



Thesis Gold Inc.
1111 West Hastings Street, Suite 780
Vancouver, BC
Canada, V6E 2J3

Thesis Gold Announces Results of Annual General and Special Meeting of Shareholders

Vancouver, British Columbia – (December 12, 2024) – Thesis Gold Inc. (“**Thesis**” or the “**Company**”) (TSXV: TAU | WKN: A3EP87 | OTCQX: THSGF) is pleased to announce that all matters submitted to shareholders of the Company (the “**Shareholders**”) for approval at the annual general and special meeting of Shareholders (the “**Meeting**”) held on December 4, 2024 were approved. At the Meeting, all director nominees, Ewan Webster, William Lytle, Nicholas Stajduhar, Jody Shimkus, Thomas Mumford, and Lisa Peterson, were re-elected as directors of the Company. Shareholders also voted in favour of re-appointing Manning Elliott LLP as auditors of the Company for the ensuing year and authorised the board of directors of the Company to fix their remuneration.

At the Meeting, Shareholders also approved the Company’s Omnibus Long-Term Incentive Plan (the “**Omnibus Plan**”) to replace the Company’s existing stock option plan. The Omnibus Plan received approval by the board of the Company on October 17, 2024 and conditional approval by the TSX Venture Exchange (the “**TSXV**”) on November 1, 2024.

The Omnibus Plan allows for a variety of equity-based awards that provide different types of incentives, including stock options, restricted share units, deferred share units and performance share units, to be granted to the Company’s directors, officers, employees, and consultants. The maximum number of common shares of the Company (“**Shares**”) reserved for issuance, in the aggregate, under the Omnibus Plan will be 10% of the aggregate number of Shares issued and outstanding at any time and from time to time subject to the terms of the Omnibus Plan. A copy of and further details about the Omnibus Plan are included in the Company’s management information circular dated November 4, 2024 which is available on SEDAR+ at www.sedarplus.com. The Omnibus Plan is subject to final approval by the TSXV.

On behalf of the Board of Directors
Thesis Gold Inc.

“Ewan Webster”

Ewan Webster Ph.D., P.Geo.
President, CEO, and Director

About Thesis Gold Inc.

Thesis Gold Inc. is a resource development company focused on unlocking the potential of its 100% owned Lawyers-Ranch Project, located in British Columbia’s prolific Toodoggone Mining District. The recently completed Preliminary Economic Assessment (PEA)^[1] highlights robust project economics, including a 35.2% after-tax IRR and an after-tax NPV5% of C\$1.28 billion, demonstrating the potential for significant value creation. Over the next 12 months, Thesis is dedicated to advancing the Project through critical development milestones, including the initiation of a Pre-Feasibility Study and progressing permitting and environmental work. The Company will also continue to evaluate multiple high-potential exploration targets across the district, aiming to build on the substantial resource growth potential identified in the PEA. Through these strategic moves, Thesis Gold intends to elevate the Ranch-Lawyers Project to the forefront of global precious metals ventures.

^[1] Please refer to the Company's Preliminary Economic Assessment titled, "Updated Preliminary Economic Assessment, Lawyers Gold-Silver Project" with an effective date of August 30, 2024 filed under the Company's profile on SEDAR+ at www.sedarplus.ca, which also provides details of the Company's mineral resource estimates.

The scientific and technical content of this news release has been reviewed and approved by Michael Dufresne, M.Sc, P.Geol., P.Geo., and Carly Church, P.Eng., PMP, Qualified Persons as defined by NI 43-101.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

For further information or investor relations inquiries, please contact:

Dave Burwell

Vice President Corporate Development

Email: daveb@thesisgold.com

Tel: 403-410-7907

Toll Free: 1-888-221-0915

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Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the use of proceeds from the Company's recently completed financings and the future plans or prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market, and economic risks, uncertainties, and contingencies that may cause actual results, performance, or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis, which is available on the Company's profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.