Announcement Summary

Entity name

THETA GOLD MINES LIMITED

Date of this announcement

Thursday September 08, 2022

The +securities the subject of this notification are:

☑ Other

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Unlisted Options $0.12 cents, Expiry 31-12-2023	20,000,000	08/09/2022

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) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

30131758177

1.3 ASX issuer code

TGM

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

8/9/2022

Part 2 - Issue details

2.1 The +securities the subject of this notification are:
☑ Other

Please specify

20,000,000 unlisted options issued pursuant to an Appendix 3B dated 7 September 2022.

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:
☑ does not have an existing ASX security code ("new class")

Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Options $0.12 cents, Expiry 31-12-2023

+Security type

Options

ISIN code

Date the +securities the subject of this notification were issued

8/9/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?

☑ Yes

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

☑ No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

https://www.asxonline.com/companies/e/status/viewPdf/2433410

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.12000000

Expiry date

31/12/2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

20,000,000 Unlisted Options, exercise price $0.12, expiry date 31 December 2023

Any other information the entity wishes to provide about the +securities the subject of this notification

N/A

Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

N/A

Issue details

Number of +securities

20,000,000

Were the +securities issued for a cash consideration?

☑ No

Please describe the consideration being provided for the +securities

The unlisted options are issued pursuant to a Advisory Agreement to retain 2Invest AG to provide non-exclusive advisory services in connection with securing debt funding.

Purpose of the issue

To pay for services rendered

Additional Details

Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities 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)

ASX +security code and description	Total number of +securities on issue
TGM : ORDINARY FULLY PAID	586,811,952

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
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
TGMAAD : OPTION EXPIRING 16-JAN-2024 EX $0.17	15,000,000
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
New class - code to be confirmed : Unlisted Options $0.12 cents, Expiry 31-12-2023	20,000,000

Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☑ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☑ No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☑ Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

20,000,000 unlisted options

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☑ No