

# THEMAC Announces Shareholder Approval of Going Private Transaction

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Vancouver, October 7, 2025 - [THEMAC Resources Group Ltd.](#) (TSXV: MAC) ("THEMAC" or the "Company") is pleased to announce that, at a special meeting (the "Meeting") of holders of common shares ("Shareholders") held on October 7, 2025, the Shareholders voted in favour of the special resolution (the "Arrangement Resolution") to approve the previously announced plan of arrangement (the "Arrangement") with Tulla Resources Group Pty Ltd. (the "Purchaser"), pursuant to which the Purchaser will acquire all of the issued and outstanding common shares of the Company (the "Common Shares") not already owned by it. Pursuant to the terms of the Arrangement, Shareholders will be entitled to receive consideration of CAD \$0.08 for each Common Share held.

Holders of a total of 70,771,653 Common Shares were represented in person or by proxy at the Meeting, which constituted a quorum of Shareholders, and represented 89.13% of the 79,400,122 issued and outstanding Common Shares entitled to vote as of August 29, 2025, the record date for the Meeting.

The Arrangement Resolution required the approval of (i) at least two-thirds ( $\frac{2}{3}$ ) of the votes cast by the Shareholders, and (ii) at least a simple majority of the votes cast by Shareholders, excluding votes from certain Shareholders as required under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101").

Of the votes cast at the Meeting, 95.07% of the votes cast by Shareholders (56.51% after excluding Common Shares required to be excluded under MI 61-101) were voted in favour of the Arrangement Resolution.

The Company will seek a final order (the "Final Order") of the Yukon Supreme Court (the "Court") to approve the Arrangement on October 9, 2025. Completion of the Arrangement is subject to the satisfaction of certain closing conditions, including receipt of the Final Order. Subject to the satisfaction (or waiver) of the conditions precedent, it is expected that the Arrangement will be completed in October 2025. Following completion of the Arrangement, it is expected that the Common Shares will be delisted from the TSX Venture Exchange (the "TSXV").

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## FORWARD-LOOKING STATEMENTS

Certain statements contained in this news release constitute forward-looking information. Such statements are based on the current expectations of management of THEMAC. You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause actual results, future circumstances or events to differ materially from those projected in the forward-looking information. The forward-looking information is based on certain assumptions, which could change materially in the future, including the assumption that the Company is able to effect the privatization using the proposed method, the Company is able to obtain the necessary regulatory approvals, the parties are able to satisfy or waive, if waiver is possible, the conditions to completing the transaction. Such statements and information reflect the current view of the Company with respect to risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from

any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the risk that the necessary regulatory approvals are not obtained, the conditions to completing the transaction may not be met, or the transaction may be terminated or renegotiated on different terms. When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to above will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE SECURITIES LEGISLATION.

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