Announcement Summary

Entity name

THETA GOLD MINES LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday December 23, 2021

The +securities to be quoted are:

☑ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
TGM	ORDINARY FULLY PAID	365,497,130	01/03/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of entity

THETA GOLD MINES LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ACN

Registration number

131758177

1.3 ASX issuer code

TGM

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

23/12/2021

Part 2 - Type of Issue

2.1 The +securities to be quoted are:

☑ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Previous Appendix 3B details:

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
20-Dec-2021 17:34	New - Proposed issue of securities - TGM	A placement or other type of issue

2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?

☑ No

Part 3A - number and type of +securities to be quoted where issue has previously been notified to ASX in an Appendix 3B

Placement Details

ASX +security code and description

TGM : ORDINARY FULLY PAID

Issue date

1/3/2022

Issue details

Number of +securities to be quoted

365,497,130

Are the +securities being issued for a cash consideration?

☑ No

Please describe the consideration being provided for the +securities

Pursuant to Bidder's Statement dated 20 December 2021, consideration will be 2 new TGM shares for every 1 FML share on FML's register as at 21 December 2021.

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

65,789,483.000000

Any other information the entity wishes to provide about the +securities to be quoted

See TGM's Bidder's Statement dated 20 December 2021. Actual number of shares to be issued will depend on outcome of the offer.

Part 4 - Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
TGM : ORDINARY FULLY PAID	890,929,466

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
TGMAS : OPTION EXPIRING 30-JUN-2022 EX $0.50	5,000,000
TGMAQ : OPTION EXPIRING 27-APR-2022 EX 40C	3,158,353
TGMAAA : OPTION EXPIRING 31-JUL-2023 EX $0.275	7,500,000
TGMAAB : OPTION EXPIRING 30-SEP-2023 EX $0.40	18,571,433
TGMAP : PERFORMANCE RIGHTS	12,420,000
TGMAC : OPTION EXPIRING 31-DEC-2022 EX $0.30	400,000
TGMAD : OPTION EXPIRING 31-DEC-2025 EX $0.50	1,900,000
TGMAZ : 20% BEARER BOND NOTE 2021/2023	6,000,000
TGMAA : OPTION EXPIRING 30-SEP-2025 EX $0.40	3,200,000
TGMAB : OPTION EXPIRING 30-SEP-2025 EX $0.50	640,000
TGMAR : OPTION EXPIRING 30-SEP-2022 EX $0.30	800,000