



27 October 2022

**ASX ANNOUNCEMENT
(ASX:TGM)**

FUNDS RAISED TO ADVANCE TGME GOLD PROJECT

Theta Gold Mines Limited (“**Theta Gold**” or the “**Company**”) (ASX: TGM| OTC: TGMGF) is pleased to announce it has raised approximately A\$1.7 million (before fees) through a private placement (**Placement**) to professional and sophisticated investors.

The Company will issue up to 24,285,715 new fully paid TGM Ordinary Shares at the issue price of A\$0.07¹ cents per share, using the Company’s existing placement capacity pursuant to Listing Rule 7.1. The shares are expected to be issued on Thursday, 3rd November 2022.

Use of funds raised from the share placement as follows:

- a) Project expenditure including pre-liminary development and planning activities for the TGME Gold Project;
- b) Progress towards completion of permitting approvals for the project; and
- c) General working capital, corporate overheads and loan interest and principal repayments.

Chairman Mr. Bill Guy commented: *“Both the signing of the A\$110m (US\$70m) Sprott Term Sheet for Stream funding and the completion of the definitive Feasibility Study (FS) for the TGME Underground Gold Mine marks significant achievements for the Company and allows us to move forward providing a clear road map for Theta Gold to transition into an operational, mid-tier gold producer.*

“Due diligence work is being prepared for Sprott’s team and their various appointed consultants. The board shall provide an update of this progress in December 2022.

“I welcome the new strategic international and domestic investors to our registry as funds will be used to progress our pre-development work including final permitting and various operational-readiness spends.

“In addition to this private placement, the Board would like to reward existing shareholders the opportunity to participate in an SPP on same pricing terms to this private placement.”

¹ Shares issue price of \$0.07 cents is 13% discount to the 14 day VWAP just prior to completion of the capital raising.

Share Purchase Plan

In addition to the Private Placement to raise approximately A\$1.7 million, the Company wishes to reward loyal Shareholders by conducting a Share Purchase Plan (**SPP**) to raise up to A\$1.5 million (before costs) on the same terms as the Placement. Registered shareholders of the Company as at 5:00pm (AEDT) 26th October 2022 (**Record Date**). The SPP is available to all existing shareholders with a registered address in Australia or New Zealand at the Record Date to apply for shares by participating in a SPP. The shares issued under the SPP will be purchased free of brokerage and no prospectus will be issued.

The SPP will provide each eligible shareholder with the opportunity to apply for up to \$30,000 worth of shares at the same issue price as under the Private Placement, being \$0.07 per share. In the event that less than A\$1.5 million is subscribed for under the SPP, any shortfall may be allocated at the discretion of the board of the Company and subject to shareholder approval.

The funds raised under the SPP will be used for the same purposes as the Private Placement and any shares issued under the SPP will rank equally with the existing shares on issue.

Full details of the SPP will be set out in an offer document which is scheduled to be dispatched to eligible shareholders before Monday, 7th November 2022 with the closing date for acceptances expected to be Tuesday, 29th November 2022. The timing of the SPP is indicative only and the Directors reserve the right to vary the dates and times without notice.

An introductory fee of 5% paid in cash will be paid to Kamara Group and corporate advisors.

[ENDS]

This announcement was approved for release by Theta Gold Mines Limited's Board and ceases the Trading Halt of the Company's securities on the ASX.

For more information, please visit www.thetagoldmines.com or contact:

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ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX: TGM | OTCQB: TGMGF) is a gold development company that holds a range of prospective gold assets in a world-renowned South African gold mining region. These assets include several surface and near-surface high-grade gold projects which provide cost advantages relative to other gold producers in the region.

Theta Gold's core project is located next to the historical gold mining town of Pilgrim's Rest, in Mpumalanga Province, some 370km northeast of Johannesburg by road or 95km north of Nelspruit (Capital City of Mpumalanga Province). Following small scale production from 2011 – 2015, the Company is currently focussing on the construction of a new gold processing plant within its approved footprint at the TGME plant, and for the processing of the Theta Open Pit oxide gold ore. Nearby surface and underground mines and prospects are expected to be further evaluated in the future.

The Company aims to build a solid production platform to over 160kozpa based primarily around shallow, open-pit or adit-entry shallow underground hard rock mining sources. Theta Gold has access to over 43 historical mines and prospect areas that can be accessed and explored, with over 6.7Moz of historical production recorded.

Theta Gold holds 100% issued capital of its South African subsidiary, Theta Gold SA (Pty) Ltd ("TGSA"). TGSA holds a 74% shareholding in both Transvaal Gold Mining Estates Limited ("TGME") and Sabie Mines (Pty) Ltd ("Sabie Mines"). The balance of shareholding is held by Black Economic Empowerment ("BEE") entities. The South African Mining Charter requires a minimum of 26% meaningful economic participation by the historically disadvantaged South Africans ("HDSAs"). The BEE shareholding in TGME and Sabie Mines is comprised of a combination of local community trusts, an employee trust and a strategic entrepreneurial partner.

