

6 February 2026

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** ACN 131 758 177 (the **Company**) has issued new fully paid ordinary Shares in the capital of the Company (**Shares**) and Unlisted Options as follows:

- Following the completion of the Conversion of Convertible Loans to ordinary shares, (**Convertible Lender Shares**) and the subsequent approval by shareholders at the annual general meeting on 28 November 2025, the company announced that it had issued 44,029,575 fully paid ordinary to Convertible Lenders at the issue price of A\$0.17647 (17.65 cents) per share; and
- Following the granting of shareholder approval at the annual general meeting held on 28 November 2025 the Company has also issued a total of 10,000,000 unlisted options (**Convertible Lender Options**) to Convertible Lenders on a pro-rate basis, at an exercise price of \$0.32, with an expiry date of 3 August 2027.

An Appendix 2A and 3G were released today with respect to the new Shares and Unlisted 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 Unlisted Options without disclosure under Part 6D.2 of the Act;
- ii. this notice is being given under section 708A(5)(e) of the Act;
- iii. 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
- iv. as at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) and 708A(8) of the Act).

-End-

This announcement was authorised for release by the Company's Board.

**For further information please contact:**

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