30 April 2019

ASX ANNOUNCEMENT

Quarterly Report – 1 January to 31 March 2019

Theta Gold Mines Limited ("Theta Gold" and "Company") (ASX: TGM) is pleased to report on its activities for the three months ended 31 March 2019.

Drilling and feasibility work on the Theta Project continued during the quarter, with the Feasibility Study scheduled for completion in Q2, 2019.

The Feasibility Study aims to define sufficient open-cut reserves to justify a re-start of mining and gold production at Pilgrim's Rest, which last produced gold in 2015.

KEY ACTIVITIES

- Drilling continued during the quarter, with a focus on infill drilling and defining reserves as part of the feasibility work. At Columbia Hill, follow-up drilling confirmed more high-grade shallow gold intersections with the following highlights released (refer to ASX release 4 March 2019):
  - **3m @ 5.05 g/t Au from 57m**, incl **1m @ 10.40 g/t Au** (RCBHI 48)
  - **3m @ 7.24 g/t Au from 42m** and **2m @ 13.52 g/t Au from 60m** (RCBHI 82)
  - **6m @ 2.11 g/t Au from 38m** and **1m @ 10.40 g/t Au from 51m** (RCBHI 63)
  - **3m @ 4.82 g/t Au from 33m**, incl **1m @ 12.60 g/t Au** (RCBHI 64, Rho Reef)

- Results from the RC program at Theta Hill, Columbia Hill and Scammels were released to the ASX on 21 January, 2019. Highlights included:
  - **11m @ 2.1 g/t Au from 8m** in DG4RCWAD16 (incl **1m @ 9.5 g/t Au**, Theta Hill)
  - **1m @ 10.1 g/t Au from 18m** in RCBHI44 (Columbia Hill)
  - **1m @ 27.5 g/t Au from 8m** in DG4RCWAD20 (Theta Hill)

- Feasibility work including plant design, mine scheduling, resource/reserve modelling and associated geological/engineering design continued during the quarter, and is nearing completion.

- Positive drilling results have continued to be received at Columbia Hill post the quarter end, with recent results including **2m @ 18.2 g/t Au from 66m** (RCBH I90), **2m @ 23.7 g/t Au from 75m** (RCBH I67) and **1m @ 23.3 g/t Au from 12m** (RCBH I95) released to the ASX on 29 April 2019.

Chairman, Bill Guy commented: "*Feasibility work continued during the quarter, with drilling at Theta Hill and Columbia Hill continuing to demonstrate the potential for high grade, shallow gold to be incorporated into reserves".*

"Work on the feasibility study is progressing well and results are expected Q2. The Board remains focused on recommencement of gold mining at Pilgrim's Rest which has potential to provide a platform for the staged expansion of mining operations in the tenement area".

Theta Gold Mines Limited ABN 30 131 758 177
Level 32, 101 Miller Street, North Sydney NSW 2060
Tel: +61 2 8912 2126 Email: info@thetagoldmines.com
www.thetagoldmines.com

FEASIBILITY STUDY UPDATE

The Feasibility Study (FS) is being prepared by South African geological/mining consultants Minxcon, along with process/design engineers METS, conducted in accordance with the JORC (2012) Reporting Code. The study includes part of Columbia Hill within Mining Right 83 (MR83) and the part of Theta Hill within MR83.

MR83 is fully permitted for underground mining and requires an amendment process to be permitted for open cut mining. Additional environmental studies are required to support the open pit permitting process which is already underway.

The study is due for completion in Q2, 2019, with work undertaken during the quarter to define the initial reserves and resources, development of the mining schedule and planned refurbishment of the Carbon-in-Leach (CIL) plant to an initial 500ktpa capacity (the CIL plant is fully permitted, last operated in 2015).

CORPORATE

Cash Position and Funding

As at 31 March 2019, the Group had US$113,000 in cash.

In November 2018, the Company entered into a subscription agreement with an investor to raise A$4,500,000, of which A$2,000,000 was received on 30 January 2019.

Subsequent to the end of the quarter, the Company received A$500,000 under the subscription agreement and the balance of A$2,000,000 is expected shortly. Pursuant to the subscription agreement, the Company issued 5,555,555 shares to the investor at an issue price of A$0.09 per share for the subscription of A$500,000 and the balance of A$2,000,000 will be issued at the 20 days VWAP (Volume Weighted Average Price) immediately before the allotment of the shares.

The Company continues to proactively manage its cash flow requirements to ensure that funds are available, including from capital raisings, as and when required.

Share Capital

The following options lapsed during the quarter –

(a) 1,000,000 unlisted options exercisable at $0.15 each lapsed on 3 January 2019;

(b) 2,000,000 unlisted options exercisable at $0.15 each lapsed on 22 March 2019.

Following the lapse of the above options, the capital structure of the Company is as follows –

	Number
Fully paid ordinary shares (ASX: TGM)	356,696,568
Listed options exercisable at $0.30 each on or before 31 October 2020 (ASX: TGMO)	31,429,663
Unlisted options and performance rights (details in Annexure A)	33,743,304

Registered and Principal Offices

With effect from 1 February 2019, the Company's registered and principal offices moved to –

Level 32
101 Miller Street
North Sydney NSW 2060
Australia
Telephone: + 61 2 8912 2126

Half Year Report

The Half Year Report for the six months ended 31 December 2018 was released on 14 March 2019. A copy of the report is available at https://www.asx.com.au/asxpdf/20190314/pdf/443hdtxvd9wkg3.pdf.

TGME PROJECT (TGM- 74%)

Columbia Hill Reverse Circulation Drilling

The Company drilled 58 RC boreholes (3,554m) focused primarily on Columbia Hill, in the March quarter.

Reverse Circulation ("RC") drilling was applied as a preferred evaluation method to establish reserves due to difficult variably oxidised ground conditions which yielded very poor diamond core recoveries and overall performance. The RC program was also much faster and cost effective than diamond drilling, with all holes less than 100m in depth at Columbia Hill.

Positive assays from both Theta and Columbia Hill continued to be received during the quarter, with a summary of results included in this quarterly report.

Figure 1 shows local setting of Columbia Hill, and Figures 2 & 3 the distribution of drilling for opencast on MR83 as at the end of March 2019.

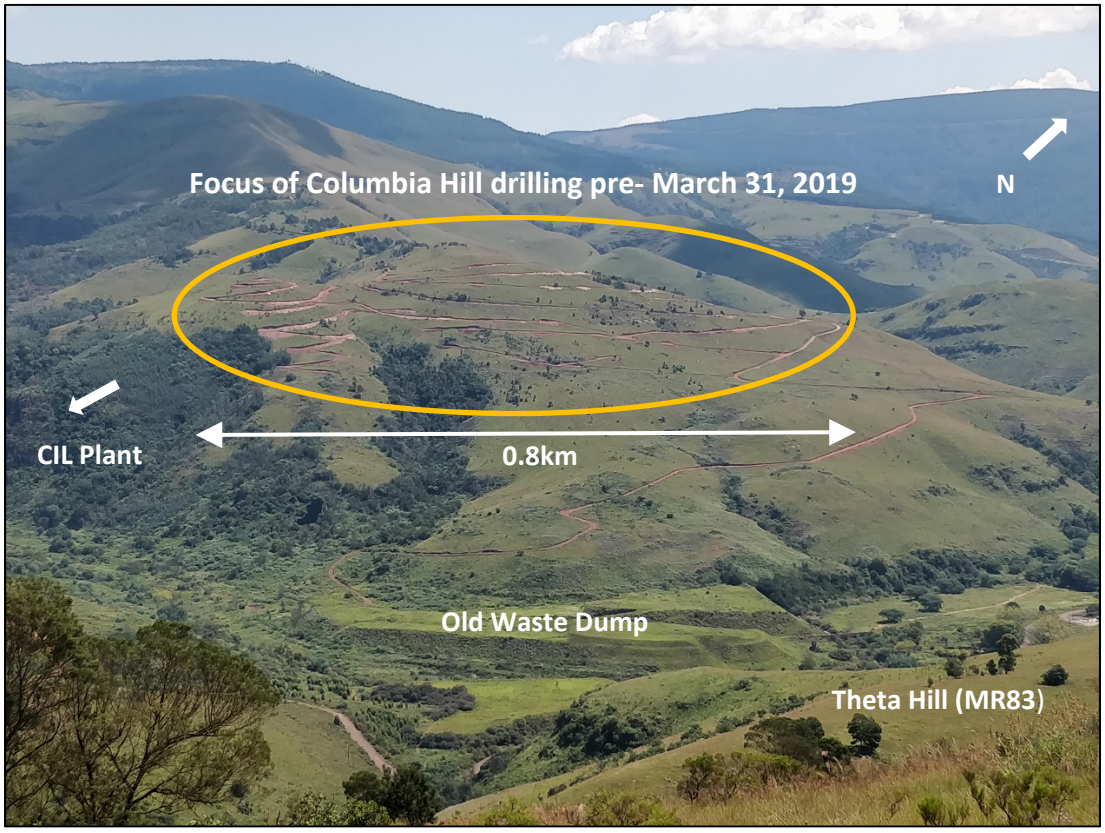

Figure 1: View from Theta Hill of the Columbia Hill opencast drill target areas.

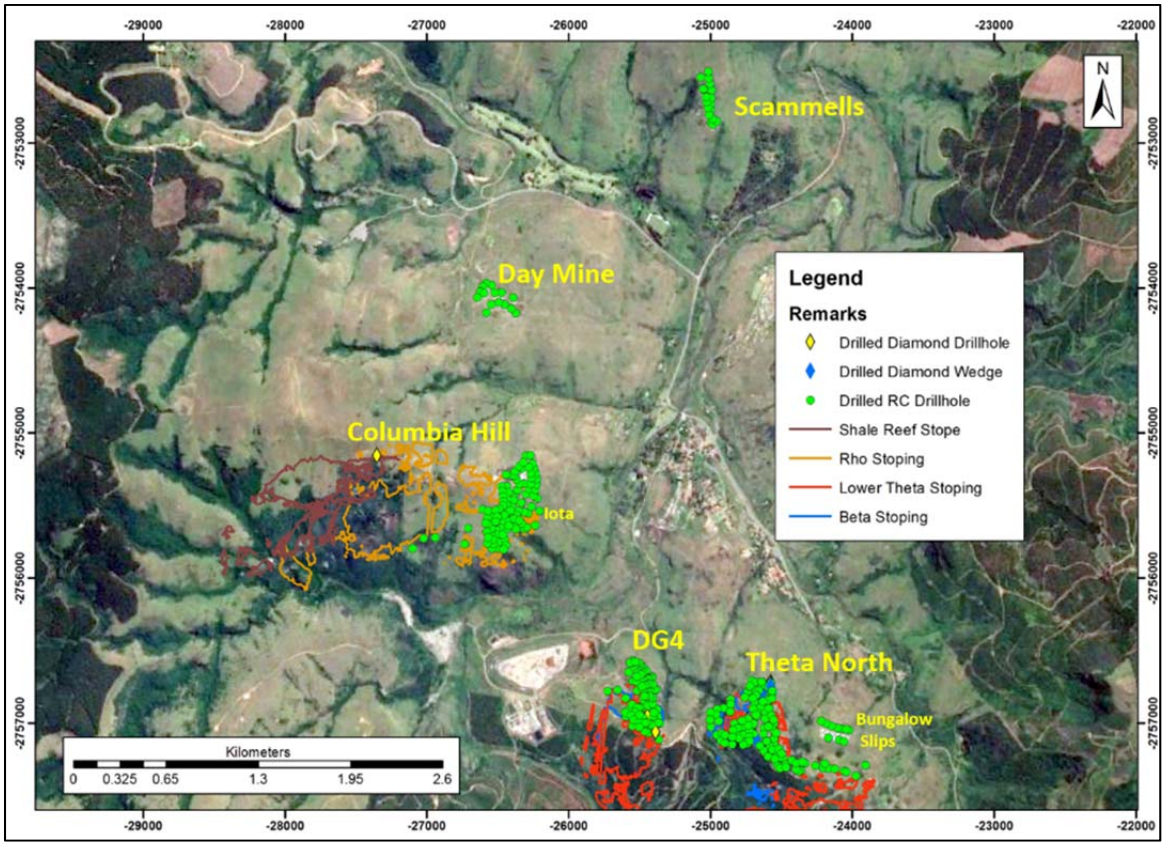

Figure 2: MR83 Locality of Opencast Targets and Drilling

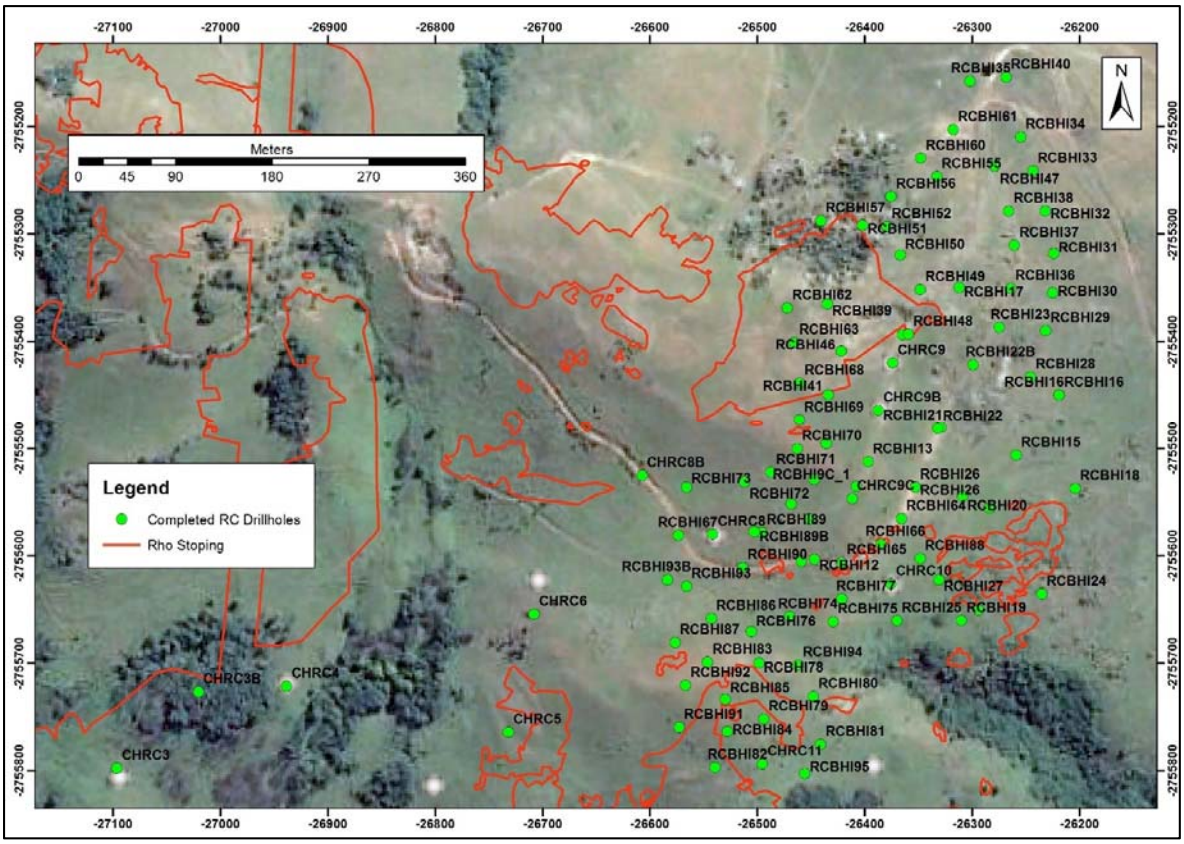

Figure 3: Status of exploration drilling locations at Columbia Hill (31 March 2019)

Columbia Hill continues to demonstrate good potential as a satellite resource as demonstrated in the following cross-sections (Figures 4 and 5). The Company remains confident that economic resources can be defined in this area, and looks forward to declaring a maiden resource and reserve for the deposit in coming weeks.

Table 1: Columbia Hill (Q1 2019) Phase 2 RC drilling results > 1 g/t Au
(ASX release 4 March 2019)

BHID	From	To	Width	Au g/t	Au Comments
	m	m	m		
RCBHI48	43.00	64.00	**21.00**	1.36	Bevetts/Rho
RCBHI48 incl	48.00	50.00	2.00	1.85	U Rho
RCBHI48 incl	49.00	50.00	1.00	2.67	U Rho
RCBHI48 incl	57.00	60.00	**3.00**	**5.05**	L Rho
RCBHI48 incl	57.00	58.00	1.00	**10.40**	L Rho
RCBHI61	82.00	83.00	1.00	1.61	Rho
RCBHI62	39.00	43.00	**4.00**	1.88	Bevetts
RCBHI63	35.00	37.00	2.00	1.09	Bevetts
RCBHI63	38.00	44.00	**6.00**	2.11	Bevetts
RCBHI63	51.00	53.00	2.00	**6.53**	L Rho
RCBHI63 incl	51.00	52.00	1.00	**10.40**	L Rho
RCBHI64	14.00	15.00	1.00	**3.23**	Bevetts
RCBHI64	28.00	29.00	1.00	1.36	U rho
RCBHI64	33.00	36.00	**3.00**	**4.82**	L Rho
RCBHI64 Incl	34.00	35.00	1.00	**12.60**	L Rho
RCBHI64	45.00	46.00	1.00	**3.82**	U Theta
RCBHI66	19.00	20.00	1.00	1.01	Bevetts
RCBHI66	25.00	29.00	**4.00**	1.72	Bevetts
RCBHI66 incl	27.00	28.00	1.00	**4.56**	Bevetts
RCBHI68	43.00	48.00	**5.00**	1.06	L Rho
RCBHI68 incl	*43.00*	*44.00*	*1.00*	*2.11*	*L Rho*
RCBHI69	61.00	68.00	**7.00**	1.82	L Rho
RCBHI69 incl	*66.00*	*68.00*	*2.00*	***3.61***	*L Rho*
RCBHI70	42.00	43.00	1.00	3.36	Quartz in Shale
RCBHI70	75.00	76.00	1.00	1.08	U Rho
RCBHI70	78.00	85.00	**7.00**	2.75	L Rho
RCBHI70 incl	*80.00*	*84.00*	***4.00***	***4.00***	*L Rho*
RCBHI71	66.00	68.00	2.00	1.77	Bevetts
RCBHI71	83.00	91.00	**8.00**	1.63	U Rho
RCBHI71 incl	85.00	89.00	**4.00**	**2.69**	U Rho
RCBHI71	96.00	97.00	**1.00**	1.35	L Rho
RCBHI74	46.00	50.00	**4.00**	1.35	L Rho
RCBHI74 incl	*47.00*	*49.00*	*2.00*	*2.08*	*L Rho*
RCBHI75	20.00	21.00	1.00	**3.73**	U Rho
RCBHI75	23.00	28.00	**5.00**	1.64	L Rho
RCBHI75 incl	*23.00*	*24.00*	*1.00*	***4.19***	*L Rho*
RCBHI76	20.00	21.00	1.00	1.10	Quartz in Shale
RCBHI76	46.00	51.00	**5.00**	0.91	Rho
RCBHI76 incl	*49.00*	*51.00*	*2.00*	*1.27*	*Rho*
RCBHI77	20.00	22.00	2.00	0.71	Rho
RCBHI78	37.00	38.00	1.00	1.83	Rho
RCBHI82	41.00	46.00	**5.00**	**4.56**	Rho
RCBHI82 incl	*42.00*	*45.00*	***3.00***	***7.24***	*Rho*
RCBHI82	60.00	62.00	2.00	**13.52**	U Theta
RCBHI88	16.00	25.00	**9.00**	1.07	L Rho
RCBHI88 incl	*21.00*	*23.00*	*2.00*	***2.77***	*L Rho*

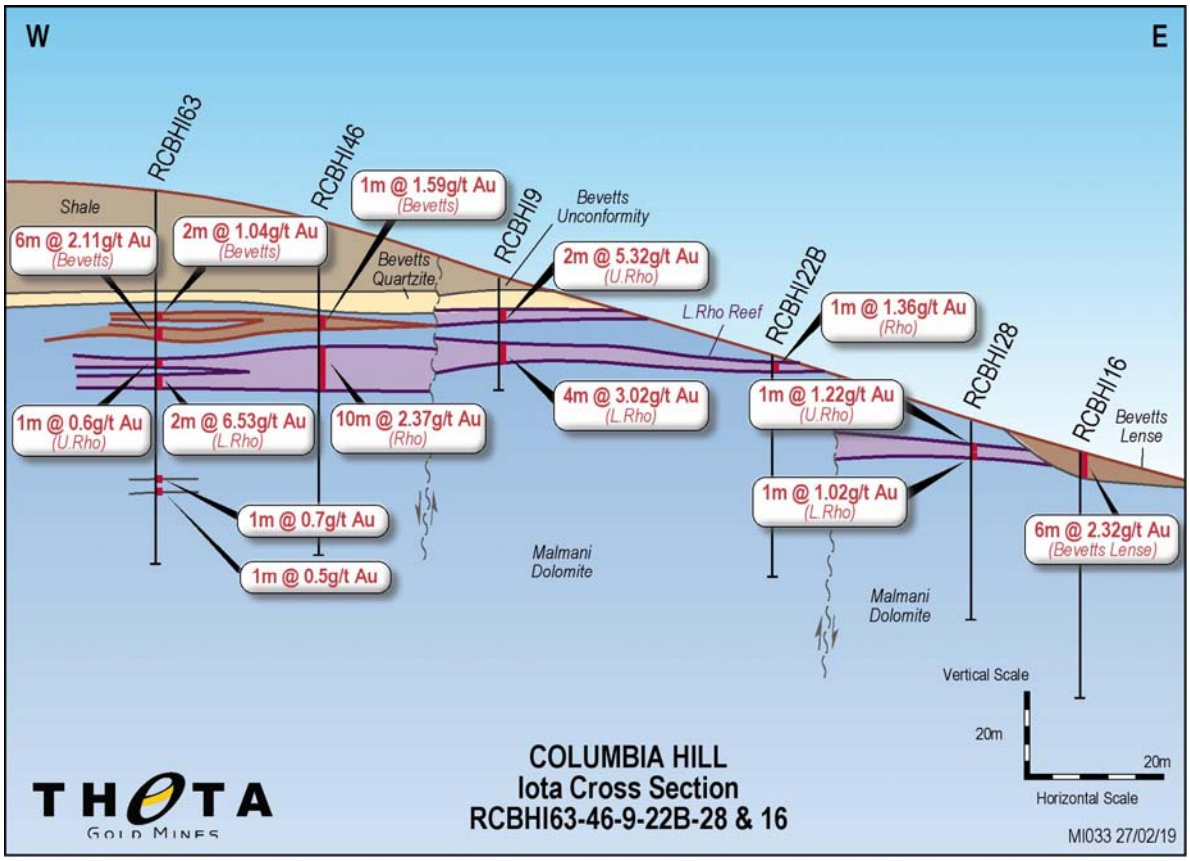

Figure 4: Columbia Hill Cross Section of RC boreholes I63-46-9-22B-16 looking north

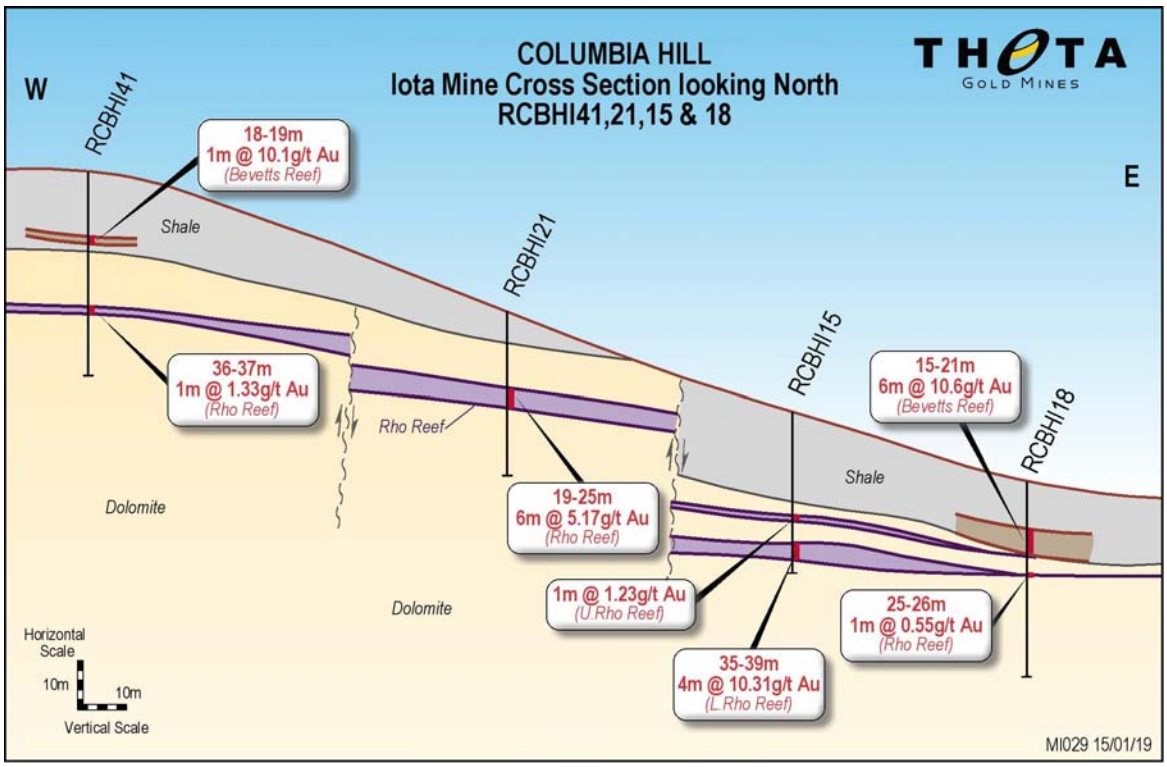

Figure 5: Columbia Hill (Iota Mine) Cross Section RCBHI41-I18 looking north

Theta Hill

All remaining assays for the December 2018 drilling at Theta Hill were released during the quarter (Table 2, refer to ASX release dated 21 January 2019). No drilling was conducted at Theta Hill during the quarter.

Gold mineralisation at Theta Hill has mostly developed on the bedding plane parallel thrusts hosting Beta, Lower Theta and Upper Theta "flat reefs", as well as within the Bevetts thrust packages, and quartz veining in the Pretoria shales which is controlled by the thrust related structures and splays. An interpretation of this geology is shown below in Figure 6.

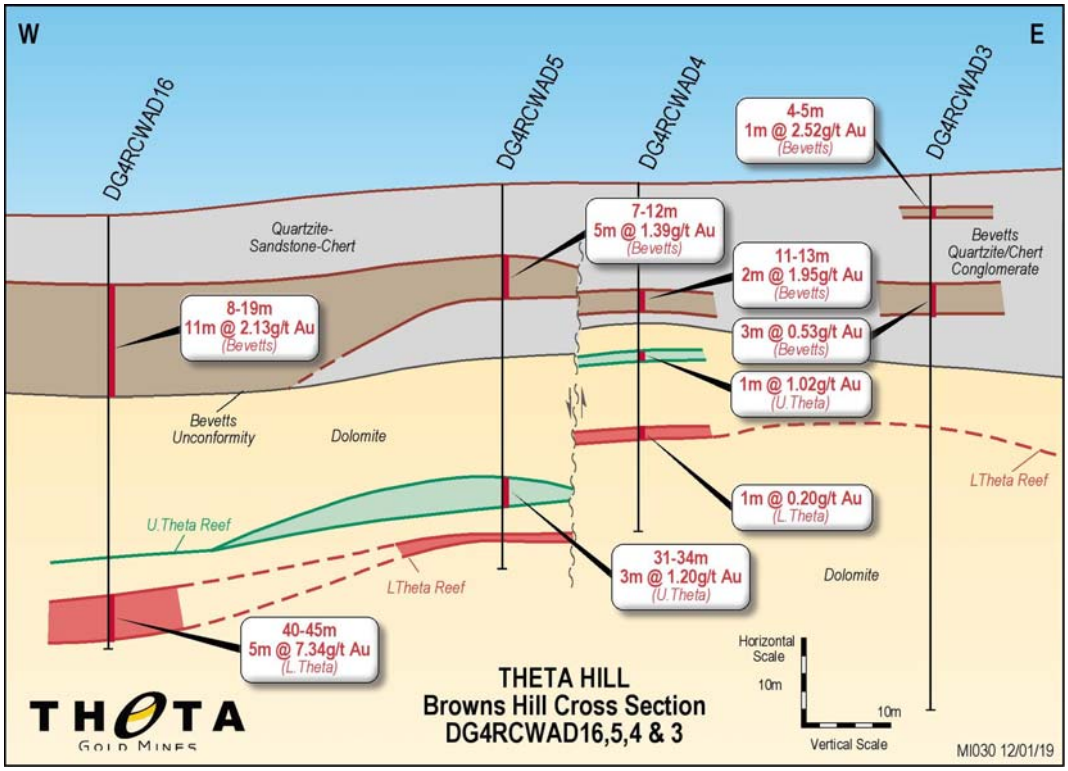

Figure 6: Theta Hill cross section looking north showing thick Bevetts / lense development and Upper and Lower Theta mineralised zones

Table 2: Theta Hill - intersections > 1 g/t Au *(ASX release 21 January 2019)*

BHID	From	To	Width	Au g/t	Au Comments	Au Content	Back calc in situ Reef	EOH Comments
THETA DG4	m	m	m			Cm.g/t	g/t over 25cm	
DG4RCWAD3	4.00	5.00	1.00	2.52	Bevetts	252	10.08	DG4 Bevetts & U Theta
DG4RCWAD4	11.00	13.00	2.00	1.95	Bevetts	389	7.78	DG4 Bevetts & U Theta
DG4RCWAD5	7.00	12.00	**5.00**	1.39	Bevetts	697	5.58	DG4 Bevetts & U Theta
DG4RCWAD5 incl	*7.00*	*8.00*	*1.00*	***4.45***	*Bevetts*	*445*	*17.80*	*DG4 Bevetts & U Theta*
DG4RCWAD5	31.00	34.00	**3.00**	1.20	U Theta	359	4.79	DG4 Bevetts & U Theta
DG4RCWAD5	36.00	37.00	1.00	1.23	L Theta	123	4.92	DG4 Bevetts & U Theta
DG4RCWAD7	35.00	37.00	2.00	1.87	L Theta	373	7.46	DG4 Bevetts & U Theta
DG4RCWAD15	14.00	16.00	2.00	1.55	Bevetts	309	6.18	DG4 Bevetts & U Theta
DG4RCWAD16	8.00	19.00	**11.00**	2.13	Bevetts	2,343	8.52	DG4 Bevetts & U Theta
DG4RCWAD16 Incl	*8.00*	*9.00*	*1.00*	***9.52***	*Bevetts*	*952*	*38.08*	*DG4 Bevetts & U Theta*
DG4RCWAD16	40.00	45.90	**5.90**	**7.34**	L Theta	4,331	29.36	DG4 Bevetts & U Theta
DG4RCWAD17	7.00	8.00	1.00	2.10	Bevetts	210	8.40	DG4 Bevetts & U Theta
DG4RCWAD17	17.00	18.00	1.00	1.19	U Theta?	119	4.76	DG4 Bevetts & U Theta
DG4RCWAD18	9.00	10.00	1.00	0.61	U Theta?	61	2.44	DG4 Bevetts & U Theta
DG4RCWAD20	8.00	9.00	1.00	**27.50**	Bevetts	2,750	110.00	DG4 Bevetts & U Theta
DG4RCWAD21	16.00	17.00	1.00	2.27	U Theta	227	9.08	DG4 Bevetts & U Theta
DG4RCWAD21	24.00	26.00	2.00	**5.92**	L Theta	1,184	23.68	DG4 Bevetts & U Theta
BHID	**From**	**To**	**Width**	**Au g/t**	**Au Comments**	**Au Content**	**Back calc in situ Reef**	**EOH Comments**
THETA N BLK 10	m	m	m			Cm.g/t	g/t over 25cm	
RCBHTNBB10	8.00	9.00	1.00	2.88	Beta?	288	11.52	Theta N Beta Block 10
RCBHTNBB14	21.00	23.00	2.00	2.88	L Theta	576	11.52	Theta N Beta Block 10
RCBHTNBB16	31.00	34.00	3.00	1.03	Bevetts	310	4.13	Theta N Beta Block 10
RCBHTNBB16	50.00	52.00	2.00	1.58	L Theta?	316	6.32	Theta N Beta Block 10
RCBHTNBB17	12.00	13.00	1.00	1.35	Bevetts	135	5.40	Theta N Beta Block 10
RCBHTNBB17	35.00	36.00	1.00	**2.95**	L Theta?	295	11.80	Theta N Beta Block 10
RCBHTNBB2	2.00	4.00	2.00	1.42	Bevetts/U Theta	283	5.66	Theta N Beta Block 10
BHID	**From**	**To**	**Width**	**Au g/t**	**Au Comments**	**Au Content**	**Back calc in situ Reef**	**EOH Comments**
THETA NORTH	m	m	m			Cm.g/t	g/t over 25cm	
RCBH73	29.00	30.00	1.00	1.02	Quartz in Shale	102	4.08	Theta N Bevetts & U Theta
RCBH73	57.00	58.00	1.00	**5.25**	Bevetts	525	21.00	Theta N Bevetts & U Theta
RCBH73	60.00	61.00	1.00	1.50	Bevetts	150	6.00	Theta N Bevetts & U Theta
RCBH92	50.00	51.00	1.00	1.22	Bevetts	122	4.88	Theta N Bevetts & U Theta
RCBH13	26.00	28.00	2.00	1.07	L Theta	213	4.26	Theta N Bevetts & U Theta
RCBH24	22.00	30.00	**8.00**	1.77	Bevetts/U Theta	1,415	7.08	Theta N Bevetts & U Theta
RCBH24	34.00	38.00	**4.00**	1.51	L Theta	605	6.05	Theta N Bevetts & U Theta
RCBHTN122	10.00	16.00	6.00	1.05	Quartz in shale	630	4.20	Theta N Bevetts & U Theta
RCBHTN122	39.00	40.00	1.00	3.35	U Theta	335	13.40	Theta N Bevetts & U Theta
RCBHTN123	18.00	19.00	1.00	4.74	Quartz in shale	474	18.96	Theta N Bevetts & U Theta
RCBHTN124	84.00	87.00	3.00	**3.40**	Bevett's / U Theta	1,019	13.59	Theta N Bevetts & U Theta
RCBHTN124 incl	*84.00*	*85.00*	*1.00*	***8.27***	*Bevett's / U Theta*	*827*	*33.08*	*Theta N Bevetts & U Theta*
RCBHTN125	66.00	67.00	1.00	2.63	Bevett's / U Theta	263	10.52	Theta N Bevetts & U Theta
RCBHTN126	-	5.00	5.00	1.78	Quartz in shale	891	7.13	Theta N Bevetts & U Theta
RCBHTN127	37.00	38.00	1.00	1.19	Bevetts	119	4.76	Theta N Bevetts & U Theta

WORK UNDERWAY OR COMPLETED POST QUARTER-END

Work underway since March 31 has focused on finalising the geological modelling, including resource and reserve estimation for inclusion in the Theta Feasibility Study.

Exploration drilling of new targets within MR83 and other areas is planned for the remainder of 2019, along with plans for funding and development of the TGME project, initially focused on gold production from open-cut sources within MR83.

Additional assays were received in March and April, and were released to ASX on 29 April, 2019. Highlights from the recent drilling at Columbia Hill included:

- **1m @ 9.7 g/t Au from 51m** (RCBH I93)
- **2m @ 18.2 g/t Au from 66m** (RCBH I90)
- **2m @ 5.9 g/t Au from 58m**, incl **1m @ 10.7 g/t Au** (RCBH I83)
- **3m @ 5.3 g/t Au from 87m**, incl **1m @ 11.6 g/t Au from 87m** (RCBH I73)
- **1m @ 7.0 g/t Au from 24m** and **3m @ 5.2 g/t Au from 45m**, incl **1m @ 10.7 g/t Au** (RCBH I81)
- **6m @ 3.8 g/t Au from 12m**, incl **1m @ 16.7 g/t Au from 13m**, **2m @ 2.4 g/t Au from 58m** and **1m @ 23.0 g/t Au from 68m** (RCBH I91)
- **1m @ 8.4 g/t Au from 55m** and **3m @ 16.04 g/t Au from 75m** incl **2m @ 23.70 g/t Au** (RCBH I67)
- **2m @ 12.5 g/t Au from 12m** incl **1m @ 23.3 g/t Au from 12m** (RCBH I95)

The Columbia Hill drilling demonstrates that the resource is still open to the west. The old workings on the western side (Figure 6) remain untested, offering potential to further extend the current conceptual pit shell. Drilling recently ceased, to enable completion of the Feasibility Study.

The target mineralisation zones embrace the Bevetts thrust and Lense style reefs plus the underlying Rho Reef (Figures 5 and 7). Bevetts thrust often causes structural thickening of gold reefs.

Combined with the Lense style and Rho Reef intersections all above 100m, below surface preliminary open pit shells (Figure 6) have been tested on the deposit, and Columbia Hill will now be included in the Theta Feasibility Study with maiden resources/reserves due to be published shortly.

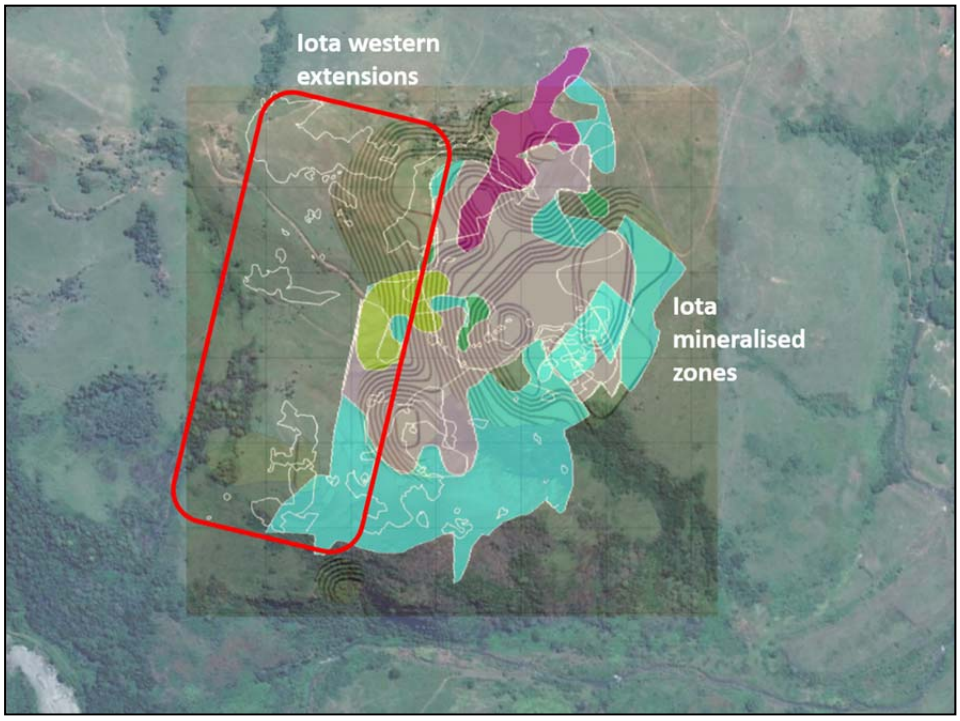

Figure 7: Columbia Hill (Iota section) mineralised zones with current pit shell, western extension still to be drilled

Columbia Hill is similar to Theta Hill in mineralisation and geometry, with a thrusted "lense" package located around the Bevetts unconformity, and a flat to shallowly dipping Rho reef system in the Malami dolomite footwall. At Columbia Hill, the Rho Reef mineralisation is hosted in bedding plane shears with the gold associated with quartz and oxidised sulphides.

The drilling to date is supportive of the interpretation of four (4) zones of mineralisation, being –

1. Quartz in Shales
2. Bevetts thrust and lense deposits
3. Upper and Lower Rho flat reef horizons
4. An undiscovered "Upper Theta" equivalent Reef below the Rho horizon.

The geometry of the reefs continues to be modelled, and brings a significant exploration potential into play going westwards. Current Rho Reef intersections continue to support a split (Upper and Lower Rho) reef. Effectively the Rho Reef bedding plane shear locates on 2 "bounding" structures, leading to drill intercepts collectively being up to 6m wide (e.g. RCBH I90 Figure 8). Lense style mineralisation was intersected in RCBH I91, and substantiates the multiple mineral zone potential of Columbia Hill.

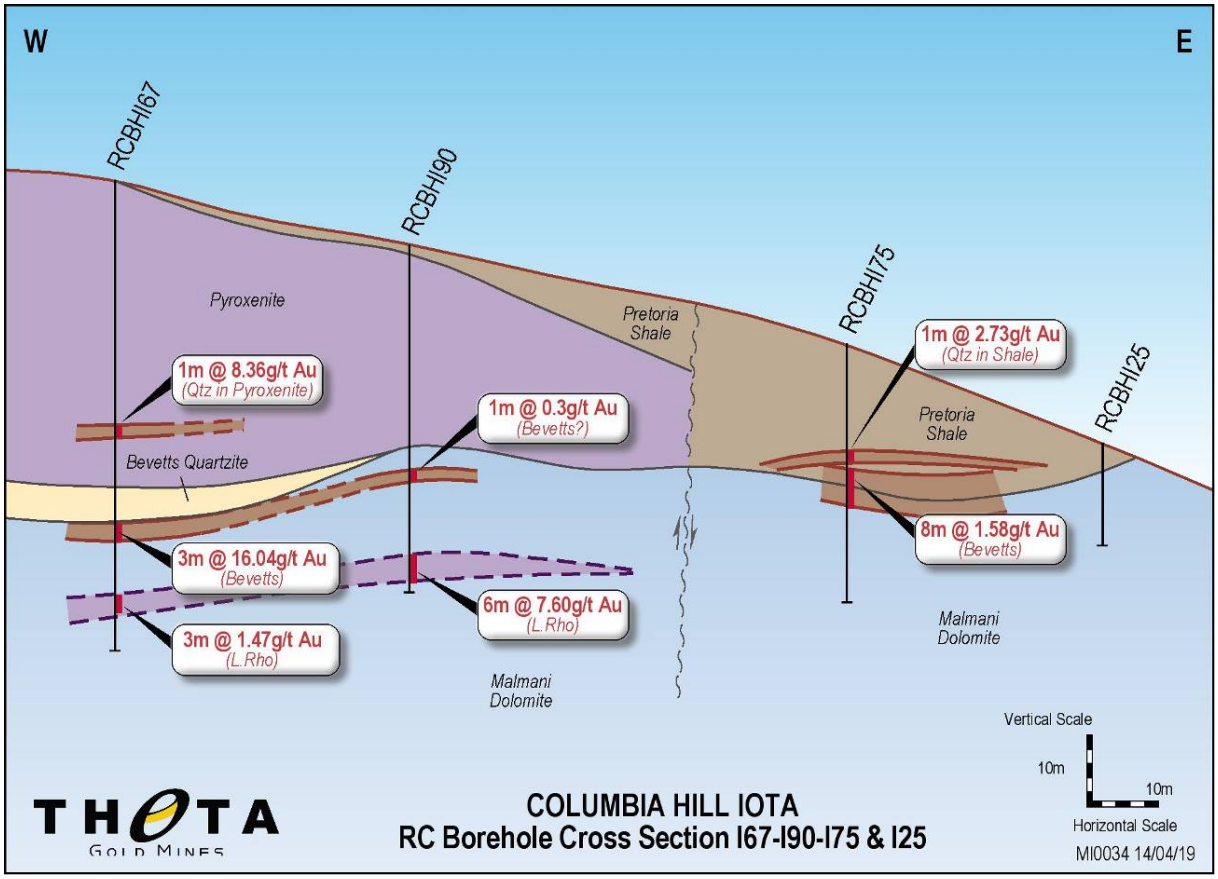

Figure 8: Columbia Hill Cross Section of RC boreholes I63-46-9-22B-16 looking north

Table 3: Columbia Hill Q1 2019 final Phase 2 RC drilling results > 1 g/t Au

(ASX Release 29 April 2019)

BHID	From	To	Width	Au g/t	Au Comments
	m	m	m		
RCBHI93	51.00	52.00	1.00	**9.73**	L Rho
RCBHI90	66.00	72.00	6.00	**7.60**	Rho
RCBHI90 incl	66.00	69.00	2.00	**18.20**	U Rho
RCBHI42	57.00	64.00	7.00	**1.80**	Bevetts
RCBHI42 incl	*57.00*	*60.00*	*3.00*	***1.51***	*Bevetts*
RCBHI42 incl	*63.00*	*64.00*	*1.00*	***5.73***	*Bevetts*
RCBHI93B	4.00	5.00	1.00	**1.09**	Pyrox Sill
RCBHI93B	57.00	58.00	1.00	**1.24**	Bevetts
RCBHI86	10.00	11.00	1.00	**3.26**	Pyrox Sill
RCBHI86	50.00	51.00	1.00	**3.42**	U Rho
RCBHI86	54.00	55.00	1.00	**1.13**	L Rho
RCBHI89B	45.00	46.00	1.00	**3.54**	Bevetts
RCBHI72	81.00	82.00	1.00	**2.62**	U Rho
CHRC11	36.00	38.00	2.00	**1.42**	Rho
RCBHI83	51.00	52.00	1.00	**1.02**	U Rho
RCBHI83	58.00	60.00	2.00	**5.85**	L Rho
RCBHI83 (incl)	*59.00*	*60.00*	*1.00*	***10.70***	*L Rho*
RCBHI87	57.00	58.00	1.00	**3.01**	U Rho
RCBHI73	87.00	90.00	3.00	**5.30**	Bevetts
RCBHI73 incl	*87.00*	*88.00*	*1.00*	***11.60***	*Bevetts*
RCBHI80	26.00	29.00	3.00	**2.80**	Bevetts
RCBHI52	38.00	39.00	1.00	**2.78**	Bevetts
RCBHI84	47.00	50.00	3.00	**3.36**	U Rho
RCBHI84	61.00	62.00	1.00	**1.67**	L Rho
RCBHI81	24.00	25.00	1.00	**6.97**	Bevetts
RCBHI81	28.00	29.00	1.00	**2.10**	Bevetts
RCBHI81	45.00	50.00	5.00	**3.18**	Rho
RCBHI81 (incl)	*46.00*	*47.00*	*1.00*	***10.70***	*Rho*
RCBHI85	85.00	86.00	1.00	**1.08**	L Rho
RCBHI94	82.00	83.00	1.00	**1.31**	U Theta?
RCBHI91	12.00	18.00	6.00	**3.79**	Quartz in Shale
RCBHI91 (incl)	*13.00*	*14.00*	*1.00*	***16.70***	*Quartz in Shale*
RCBHI91	41.00	42.00	1.00	**1.00**	Bevetts
RCBHI91	58.00	60.00	2.00	**2.44**	Bevetts
RCBHI91	68.00	69.00	1.00	**23.00**	Rho
RCBHI91	95.00	96.00	1.00	**4.14**	U Theta
RCBHI92	33.00	34.00	1.00	**3.65**	Quartz in Shale
RCBHI92	39.00	40.00	1.00	**1.19**	Bevetts
RCBHI92	52.00	53.00	1.00	**1.82**	Bevetts Lense
RCBHI92	74.00	75.00	1.00	**1.83**	U Rho
RCBHI92	80.00	81.00	1.00	**1.30**	L Rho
RCBHI67	55.00	56.00	1.00	**8.36**	Pyrox Sill
RCBHI67	75.00	77.00	2.00	**23.70**	Bevetts Lense
RCBHI67	*77.00*	*78.00*	*1.00*	***23.70***	
RCBHI67	90.00	93.00	3.00	**1.47**	Rho
RCBHI95	6.00	7.00	1.00	**6.72**	Quartz in Shale
RCBHI95	12.00	14.00	2.00	**12.54**	Quartz in Shale
RCBHI95 incl	*12.00*	*13.00*	*1.00*	***23.30***	*Quartz in Shale*
RCBHI95	28.00	31.00	3.00	**1.93**	Bevetts
RCBHI95 incl	*28.00*	*29.00*	*1.00*	***4.81***	*Bevetts*

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

General Enquiries
Rob Thomson, Managing Director
Theta Gold Mines Limited
M: +61 409 843 963
robt@thetagoldmines.com

or

Investor Enquiries
Bill Guy, Chairman
Theta Gold Mines Limited
T: + 61 2 8912 2126
billg@thetagoldmines.com

Competent Person Statement

The information in this report relating to drilling results is based on, and fairly reflects, the information and supporting documentation compiled by Mr Phil Bentley (MSc (Geol), MSc (MinEx), Pr.Sci.Nat. No. 400208/05, FGSSA), a consultant to the Company and a member of the South African Council for Natural Scientific Professions.

The original reports titled "High Grade Gold Assays at Theta Hill", "High Grade Gold Assays at Columbia Hill" and "More High Grade Gold Assays at Columbia Hill" were dated 21 January 2019, 4 March 2019 and 29 April 2019 respectively and were released to the Australian Securities Exchange (ASX) on those dates. The Company confirms that –

- it is not aware of any new information or data that materially affects the information included in the ASX announcements; and
- all material assumptions and technical parameters underpinning the estimates in the ASX announcements continue to apply and have not materially changed.

ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX: TGM) 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 Mines core project is TGME, located next to the historical gold mining town of Pilgrim's Rest, in Mpumalanga Province, some 370km east 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 planned refurbishment of the existing CIL plant and nearby mines/prospects with the intention of resuming gold production and is considering open pit mining where it has identified mineral resources amenable to open pit production. The Company is presently concluding a detailed feasibility study and is also in the process of seeking approvals for open pit mining on the existing mining licences held.

The Company aims to build a solid production platform to over 100kozpa based primarily around shallow, open-cut or adit-entry hard rock mining sources. Theta Gold Mines has access to over 43 historical mines and prospect areas that can be accessed and explored, with over 6.7Moz of historical production recorded.



+Rule 5.5

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

THETA GOLD MINES LIMITED	
ABN	**Quarter ended ("current quarter")**
30 131 758 177	31 March 2019

Consolidated statement of cash flows		**Current quarter US$'000**	**Year to date (9 months) US$'000**
1.	**Cash flows from operating activities**		
1.1	Receipts from customers		
1.2	Payments for		
	(a) exploration & evaluation	(861)	(2,540)
	(b) development		
	(c) production		
	(d) staff costs	(135)	(390)
	(e) administration and corporate costs	(486)	(1,361)
1.3	Dividends received (see note 3)		
1.4	Interest received	3	5
1.5	Interest and other costs of finance paid	-	(43)
1.6	Income taxes paid		
1.7	Research and development refunds		
1.8	Other		
1.9	**Net cash from / (used in) operating activities**	**(1,479)**	**(4,329)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire:		
	(a) property, plant and equipment	(3)	(4)
	(b) tenements (see item 10)		
	(c) investments		
	(d) other non-current assets		

Consolidated statement of cash flows		**Current quarter US$'000**	**Year to date (9 months) US$'000**
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	79
	(b) tenements (see item 10)		
	(c) investments		
	(d) other non-current assets		
2.3	Cash flows from loans to other entities		
2.4	Dividends received (see note 3)		
2.5	Other (provide details if material)		
2.6	**Net cash from / (used in) investing activities**	**(3)**	**75**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of shares	1,491	4,743
3.2	Proceeds from issue of convertible notes		
3.3	Proceeds from exercise of share options		
3.4	Transaction costs related to issues of shares, convertible notes or options	(52)	(114)
3.5	Proceeds from borrowings	-	180
3.6	Repayment of borrowings	(107)	(638)
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid		
3.9	Other (provide details if material)		
3.10	**Net cash from / (used in) financing activities**	**1,332**	**4,171**

4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	263	196
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(1,479)	(4,329)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(3)	75
4.4	Net cash from / (used in) financing activities (item 3.10 above)	1,332	4,171
4.5	Effect of movement in exchange rates on cash held		
4.6	**Cash and cash equivalents at end of period**	**113**	**113**

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter US$'000	Previous quarter US$'000
5.1	Bank balances	113	262
5.2	Call deposits		
5.3	Bank overdrafts		
5.4	Other (provide details)		
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**113**	**262**

6.	Payments to directors of the entity and their associates	Current quarter US$'000
6.1	Aggregate amount of payments to these parties included in item 1.2	186
6.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	

6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

Payments for consulting fees, salaries and office rent at commercial rate.

7.	Payments to related entities of the entity and their associates	Current quarter US$'000
7.1	Aggregate amount of payments to these parties included in item 1.2	
7.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	

7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

8.	**Financing facilities available** *Add notes as necessary for an understanding of the position*	**Total facility amount at quarter end US$'000**	**Amount drawn at quarter end US$'000**
8.1	Loan facilities	2,942	2,942
8.2	Credit standby arrangements		
8.3	Other (please specify)		

8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.

Details of the loan facilities are set out in Note 16 of the Company's Financial Report for the year ended 30 June 2018.

9.	**Estimated cash outflows for next quarter**	**US$'000**
9.1	Exploration and evaluation	1,000
9.2	Development	-
9.3	Production	-
9.4	Staff costs	200
9.5	Administration and corporate costs	700
9.6	Other (loan repayment and legacy creditors)	300
9.7	**Total estimated cash outflows**	**2,200**

10.	**Changes in tenements (items 2.1(b) and 2.2(b) above)**	**Tenement reference and location**	**Nature of interest**	**Interest at beginning of quarter**	**Interest at end of quarter**
10.1	Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	EL8540 (Lucky Draw)	Beneficial holder	100%	-
10.2	Interests in mining tenements and petroleum tenements acquired or increased				

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.



Sign here: ..... Date: 30/04/2019
(~~Director/~~Company secretary)

Print name: Chin Haw Lim

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

Annexure A

THETA GOLD MINES LIMITED

UNLISTED OPTIONS AND PERFORMANCE RIGHTS

Number	Performance Hurdle/Vesting Date (if applicable)	Exercise Price	Expiry Date
500,000		$0.25	19 Jul 2019
222,223		$0.30	15 Aug 2019
614,449		$0.30	21 Aug 2019
1,000,000		$0.30	22 Aug 2019
274,449		$0.30	1 Sep 2019
1,050,000		$0.15	12 Oct 2019
2,000,000		$0.20	12 Oct 2019
1,000,000	Company achieving a market capitalisation of greater than $25,000,000 for a period of 10 consecutive trading days	$0.20	12 Oct 2019
500,000	Recommencement of production, reopening of the Group's TGME Mine and refurbishment of the plant	$0.20	12 Oct 2019
500,000	Production from the Group's operations reaching 40,000 tonnes per month yielding 2,000 ounces of gold per month at a cost of less than USD750 per ounce for a period of 3 consecutive months	$0.40	12 Oct 2019
3,500,000		$0.40	12 Oct 2019
727,970		$0.19	15 Jan 2020
1,000,000		$0.25	18 Jan 2020
1,000,000		$0.30	18 Jan 2020
3,500,000		$0.20	30 Apr 2020
604,213		$0.19	13 Aug 2020
2,000,000	20 day VWAP above $0.025. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.30	19 Jul 2022
2,200,000	20 day VWAP above $0.030. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.35	19 July 2022
2,200,000	20 day VWAP above $0.035. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.40	19 July 2022
200,000	20 day VWAP above $0.030. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.30	19 July 2022
150,000	20 day VWAP above $0.035. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.35	19 July 2022
150,000	20 day VWAP above $0.040. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.40	19 July 2022

Number	Performance Hurdle/Vesting Date (if applicable)	Exercise Price	Expiry Date
1,500,000	Achievement of Milestone 1. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.25	19 July 2022
1,000,000	Achievement of Milestone 2. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.25	19 July 2022
1,000,000	Achievement of Milestone 2. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.30	19 July 2022
1,000,000	Achievement of Milestone 3 and Pre-Feasibility Study IRR (pre-tax) is greater than or equal to 40%. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.30	19 July 2022
2,000,000	Obtaining sufficient capital expenditure financing (debt and/or equity) to enable the group's mines and facilities to be upgraded to the point where they can profitably produce no less than 55,000 ounces of gold or gold equivalent on an annualised basis. Where the relevant capital expenditure financing is obtained through debt financing, this milestone will be deemed to have been achieved upon the first, actual drawdown of the relevant loan. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.25	19 July 2022
250,000	Obtaining sufficient capital expenditure financing (debt and/or equity) to enable the group's mines and facilities to be upgraded to the point where they can profitably produce no less than 55,000 ounces of gold or gold equivalent on an annualised basis. Where the relevant capital expenditure financing is obtained through debt financing, this milestone will be deemed to have been achieved upon the first, actual drawdown of the relevant loan. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options.	$0.30	19 July 2022
350,000	20 day VWAP above $0.025		19 July 2022
350,000	20 day VWAP above $0.030		19 July 2022
350,000	20 day VWAP above $0.035		19 July 2022
375,000	Achievement of Milestone 3 and pre-feasibility study IRR (pre-tax) is greater than or equal to 40%		19 July 2022
175,000	Achievement of Milestone 3 and pre-feasibility study IRR (pre-tax) is greater than or equal to 50%		19 July 2022
500,000	Market capitalisation above $125,000,000 for a consecutive 5 day period		19 July 2022
33,743,304			

20 Day VWAP means the average of the daily volume weighted average price of all sales of Shares recorded on ASX over a 20-day period, not including:

(a) any transaction classified under the ASX's Market Rules as a "Special Crossing";
(b) crossings prior to the commencement of normal trading or during the closing phase and after hours adjust phase;
(c) any overseas trades or trades pursuant to the exercise of options over Shares; or
(d) any overnight crossings.

Milestone 1 means obtaining sufficient capital expenditure financing (debt and/or equity) to enable the Group's mines and facilities to be upgraded to the point where they can profitably produce no less than 55,000 ounces of gold or gold equivalent on an annualised basis. Where the relevant capital expenditure financing is obtained through debt financing, Milestone 1 will be deemed to have been achieved upon the first, actual drawdown of the relevant loan.

Milestone 2 means the achievement of Stage 1 production on budget. Milestone 2 will be deemed to have been achieved at the end of 90 days into Stage 1 production, provided that at that point the production is on budget.

Milestone 3 means completion to pre-feasibility standards, of a second study to demonstrate profitable production of not less than 70,000 ounces of gold or gold equivalent on an annualised basis.