lender Shares and Convertible Lender Options.

1.5 Technical information required by Listing Rule 14.1A

If Resolutions 1 to 6 are all passed, the Convertible Lender Shares can be issued and the Convertible Lender Options can be granted without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval in Listing Rule 7.1.

If Resolutions 1 to 3 are not all passed, the Company will not issue the Convertible Lender Shares and will not grant the Convertible Lender Options.

If Resolutions 1 to 3 are passed but Resolutions 4 to 6 are not all passed, the Company will not be able to grant the Convertible Lender Options and presently intends to renegotiate replacement consideration for the conversion of the Convertible Loans and will not issue the Convertible Lender Shares until the consideration is renegotiated.

1.6 Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 in relation to Resolution 1 to Resolution 6:

Names of the persons to whom securities were issued	Deutsche Balaton AG Aus Agriculture Pty Ltd Golden Asia Investment Group Limited
The number and class of the securities	44,029,574 Convertible Lender Shares 10,000,000 Convertible Lender Options

Date of issue of the securities	Convertible Lender Shares will be issued, and the Convertible Lender Options will be granted, no later than 3 months after the date of the meeting.
The price/consideration for the securities	Convertible Lender Shares are to be issued at an issue price of $0.17647 per Share (representing a 15% discount to the 10 VWAP just prior the Notice to convert of $0.20761). The Convertible Lender Options are issued as consideration for the Convertible Lenders agreeing to convert ahead of the Maturity Date of 30 September 2026.
Summary of material terms of issue	A summary the terms of the Convertible Loan Options is set out in Annexure A
The purpose of the issue of the securities (including use of any funds raised)	The purpose of the issue of the Convertible Lender Shares is to satisfy the Company's obligations to repay principal and interest under the Convertible Loan Facility Agreements. The purpose of the grant of the Convertible Lender Options is to provide consideration for the Convertible Lenders agreeing to convert ahead of the Maturity Date of 30 September 2026. Funds that were raised under the facilities were applied towards the TGME Gold Mine Project in South Africa along with working capital
Voting exclusion	Please see the voting exclusion note in relation to Resolution 1 to 6 on pages 3 and 4.
Summary of the terms of the agreement	A summary of the material terms of the Convertible Loans is set out in Annexure B.
Voting exclusion	Please see the voting exclusion note in relation to Resolutions 1 to 6 on page 3 and 4.

1.7 Technical information required by Guidance Note 21

Pursuant to and in accordance with paragraph 5.10 of Guidance Note 21, the following information is provided in relation to Resolutions 4 to 6 for the Convertible Lender Options:

Party who can convert the convertible security	Deutsche Balaton AG Aus Agriculture Pty Ltd Golden Asia Investment Group Limited
When the convertible security can be converted	Before the relevant expiry date being 18 months from the date of grant
Conditions that have to be met before the convertible security can be converted	Exercise price to be paid
The class of equity securities into which the convertible securities convert	Fully paid ordinary shares
Price at which the convertible securities convert	Exercise price equal to $0.32

The number of equity securities into which the convertible securities convert	1 Convertible Lender Option coverts into 1 Share

1.8 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to Resolution 6.

GLOSSARY

$ means Australian dollars.

Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chairman means the chair of the Meeting.

Company means Theta Gold Mines Limited (ACN 131 758 177).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an unquoted or quoted option to acquire an unissued Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Securities means Shares or Options.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Annexure A

THETA GOLD MINES LIMITED

UNLISTED CONVERTIBLE LENDER OPTIONS TO CONVERTIBLE LOAN LENDERS EXPIRING 18 MONTHS FROM GRANT DATE

The terms and conditions of the unlisted Options are as follows:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Placement Option will be $0.32 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEDT) on the date that is 18 months after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

(ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Bonus issues**

If prior to an exercise of an Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares, then on exercise of the Option, the number of Shares over which an Option is exercisable shall be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

Subject to paragraphs (i), (j) and (i), an Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are not transferable, except with the prior written consent of the Company.

Annexure B

THETA GOLD MINES LIMITED

TERMS AND CONDITIONS OF
CONVERTIBLE LOAN FACILITY AGREEMENTS AS VARIED ON 29 JULY 2025

A summary of the material terms of the Convertible Loan Facility Agreements (**Agreement**) is set out below.

Convertible Lenders	Deutsche Balaton AG; Aus Agriculture Pty Ltd; and Golden Asia Investment Group Limited
Amount Payable including accrued interest	Deutsche Balaton AG - $5,637,993 Aus Agriculture Pty Ltd - $1,407,511 Golden Asia Investment Group Limited - $724,393
Maturity Date	30 September 2026
Interest Payable	A Base Interest of 20% per annum minimum return to be paid to the Lender, assessed semi-annually from the initial advance date. A 5% penalty per annum to be paid, accruing daily for late payment of Base Interest.
Conversion Terms	Conversion is calculated as 85% of the average 10-day VWAP the day before the notice to convert is received by the Company.
Terms and Conditions	All other terms and conditions under the Convertible Loans remain the same as those originally disclosed on 3 April 2023.

THETA GOLD MINES

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 9 December 2025.**

TO APPOINT A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/thetagmdec2025

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Tuesday, 9 December 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online	https://www.votingonline.com.au/thetagmdec2025
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

Theta Gold Mines Limited
ACN 131 758 177

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Theta Gold Mines Limited** and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **The Boardroom (Servcorp), Level 35, International Tower One, 100 Barangaroo Avenue, Sydney NSW 2000 on Thursday, 11 December 2025 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval to Issue Shares on Conversion of Convertible Loan to Deutsche Balaton AG	☐	☐	☐
Resolution 2	Approval to Issue Shares on Conversion of Convertible Loan to Aus Agriculture Pty Ltd	☐	☐	☐
Resolution 3	Approval to Issue Shares on Conversion of Convertible Loan to Golden Asia Investment Group Limited	☐	☐	☐
Resolution 4	Approval to Grant Options to Deutsche Balaton AG	☐	☐	☐
Resolution 5	Approval to Grant Options to Aus Agriculture Pty Ltd	☐	☐	☐
Resolution 6	Approval to Grant Options to Golden Asia Investment Group Limited	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone…….. Date / / 2025