

30 October 2026

**ASX ANNOUNCEMENT AND MEDIA RELEASE  
(ASX: TGM)**

**QUARTERLY REPORT  
1 July 2026 to 30 September 2026**

Theta Gold Mines Limited (“Theta”, “TGM” or the “Company”) (ASX: TGM) is pleased to report continued progress towards first gold in 2027, with construction advancing across the TGME Gold Project and the first US\$37 million bond drawdown completed during the September quarter.

During the September 2026 quarter, the Company progressed development of the **TGME Gold Project** (**‘TGME’ or the ‘Project’**) in South Africa. TGM achieved its first US\$37 million drawdown under the US\$90 million senior secured bond facility, following completion of the US\$18.6 million equity raising and option exercise. A further drawdown is anticipated in early November 2026, subject to applicable conditions.

Construction continued across multiple work fronts during the quarter, with approximately 72% of plant construction completed (30 September 2026). Key processing infrastructure advanced materially, including the twin ball mills, crushing and screening circuit, CIL circuit, gold room, elution circuit, water infrastructure and Tailings Storage Facility.

**Highlights:**

**During the September 2026 Quarter:**

- **US\$37 million first bond drawdown completed** – representing the first release of funds under TGM’s US\$90 million senior secured bond facility<sup>1</sup> and supporting the next phase of project execution.
- **Equity funding** – US\$18.6 million equity funding completed (A\$27 million) before costs. The combined placement and option exercise completed during the quarter satisfied the final equity funding condition required under the bond facility.
- **Plant construction approximately 72% complete** – with major civil, structural and mechanical work fronts advancing across the processing plant.
- **Processing plant taking shape** – twin ball mills installed, structural steel and platforms advancing, and key processing infrastructure progressing across the crushing, milling, CIL, thickener, elution and gold room areas.
- **Infrastructure advancing in parallel** – water management infrastructure, process ponds, access roads and Tailings Storage Facility works progressed during the quarter.
- **Clear line of sight to production** – project execution is increasingly centred on completing plant installation, infrastructure and commissioning activities required to bring TGME into production in 2027.
- **Project remains on budget** – with clear visibility to first gold and continued progress across critical path activities.

<sup>1</sup> US\$90 million bond is issued at 95.9% net of OID leaving an amount available to be drawn down under the bond of US\$86.3 million.



**Figure 1: Aerial view of site construction with stockpile material in background to feed the plant**



**Figure 2 and 3: Gold Room equipment including Keegor Furnace and Gold Casting equipment**

## TGME Construction Advances Towards 2027 Production

Construction of the TGME Gold Project advanced across multiple work fronts during the September quarter, with major civil works progressing and several areas moving into structural erection and equipment installation.

- Processing plant footprint well established, with gold room and mill structural steel erection close to completion.
- Civil works advanced across Crushing and Screening Plant, Carbon in Leach (CIL), milling, thickener and elution circuits, with over 72% of total concrete volume poured.
- Key supporting infrastructure advanced, including water-management systems, processing ponds, access roads and material-handling areas.
- Critical long-lead equipment either installed or close to being installed, including twin ball mill assembly nearing completion and key plant components.
- CIL tanks and process vessels in final fabrication and coating, aligned with installation schedule.
- Groundworks started on the upgrading of the Tailings Storage Facilities.
- 55 offices and administration complex are near completion.



*Figure 4: TGME Gold Project aerial view of the TSF (bottom: Laydown area; middle: TSF; top right: new plant under construction)*

More detailed summaries are provided below:

### Crushing and Screening Plant

- Civil foundations and structural supports nearing completion.
- Crushing plant equipment in transit to South Africa ahead of site installation.

### Ball Mill and Milling Circuit

- Civil foundations and structural supports established, progressing to installation readiness.

- Twin Ball mill assembly now installed.
- Structural steel and platforms in place, supporting transition to mechanical installation.

### **CIL Circuit**

- Tank base construction advanced, with reinforced foundations and equipment pedestals nearing completion.
- Structural integration progressing, aligned with tank delivery and installation schedule.
- Circuit layout clearly defined within plant footprint.

### **Tailings Thickener**

- Foundations and support plinths completed, with bund-wall construction and tank installation underway.

### **Elution Circuit and Pump Cells**

- Civil works well advanced, supporting upcoming mechanical and piping installation.

### **CIL Tanks and Process Vessels**

- Fabrication advanced, with tank shells, structural supports, nozzles, manways and lifting features installed.
- Multiple vessels in coating and finishing, nearing delivery-ready status.

### **Structural Steel and Modular Build**

- Structural steel, modular platforms and walkways fabricated and progressively installed.
- Site erection advancing across the processing plant.

### **Tailings Storage Facilities (TSF)**

- Cut-and-fill groundworks on top of the Tailings Storage Facility at 89% completion.
- Return water dam groundworks completed.
- Liner installation started on the number one return water dam.
- Return water columns installed.

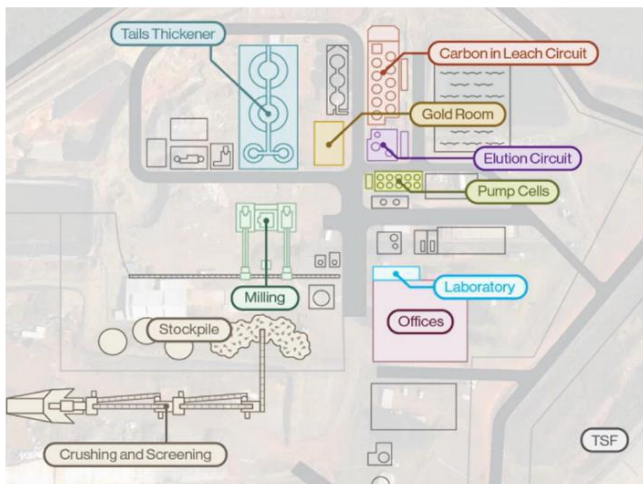


**Figure 5: Project Processing Plant (Plan View)**



**Figure 6: Site aerial view highlighting plant footprint**



**Figure 7: Installation of conveyors to feed ball mills**



**Figure 8: Team observation of conveyors**



**Figure 9: Gold Room construction and MCC installation**



**Figure 10: Cyanide Tank fabrication and delivery to site**



**Figure 11: Thickener tanks installed at site**

Construction of the TGME Gold Project advanced materially during the quarter, with works progressing across the processing plant and supporting infrastructure. With 72% of the total concrete volume now poured, major civil works are well advanced across the crushing, milling, CIL, thickener, elution and gold room areas.

Structural steel erection commenced around the gold room and mill building as these areas began moving from major civil works into mechanical installation. Water-management infrastructure, process ponds, access roads, and material-handling areas also advanced, while Tailings Storage Facility groundworks began, opening another key construction front ahead of planned production in 2027.



**Figure 12: Concrete Pumping – Gold Room**



**Figure 13: Thickener Tank foundations in progress**



**Figure 14: CIL tanks and elution buildings**



**Figure 15: Construction of new employee parking facilities with solar roof panels generating 160 Kilowatts**



**Figure 16: Installation of Twin Ball Mills**

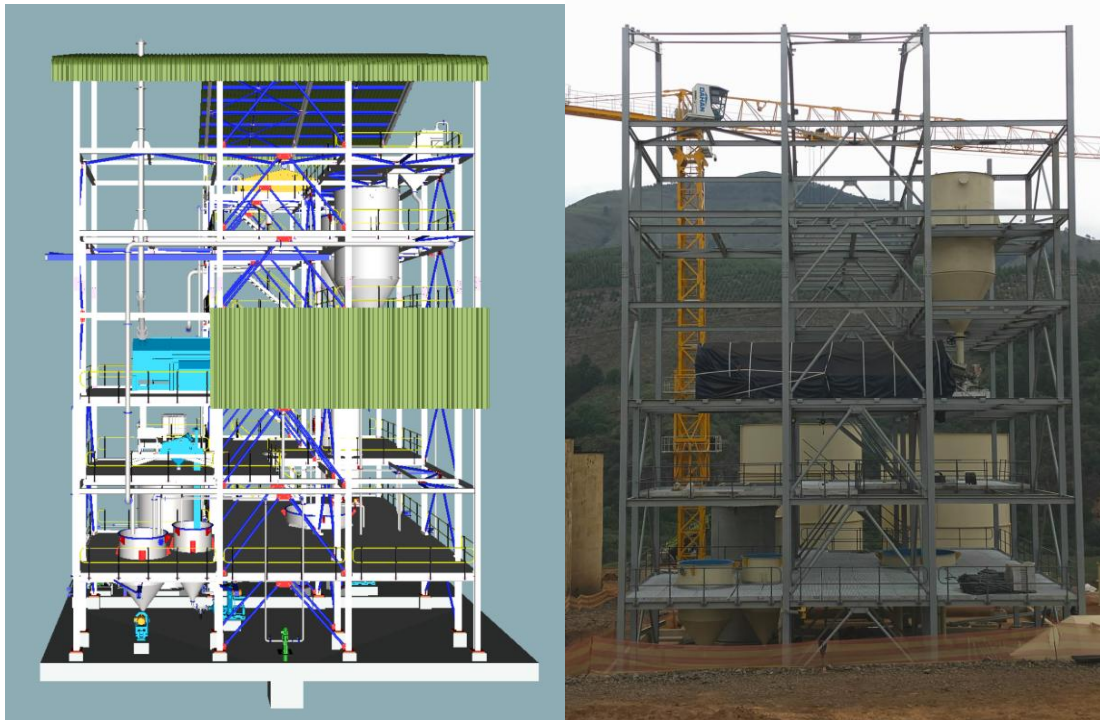


**Figure 17: Elution Building – simulated design against actual progressive build**



**Figure 18: Offices and Administration Complex in progress**

### Permitting and Licences Update

The Company secured a 15-year Water Use Licence for Rietfontein during the quarter, completing Water Use Licence coverage across all four mines included in the TGME development plan. The approval represents another important step in preparing Rietfontein as a future underground ore source for the TGME Gold Project.

The licence authorises the water uses required to redevelop and operate Rietfontein, including underground dewatering and water reuse, water storage, stream crossings, pollution-control and waste-management infrastructure, and rehabilitation of the historic Tailings Storage Facility following remining.

The approval followed an extensive environmental assessment supported by specialist studies, engineering designs and technical investigations. Registered Interested and Affected Parties have been notified, commencing the statutory 90-day appeal period.

The Department of Mineral and Petroleum Resources is in the final stages of reviewing the Environmental Authorisation application. Subject to its grant and completion of the associated statutory process, the principal regulatory approvals required to develop the Rietfontein Underground Mine will be in place.

## Funding and Finance Update

### First Drawdown under US\$90 Million Senior Secured Bond Facility

The Company completed the first drawdown under its US\$90 million Senior Secured Bond Facility on 9 September 2026, receiving US\$37 million to support construction and development of the TGME Gold Project.

The remaining facility balance is available to be drawn down progressively in line with the Project's funding requirements, subject to satisfaction of applicable conditions, including project cost-to-complete tests.

The facility was settled on 12 June 2026 after all pre-settlement conditions were satisfied and the bonds were issued. The net proceeds were deposited into a designated escrow account for progressive release in accordance with the facility's drawdown conditions.

The first drawdown marked the start of the Company's progressive deployment of primary debt funding for project execution.

### US\$18.6 million (A\$27 million) Combined Equity Raise and Options Exercise

On 3 July 2026, the Company announced it had successfully completed a combined equity raising and exercise of unlisted options, raising approximately **US\$18.6 million (A\$27 million)** before costs. The transaction satisfied the final equity funding condition precedent required under the Company's US\$90 million bond facility, representing a significant milestone towards the development of the TGME Gold Project.

The capital raising comprised:

- A placement of approximately 125.8 million fully paid ordinary shares at A\$0.18 per share, raising approximately US\$15.6 million (A\$22.6 million) before costs.
- The placement was cornerstoned by **Chengtun Gold (Hong Kong) Limited**, a subsidiary of Shanghai Stock Exchange-listed Chengtun Mining Group Co. Ltd, which invested US\$10 million.
- The exercise of approximately **21.7 million unlisted options** at A\$0.2002 per share, raising approximately US\$3.0 million (A\$4.4 million) before costs from existing long-term strategic investors.

Funds raised from the placement, option exercises and bond facility will be applied towards the continued construction and development of the TGME Gold Project, including:

- processing plant construction;
- mine development;
- civil and infrastructure works;
- tailings storage facility construction;
- procurement and installation of plant and equipment;
- power infrastructure upgrades; and
- strengthening the Company's balance sheet and providing working capital to accelerate development towards first gold production in 2027.

**Chairman, Bill Guy commented:** “With the major funding components now in place, our attention is firmly on delivering the TGME Gold Project and moving towards planned gold production in 2027. This is an important period as construction advances, the processing plant takes shape, and we prepare the Project for commissioning and operations.”

The crushing and screening equipment has been built and is en route to South Africa, expected to arrive in early Q4 2026. Earthworks and civils are well advanced, with non-critical works deferred to ensure critical works are available for mechanical installation and ready for first gold in Q1 2027. The TGME Gold Plant construction has benefited significantly from the same contractor undertaking the Earthworks/Civil and SMPP packages, removing potentially time-consuming interface issues.

**Executive Director, Richie Yang commented:** “The support of Chengtun Mining and our long-term shareholders goes beyond the capital raised. It represents strategic backing for the Project and provides a strong foundation as we look beyond initial production to the broader growth opportunity across the goldfield.”

### Cash Position

As of 30 September 2026, the Group had US\$37.7 million (A\$54 million) in cash.

In accordance with ASX Listing Rules 5.3.1 and 5.3.2, the Company provides the following summary of expenditures incurred during the Quarter:

|                                                         |           |                        |
|---------------------------------------------------------|-----------|------------------------|
| Mining exploration costs (including exploration labour) | US        | \$ -                   |
| Mining Production and Development Costs                 | US        | \$ 7,689,900.00        |
| Licence to Operate Costs                                | US        | \$ 66,829.00           |
| <b>Total</b>                                            | <b>US</b> | <b>\$ 7,756,729.00</b> |

The Company’s Quarterly Appendix 5B reported US\$165,000 in payments to related parties and their associates. As noted in Appendix 5B, these payments were for directors' fees and consulting fees.

### Capital Structure

The current capital structure of the Company as at 30 September 2026 is as follows:

|                                                                    | Number        |
|--------------------------------------------------------------------|---------------|
| Fully paid ordinary shares (ASX: TGM)                              | 1,376,105,106 |
| Listed /Unlisted options and performance rights (see “Annexure C”) | 222,901,355   |

The estimated market capitalisation of TGM was A\$247.70 million<sup>2</sup> (US\$173 million) as at 30 September 2026.

### Revised Definitive Feasibility Highlights (released 3 February 2026)

#### Key operational results of the Revised Feasibility Study (FS):

- ❖ **Production Start:** Q1 2027 (TGME Gold Plant currently under construction)
- ❖ **Head Grade LoM:** 4.96g/t Base Case
- ❖ **Base Case - Production:** 871 koz @ 4.28 g/t recovered grade (86.2% recovery)
- ❖ **Base Case - Production:** 1.06 Moz @ 4.40 g/t mined grade
- ❖ **Production Ramp-up:** Peak Production over 115 koz
- ❖ **Ore Reserve Plan:** 514 koz @ 4.11 g/t recovered grade (85.2% recovery)
- ❖ **Gold plant:** Plant construction underway

<sup>2</sup> Calculated as 1,376,105,106 fully-paid ordinary shares on issue at the closing price of A\$0.18 cents per share as at 30 September 2026 converted at the RBA exchange rate of AUD:USD of 0.6977.

- ❖ **Infrastructure:** Existing surface/underground works, permitting in place

**Robust Base Case Financials: (Gold price (avg) US\$2,884/oz, (A\$4,365<sup>3</sup>/oz)) (Update 7 October 2025)**

- ❖ **Free Cash Flow:** US\$0.9 billion, (A\$1.4 billion)
- ❖ **Post-tax NPV10%:** (at a 10% discount rate) of US\$455 m, (A\$689 m)
- ❖ **Revenue:** US\$2.5 billion, (A\$3.8 billion)
- ❖ **Post-tax IRR:** 77%
- ❖ **Life of Mine (LOM):** 13.1 years
- ❖ **All-in sustaining cost:** US\$1,181/oz, (A\$1,787/oz)
- ❖ **Project payback:** 29 months (from start of mining)
- ❖ **Peak funding:** US\$77 m, (A\$116 m)

**Table 1: Project Economics at Various Gold Prices – Base Case (AUD)**

| Project Economics at AU\$ Gold Price          | Unit   | Forecast (USD2,884 / oz Avg) | USD 2,500/oz | USD 3,000/oz | USD 3,500/oz | USD 4,000/oz | USD 4,500/oz* | USD 5,000/oz |
|-----------------------------------------------|--------|------------------------------|--------------|--------------|--------------|--------------|---------------|--------------|
| Gold Price AUD / oz <sup>4</sup>              | AUD/oz | 4,365                        | 3,784        | 4,541        | 5,298        | 6,055        | <b>6,812</b>  | 7,568        |
| NPV @ 10% (real) Pre-tax                      | AUDm   | 991                          | 758          | 1,070        | 1,382        | 1,695        | <b>2,008</b>  | 2,321        |
| NPV @ 10% (real) Post-tax                     | AUDm   | 689                          | 526          | 742          | 954          | 1,166        | <b>1,379</b>  | 1,591        |
| IRR (%) Pre-tax                               | %      | 84%                          | 69%          | 86%          | 102%         | 117%         | <b>131%</b>   | 146%         |
| IRR (%) Post-tax                              | %      | 77%                          | 63%          | 78%          | 92%          | 105%         | <b>118%</b>   | 130%         |
| AISC                                          | AUD/oz | 1,787                        | 1,750        | 1,800        | 1,848        | 1,896        | <b>1,943</b>  | 1,990        |
| EBITDA annual average                         | AUDm   | 163                          | 131          | 175          | 219          | 263          | <b>307</b>    | 351          |
| EBIT annual average                           | AUDm   | 148                          | 116          | 160          | 204          | 248          | <b>292</b>    | 336          |
| Free Cash Flow (Post-tax)                     | AUDm   | 1,413                        | 1,102        | 1,525        | 1,941        | 2,358        | <b>2,775</b>  | 3,193        |
| Development Capital – Peak Funding            | AUDm   | 116                          | 131          | 116          | 116          | 116          | <b>116</b>    | 116          |
| Capital Sustaining                            | AUDm   | 65                           | 65           | 65           | 65           | 65           | <b>65</b>     | 65           |
| Payback post-tax                              | Months | 29                           | 34           | 30           | 27           | 25           | <b>24</b>     | 23           |
| Capital Efficiency (Pre-Tax NPV/Dev Capital)  | %      | 855%                         | 580%         | 924%         | 1,194%       | 1,463%       | <b>1,734%</b> | 2,004%       |
| Capital Efficiency (Post-Tax NPV/Dev Capital) | %      | 595%                         | 403%         | 641%         | 824%         | 1,007%       | <b>1,190%</b> | 1,374%       |

**\* Note: at the time of release of this study, Spot Gold Price was trading in excess of US\$4,000 / oz.**

The Base Case Production Target and forecast financial information shown above and disclosed in this study are based on Mineral Resources that include a proportion of Inferred Mineral Resources and the realisation of the full potential of the Base Case as presented cannot be guaranteed. Inferred Mineral Resources are considered too speculative geologically to have the economic considerations applied to them that would enable them to be classified as Ore Reserves. There is no certainty that further exploration work or evaluation studies will result in the conversion of Inferred Mineral Resources to Indicated or Measured Mineral Resources or Ore Reserves.

## Key FS Economic Results

Under average gold prices of US\$2,884 / oz (A\$4,365<sup>5</sup> / oz), the Base Case scenario of FS demonstrates strong financial returns<sup>6</sup> (based on LOM plan), including:

<sup>3</sup> Exchange rate USD:AUD applied in relation to revised DFS was 0.6606.

<sup>4</sup> Exchange rate USD:AUD applied throughout this document relating to the revised feasibility study is 0.6606.

<sup>5</sup> Exchange rate USD:AUD applied throughout this document in relation to the revised DFS is 0.6606.

<sup>6</sup> Financial returns applying the 'Base Case' scenario statistics.

- Undiscounted free cash flows of US\$0.9 billion (A\$1.4 billion), pre-tax US\$1.3 billion (A\$2.0 billion);
- NPV (at a 10% discount rate) of US\$455 million (A\$689 million), pre-tax US\$654 million (A\$991 million);
- Capital payback period of 29 months;
- Post-tax IRR of 77%; pre-tax IRR of 84%
- Combined Underground Projects have an AISC of US\$1,181/oz (A\$1,787/oz); and
- Peak Capital requirement is US\$77 million (A\$116 million), total initial capital US\$102 million (A\$154 million)<sup>7</sup>.

**Table 2: Key Project Metrics**

| Description                     | Units    | Base Case | Reserve Plan |
|---------------------------------|----------|-----------|--------------|
| Project Start Date <sup>1</sup> | Qtr/Year | Q4 2025   | Q4 2025      |
| Commercial Production Date      | Qtr/Year | Q1 2027   | Q1 2027      |
| Life of mine                    | years    | 13.1      | 8.8          |
| Underground ore mined (LOM)     | Mt       | 4.69      | 2.71         |
| Surface ore remined (LoM)       | Mt       | 1.65      | 1.19         |
| Mined Grade                     | g/t      | 4.96      | 4.82         |
| Gold Mined (LOM)                | Moz      | 1.01      | 0.60         |
| Production Rate                 | Kt/a     | 540       | 540          |
| Production Rate                 | Kt/m     | 45        | 45           |
| Gold recovered (average LOM)    | %        | 86.2      | 85.2         |
| Gold recovered (LOM)            | Moz      | 0.87      | 0.51         |

**Table 3: Comparison of Base Case Financial Metrics – Feasibility Studies 2022 vs 2026**

| Project Economics at Gold Price US\$ (Base Case) | Unit   | FS - Jul' 22 <sup>8</sup> | FS - *Feb' 26 | % or Absolute |
|--------------------------------------------------|--------|---------------------------|---------------|---------------|
| Life of Mine                                     | years  | 12.9                      | 13.1          | flat          |
| Revenue                                          | USDbn  | 1.75                      | 2.49          | 42%           |
| Gold Price                                       | USD/oz | 1,642                     | 2,884         | +1,242/oz     |
| NPV @ 10% (real) Pre-tax                         | USDm   | 324                       | 654           | 102%          |
| NPV @ 10% (real) Post-tax                        | USDm   | 219                       | 455           | 108%          |
| IRR (%) Pre-tax                                  | %      | 65%                       | 84%           | 29%           |
| IRR (%) Post-tax                                 | %      | 57%                       | 77%           | 35%           |
| All In Sustaining Cost (AISC)                    | USD/oz | 834                       | 1,181         | 42%           |
| EBITDA (LoM)                                     | USDm   | 891                       | 1,508         | 69%           |
| EBITDA annual average                            | USDm   | 69                        | 115           | 67%           |
| Free Cash Flow (Post-tax)                        | USDm   | 508                       | 933           | 84%           |
| Development Capital – Peak Funding               | USDm   | 77                        | 77            | flat          |
| Capital Sustaining                               | USDm   | 37                        | 44            | 7             |
| Payback Post-tax                                 | Months | 31                        | 28            | flat          |

<sup>7</sup> The FS demonstrates that post to Peak Funding, the balance of Total Capital requirement will be self-funded from project cashflow. The board may however, consider external funding solutions such as via equity, debt, gold pre-sales, gold-streaming or a mixture of these methods.

<sup>8</sup> Ref to ASX Release dated 27 July 2022 titled, "Theta Gold's TGME Project DFS confirms NPV of AUD432 Million".

Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

\* - Mine Plan revised

### Cost Control/Value Focus:

TGM continues to advance the TGME Project with a strong focus on execution and capital discipline. The updated FS delivers a post-tax NPV<sub>10</sub> of US\$455 million, an increase of US\$236 million over the 2022 FS. Higher gold-price assumptions are a key driver of this increased value, while also expanding the economic potential of the resource by enabling lower-grade material to be incorporated into the mine plan.

### Project Summary:

The TGME Gold project, located in the Mpumalanga province of South Africa, is shown below.

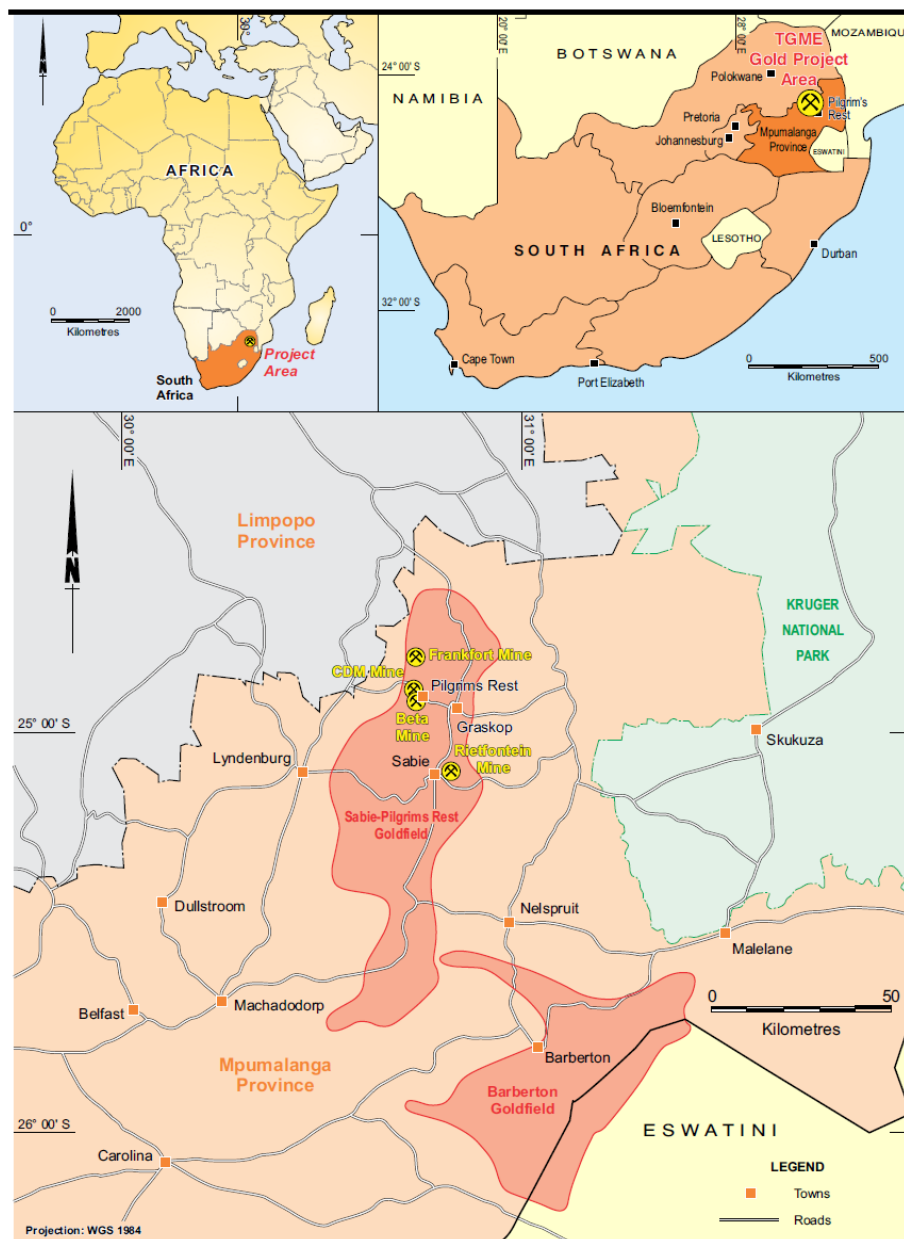


Figure 19: TGME Gold Project Location Map

Key Assumptions: Long term average spot gold price of US\$2,884 applied in Base Case scenario over LOM / AISC estimation of US\$1,181/oz at +/- 15% level of accuracy.

Two mine scheduling strategies have been investigated, namely:

- **Base Case:** LOM Plan includes a Production Target of 1.01 Moz targeting Measured, Indicated and Inferred Mineral Resources; and
- **Ore Reserve Plan:** LOM Plan includes a Production Target of 604 koz targeting Measured and Indicated Mineral Resources only.

**Strong Upside options:**

- **Phase 2 unlocks scale:** 7 mines, 90 ktpm processing, and up to 160 koz/year gold output within five years.
- **Growth runway secured:** 40 nearby historical mines and defined exploration targets offer substantial resource upside.
- **Low-cost mining advantage:** All current reserves and LOM material hosted in shallow orebodies (<400m).
- **Cost discipline embedded:** Competitive pricing achieved through active tendering of mine services across South Africa.
- **Built for sustainability:** ESG-focused design reduces energy use, broadens workforce diversity, and attracts green-aligned suppliers.

**Project Execution Strategy and Plan:**

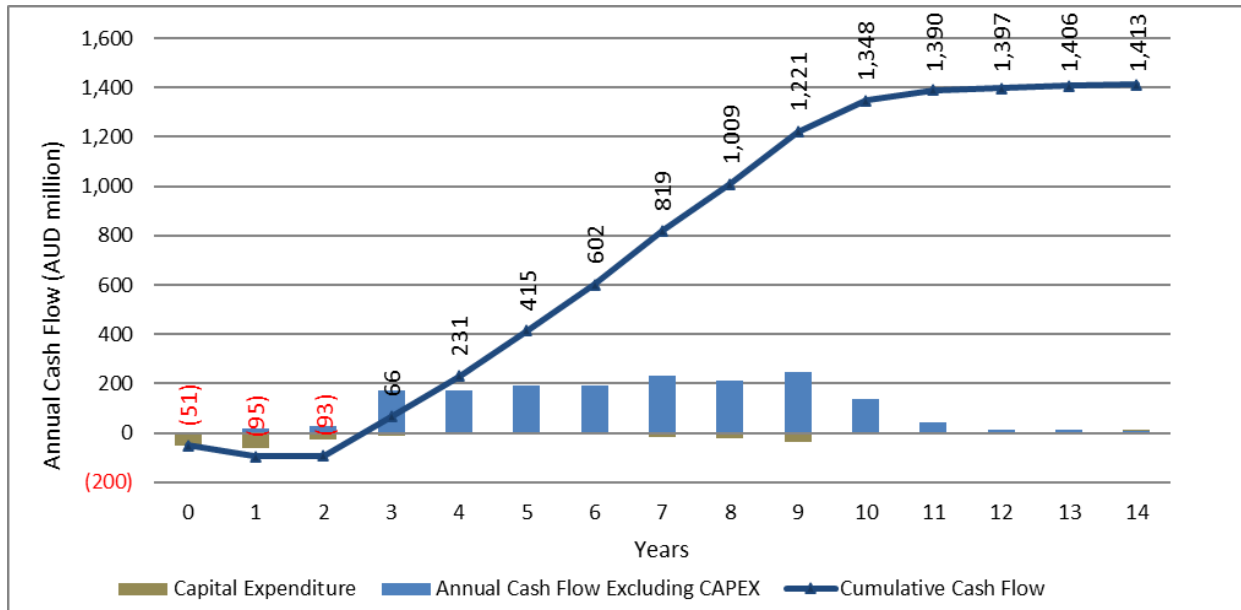
The project will ramp up in phases, targeting an initial Phase 1 Run-Of-Mine (RoM) output of 45 ktpm from multiple underground mines. This staged approach is underpinned by the FS Base Case, leveraging Measured, Indicated, and Inferred Resources to maximise early production and flexibility.

In order to achieve this, mining operations are planned to commence as follows:

- **Beta Mine** - Beta Mine will kick off with 18 months of pre-development, followed by stoping from month 19. In the Base Case, the mine is expected to deliver around 30 ktpm of stoping ore for 8.5 years, within a total Life of Mine of 10.1 years.
- **Rietfontein Mine** - Rietfontein Mine will start mining in 18 months after Beta, stoping after eight months of pre-development. Stoping begins in month 27, with plans to produce 15 ktpm of ore.
- **Frankfort and CDM Mines** - Frankfort and CDM Mines will begin mining in months 104 and 90, with 16 and 19 months of pre-development planned, respectively. Frankfort is set to produce 15 ktpm, feeding a DMS plant that delivers 9.5 ktpm. CDM will also produce 15 ktpm at steady state.

Mining of the historic rock dumps and TGM Plant TSF will begin in months 7 and 16, respectively, following the start of operations. The Waste Rock Dump will be mined over 10 months at 45 ktpm, enabling a smooth ramp-up of Beta's operations. TSF material will feed the plant for 4 months during ramp-up and continue as needed, with a total retreatment life of 79 months.

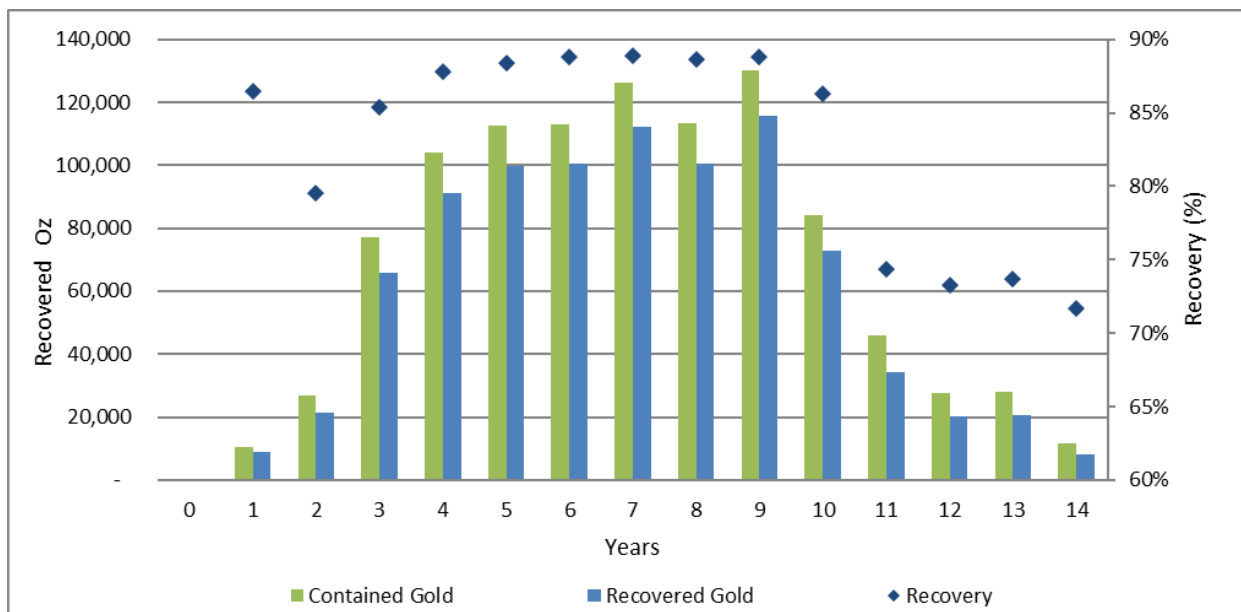
**Figure 20: Annual and Cumulative Cash Flow (Post-Tax) – Base Case (AUD)**



**NOTES:**

1. Forecast Prices averaging US\$2,884/oz over LOM.
2. Converted to AUD from USD at exchange rate of 1.514 AUD:USD.

**Figure 21: Gold Production profile**



[ENDS]

This announcement was approved for release by Theta Gold Mines Limited's Board.

For more information, please visit [www.thetagoldmines.com](http://www.thetagoldmines.com) or contact:

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*Figure 22: TGME Plant construction progress including on-site batch plant*

## Competent Persons Statement

### MINERAL RESOURCES

Mr. Uwe Engelmann confirms that he is the Competent Person for the TGM Mineral Resources as reported on TGM's Mineral Resources which is extracted from TGM's ASX announcement dated 8 April 2021 (Initial Maiden Underground Mining Reserve) available to view at [www.asx.com.au](http://www.asx.com.au) and was prepared in accordance with the guidelines of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012). Mr. Engelmann has read and understood the requirements of the JORC Code (2012).

Mr. Engelmann is a Competent Person as defined by the JORC Code, 2012, having more than five years' experience that is relevant to the style of mineralisation and type of deposit described in this report and to the activity for which he is accepting responsibility. Mr. Engelmann (BSc (Zoo. & Bot.), BSc Hons (Geol.), Pr.Sci.Nat. No. 400058/08, FGSSA), is a director of Minxcon (Pty) Ltd and a member of the South African Council for Natural Scientific Professions. Mr. Engelmann is a full-time employee of Minxcon (Pty) Ltd and has reviewed this report and consents to the inclusion of the matters based on his supporting information in the form and context in which it appears.

### METALLURGICAL RESULTS

Mr. Rogan Roulstone confirms that he is the Competent Person in terms of Mineral Resources and Ore Reserves (JORC Code, 2012). Mr. Roulstone has read and understood the requirements of the JORC Code (2012).

Mr. Roulstone is a Competent Person as defined by the JORC Code, 2012, having more than five years' experience that is relevant to gold extraction and in particular gold extraction from a refractory ore body. Mr Roulstone holds a National Higher Diploma in Chemical Engineering and graduated in 1993 and is member of the SAImm (705817). Mr Roulstone is the managing director of RM Process and has over nine years' experience on the TGME process plant design.

The information in this announcement that relates to TGM's Mineral Resources is extracted from TGM's ASX announcement dated 8 April 2021 (Initial Maiden Underground Mining Reserve) available to view at [www.asx.com.au](http://www.asx.com.au) and was prepared in accordance with the guidelines of the JORC Code (2012). TGM confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the Mineral Resources estimates in the relevant market announcement continue to apply and have not materially changed other than as disclosed in TGM's ASX announcement dated 25 October 2021 regarding the TGME Project Permitting Update. TGM confirms that the form and content in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

### ORE RESERVES

The information in this report relating to Ore Reserves is based on, and fairly reflects, the information and supporting documentation compiled by Mr. Daniel van Heerden (B.Eng (Mining), M.Com (Business Management), member of Engineering Council of South Africa (Pr.Eng. Reg. No. 20050318)), a director of Minxcon (Pty) Ltd and a fellow of the South African Institute of Mining and Metallurgy (FSAImm Reg. No. 37309).

Mr Van Heerden has sufficient experience that is relevant to the style of mineralisation under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code (2012). Mr van Heerden consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this announcement that relates to TGM's Ore Reserves is extracted from TGM's ASX announcement dated 8 April 2021 (Initial Maiden Underground Mining Reserve) available to view at [www.asx.com.au](http://www.asx.com.au) and was prepared in accordance with the guidelines of the JORC Code (2012). TGM confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical

parameters underpinning the Ore Reserve estimates in the relevant market announcement continue to apply and have not materially changed other than as disclosed in TGM's ASX announcement dated 25 October 2021 regarding the TGME Project Permitting Update. TGM confirms that the form and content in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

## **About Theta Gold Mines Limited**

Theta Gold Mines Limited (ASX: TGM) is an advanced gold development company focused on unlocking value from its extensive suite of projects in South Africa's renowned Eastern Transvaal goldfields. The Company's flagship TGME Gold Project offers near-surface and shallow underground orebodies with compelling cost advantages, with 6.1 Moz of gold resources.

TGM's core project is located next to the historical gold mining town of Pilgrim's Rest, in Mpumalanga Province, some 370 km northeast of Johannesburg by road or 95 km north of Nelspruit (Capital City of Mpumalanga Province). Following small-scale production from 2011 – 2015, the Company is currently focusing on the construction and financing of a new gold processing plant.

TGM holds 100% of Theta Gold SA (Pty) Ltd, which in turn owns 74% of TGME and Sabie Mines, meeting Black Economic Empowerment (BEE) ownership standards as per South African Mining Charter requirements.

## **Disclaimers**

This announcement has been prepared by and issued by Theta Gold Mines Limited to assist in informing interested parties about the Company and should not be considered as an offer or invitation to subscribe for or purchase any securities in the Company or as an inducement to make an offer or invitation with respect to those securities. No agreement to subscribe for securities in the Company will be entered into on the basis of this announcement.

This announcement may contain forward-looking statements. Whilst Theta Gold has no reason to believe that any such statements and projections are either false, misleading or incorrect, it does not warrant or guarantee such statements. Nothing contained in this announcement constitutes investment, legal, tax or other advice. This overview of Theta Gold does not purport to be all-inclusive or to contain all information which its recipients may require in order to make an informed assessment of the Company's prospects. Before making an investment decision, you should consult your professional adviser, and perform your own analysis prior to making any investment decision. To the maximum extent permitted by law, the Company makes no representation and gives no assurance, guarantee or warranty, express or implied, as to, and take no responsibility and assume no liability for, the authenticity, validity, accuracy, suitability or completeness of, or any errors in or omissions, from any information, statement or opinion contained in this announcement. This announcement contains information, ideas and analysis which are proprietary to Theta Gold.

## **Forward-Looking and Cautionary Statements**

This announcement may refer to the intention of Theta Gold Mines regarding estimates or future events which could be considered forward looking statements. Forward looking statements are typically preceded by words such as "Forecast", "Planned", "Expected", "Intends", "Potential", "Conceptual", "Believes", "Anticipates", "Predicted", "Estimated" or similar expressions. Forward looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, and may be influenced by such factors including but not limited to funding availability, market-related forces (commodity prices, exchange rates, stock market indices and the like) and political, environmental or economic events (including government or

community issues, landowners, global or systemic events). Forward looking statements are provided as a general reflection of the intention of the Company as at the date of release of the document, however, are subject to change without notice, and at any time. Future events are subject to risks and uncertainties, and as such results, performance and achievements may in fact differ from those referred to in this announcement. Mining, by its nature, and related activities including mineral exploration, are subject to a large number of variables and risks, many of which cannot be adequately addressed, or be expected to be assessed, in this document. Work contained within or referenced in this report may contain incorrect statements, errors, miscalculations, omissions and other mistakes. For this reason, any conclusions, inferences, judgments, opinions, recommendations or other interpretations either contained in this announcement, or referencing this announcement, cannot be relied upon. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. The Company believes it has a reasonable basis for making the forward looking statements contained in this document, with respect to any production targets, resource statements or financial estimates, however further work to define Mineral Resources or Reserves, technical studies including feasibilities, and related investigations are required prior to commencement of mining. No liability is accepted for any loss, cost or damage suffered or incurred by the reliance on the sufficiency or completeness of the information, opinions or beliefs contained in this announcement.

Theta Gold undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events other than required by the Corporations Act and ASX Listing Rules. Accordingly, you should not place undue reliance on any forward-looking statement.

The Revised Feasibility Study referred to in this announcement is based on technical and economic assessments to support the estimation of Ore Reserves. There is no assurance that the intended development referred to will proceed as described, and will rely on access to future funding to implement. Theta Gold Mines believes it has reasonable grounds for the results of the Feasibility Study. At this stage there is no guarantee that funding will be available, and investors are to be aware of any potential dilution of existing issued capital. The production targets and forward-looking statements referred to are based on information available to the Company at the time of release, and should not be solely relied upon by investors when making investment decisions. Theta Gold cautions that mining and exploration are high risk, and subject to change based on new information or interpretation, commodity prices or foreign exchange rates. Actual results may differ materially from the results or production targets contained in this release. Further evaluation is required prior to a decision to conduct mining being made. The estimated Mineral Resources quoted in this release have been prepared by Competent Persons as required under the JORC Code (2012). Material assumptions and other important information are contained in this release.

Cautionary Statement for the LOM Base Case – The Base Case is presented as potential upside to the Project. However, the Base Case is supported by a significant portion of Inferred Mineral Resources. Inferred Mineral Resources inherently have a lower level of confidence and although it would be reasonable to expect that most of the Inferred Mineral Resources would upgrade to Indicated Mineral Resources with continued exploration, it should not be assumed that such upgrading will occur. The realisation of the full potential of the Base Case as presented thus cannot be guaranteed.

To achieve the range of outcomes indicated by the FS, funding in the order of US\$77 million to meet peak funding requirements will need to be secured. Investors should note that there is no certainty that the Company will be able to raise that amount of funding when needed either by equity or debt or a combination of both. Given the uncertainties involved, investors should not make any investment decisions based solely on the results of the Revised Feasibility Study released on 3 February 2026.

## ANNEXURE A

### Mineral Resource and Mining Reserves

*Combined Mineral Resource as at 1 February 2021*

| Resource Classification | Type of Operation | Combined Mineral Resource |             |                |                |
|-------------------------|-------------------|---------------------------|-------------|----------------|----------------|
|                         |                   | Tonnage                   | Gold Grade  | Gold Content   |                |
|                         |                   | Mt                        | g/t         | Kg             | koz            |
| Measured                | Underground       | 0.091                     | 5.37        | 489            | 15.7           |
|                         | Open pit          |                           |             |                |                |
|                         | Tailings          |                           |             |                |                |
| <b>Total Measured</b>   |                   | <b>0.091</b>              | <b>5.37</b> | <b>489</b>     | <b>15.7</b>    |
| Indicated               | Underground       | 4.774                     | 6.21        | 29 661         | 953.7          |
|                         | Open Pit          | 8.109                     | 2.14        | 17 364         | 558.2          |
|                         | Tailings          | 5.244                     | 0.83        | 4 373          | 140.6          |
| <b>Total Indicated</b>  |                   | <b>18.128</b>             | <b>2.84</b> | <b>51 398</b>  | <b>1,652.5</b> |
| Inferred                | Underground       | 21.452                    | 5.22        | 111 880        | 3597.0         |
|                         | Open pit          | 4.907                     | 5.11        | 25 057         | 805.6          |
|                         | Tailings          | 0.023                     | 0.57        | 13             | 0.4            |
|                         | Rock Dump         | 0.885                     | 1.20        | 1 059          | 34.0           |
| <b>Total Inferred</b>   |                   | <b>27.267</b>             | <b>5.06</b> | <b>138,009</b> | <b>4,437.0</b> |
| <b>Grand Total</b>      |                   | <b>45.485</b>             | <b>4.17</b> | <b>189,896</b> | <b>6,105.2</b> |

**Notes:**

- Columns may not add up due to rounding.
- Gold price used for the cut-off calculations is USD1,500/oz.
- UG Mineral Resources are reported at a cut-off of 160 cm.g/t, open pit at 0.5 g/t and 0.35 g/t, tailings and rock dumps at 0.35 g/t.
- Fault losses of 5% for Measured and Indicated, 10% for Inferred Mineral Resources.
- Mineral Resources are stated as inclusive of Ore Reserves.
- Mineral Resources are reported as total Mineral Resources and are not attributed.

*Mineral Resources for the TGM Tailings Dams as at 1 February 2021*

| Mineral Resource Classification | Surface Operation | Reef     | Tonnage      | Gold        | Gold Content |              |
|---------------------------------|-------------------|----------|--------------|-------------|--------------|--------------|
|                                 |                   |          | Mt           | g/t         | kg           | koz          |
| Indicated                       | Glynn's Lydenburg | Tailings | 1.211        | 0.80        | 972          | 31.3         |
|                                 | Blyde 1           | Tailings | 0.590        | 0.73        | 434          | 14.0         |
|                                 | Blyde 2           | Tailings | 0.280        | 0.83        | 234          | 7.5          |
|                                 | Blyde 3           | Tailings | 0.316        | 0.87        | 275          | 8.8          |
|                                 | Blyde 4           | Tailings | 0.164        | 0.72        | 119          | 3.8          |
|                                 | Blyde 5           | Tailings | 0.022        | 0.61        | 14           | 0.4          |
|                                 | TGM Plant         | Tailings | 2.661        | 0.87        | 2,325        | 74.8         |
| <b>Total Indicated</b>          |                   |          | <b>5.244</b> | <b>0.83</b> | <b>4,373</b> | <b>140.6</b> |

| Mineral Resource Classification | Surface Operation | Reef     | Tonnage      | Gold        | Gold Content |            |
|---------------------------------|-------------------|----------|--------------|-------------|--------------|------------|
|                                 |                   |          | Mt           | g/t         | kg           | koz        |
| Inferred                        | Blyde 3a          | Tailings | 0.023        | 0.57        | 13           | 0.4        |
| <b>Total Inferred</b>           |                   |          | <b>0.023</b> | <b>0.57</b> | <b>13</b>    | <b>0.4</b> |

**Notes:**

- Mineral Resource cut-off of 0.35 g/t applied.
- TGM Plant tailings: 10% discount applied for volume uncertainty.
- Gold price used for the cut-off calculations is USD1,500/oz.
- Mineral Resources are stated as inclusive of Ore Reserves.
- Mineral Resources are reported as total Mineral Resources and are not attributed.

### Mineral Resources for the TGM Rock Dumps as at 1 February 2021

| Mineral Resource Classification | Surface Operation | Reef      | Tonnage      | Gold        | Gold Content |             |
|---------------------------------|-------------------|-----------|--------------|-------------|--------------|-------------|
|                                 |                   |           | Mt           | g/t         | kg           | koz         |
| Inferred                        | Vaalhoek          | Rock Dump | 0.121        | 1.64        | 199          | 6.4         |
| Inferred                        | South East (DGs)  | Rock Dump | 0.408        | 0.93        | 379          | 12.2        |
| Inferred                        | Peach Tree        | Rock Dump | 0.092        | 1.23        | 114          | 3.7         |
| Inferred                        | Ponieskrantz      | Rock Dump | 0.129        | 1.63        | 211          | 6.8         |
| Inferred                        | Dukes Clewer      | Rock Dump | 0.134        | 1.16        | 156          | 5.0         |
| <b>Total Inferred</b>           |                   |           | <b>0.885</b> | <b>1.20</b> | <b>1,059</b> | <b>34.0</b> |

**Notes:-**

1. Mineral Resource cut-off of 0.35 g/t applied.
2. Gold price used for the cut-off calculations is USD1,500/oz.
3. Mineral Resources are stated as inclusive of Ore Reserves.
4. Mineral Resources are reported as total Mineral Resources and are not attributed.

### Ore Reserve Estimate for TGME Mines

| Ore Reserve Category  | Tonnes       | Grade       | Au Content    |            |
|-----------------------|--------------|-------------|---------------|------------|
|                       | kt           | g/t         | kg            | koz        |
| <b>Beta</b>           |              |             |               |            |
| Proved                | -            | -           | -             | -          |
| Probable              | 1,484        | 7.63        | 11,314        | 364        |
| <b>Rietfontein</b>    |              |             |               |            |
| Proved                | -            | -           | -             | -          |
| Probable              | 500          | 7.99        | 3,995         | 129        |
| <b>Frankfort</b>      |              |             |               |            |
| Proved                | 54           | 4.27        | 230           | 7          |
| Probable              | 291          | 4.28        | 1,245         | 40         |
| <b>CDM</b>            |              |             |               |            |
| Proved                | -            | -           | -             | -          |
| Probable              | 381          | 2.25        | 857           | 28         |
| <b>TGM Plant TSF</b>  |              |             |               |            |
| Proved                | -            | -           | -             | -          |
| Probable              | 1,185        | 0.97        | 1,148         | 37         |
| <b>TGM Rock Dumps</b> |              |             |               |            |
| Proved                | -            | -           | -             | -          |
| Probable              | -            | -           | -             | -          |
| <b>Combined</b>       |              |             |               |            |
| Proved                | 54           | 4.26        | 230           | 7          |
| Probable              | 3,841        | 4.83        | 18,559        | 597        |
| <b>Total</b>          | <b>3,895</b> | <b>4.82</b> | <b>18,789</b> | <b>604</b> |

**Notes:**

1. An Ore Reserve cut-off of 170 cm.g/t has been applied for the Beta Mine.
2. An Ore Reserve cut-off of 150 cm.g/t has been applied for the Frankfort Mine.
3. An Ore Reserve cut-off of 121 cm.g/t has been applied for the CDM Mine.
4. An Ore Reserve cut-off of 160 cm.g/t has been applied for the Rietfontein Mine.
5. A gold price of USD2,700/oz and an exchange rate of ZAR/USD 19.65 were used for Ore Reserves.
6. Discrepancy in summation may occur due to rounding.

## ANNEXURE B

### Mining Rights and Applications for Mining Rights

| MR No                                                        | Description                                                       | Farms                                                                                                                                                                                                                                                                                                                                                                                         | Effective Date | Expiry Date  | Remarks                                                                                                                          |
|--------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|----------------------------------------------------------------------------------------------------------------------------------|
| <b>Northern Tenements (MR 83, MR 340, MR 341, MR 10167)</b>  |                                                                   |                                                                                                                                                                                                                                                                                                                                                                                               |                |              |                                                                                                                                  |
| MR 83                                                        | TGME Underground Mines<br>(including Frankfort, Beta, Theta, CDM) | Portions 1, 2, 3, 4, 5 and the Remaining Extent of Frankfort 509KT, Krugers Hoop 527 KT, Portions 1, 2 and the Remaining Extent of Morgenzon 525 KT, Peach Tree 544 KT, 18, 42, 43, 44 and Remaining Extent of Ponieskrans 543 KT and Portion 1 and the Remaining Extent of Van der Merwes Reef 526 KT                                                                                        | 09-May-25      | 08-May-38    | MR83, originally granted on 16 October 2013, has been renewed for a further 13 years                                             |
| MR 340                                                       | Hermansburg                                                       | Portion of the Remaining Extent of Hermansburg 495KT                                                                                                                                                                                                                                                                                                                                          | 10-Jul-13      | 09-Jul-23    | Granted<br>Renewal submitted<br>Refer Note 1                                                                                     |
| MR 341                                                       | PTD's                                                             | Portions 1 and 2 and a Portion of the Remaining Extent of Grootfontein 562KT                                                                                                                                                                                                                                                                                                                  | 25-Sep-19      | 16-Feb-22    | Granted<br>Renewal submitted                                                                                                     |
| MR 10167                                                     | Pilgrims Rest                                                     | Desire 563 KT, Remaining Extent and Portions 1, 2, 3, 12, 14, 15, 17, 18, 19, 20, 22 and 23 of Doornhoek 545 KT, Remaining Extent and Portion 1, 2 and 3 of Rotunda Greek 510 KT, Vaalhoek 474 KT, Buffelsfontein 452 KT, Remaining Extent and Portion 1 of Willemsoord 476 KT, Sacramento 492 KT, Granite Hill 477 KT, Blackhill 528 KT, Manx 475 KT, Klondyke 493 KT and Hermansburg 495 KT | Refer Note 2   | Refer Note 2 | Consolidation of Prospecting Rights 10255PR, 10404PR and 10254PR<br><br>Granted not yet executed                                 |
| <b>Southern Tenements (MR 198, MR 358, MR 433, MR 10161)</b> |                                                                   |                                                                                                                                                                                                                                                                                                                                                                                               |                |              |                                                                                                                                  |
| MR 198                                                       | Elandsdrift                                                       | Portions 1 and 2 of Elandsdrift 220JT                                                                                                                                                                                                                                                                                                                                                         | 18-Mar-08      | 17-Mar-09    | Granted<br>Renewal submitted                                                                                                     |
| MR 358                                                       | Rietfontein                                                       | Portion of the Remaining Extent and Portion 2 and 3 of the farm Spitskop 195 JT, Portion of Portion 16 of Waterval 168 JT and Portion of the Remaining Extent of Maliveld Vallei 192 JT                                                                                                                                                                                                       | 05-Jun-13      | 04-Jun-28    | Section 102 amendment application pending to incorporate Portions 1, 4 and a portion of portion 6 of the farm Rietfontein 193 JT |
| MR 433                                                       | Glynns Lydenburg                                                  | Portion 5 of Grootfontein 196JT and Remaining Extent of Olifantsgeraamte 198JT                                                                                                                                                                                                                                                                                                                | 12-Nov-13      | 11-Nov-23    | Granted<br>Renewal submitted                                                                                                     |
| MR 10161                                                     | Sabie                                                             | Spitzkop 195JT, Portions of the Remaining Extent and Portion 1 of Hendriksdal 216JT, Grootfontein 196JT, Waterval 168JT, Sheba 219JT, Vertroosting 218JT, Olifantsgeraamte 198JT, Rietfontein 193JT                                                                                                                                                                                           | Refer Note 3   | Refer Note 3 | Consolidation of Prospecting Rights, 10005PR, 660PR, 10252PR<br><br>Granted not yet executed                                     |

**Note 1:**

The period of grant of the mining right will be determined upon execution thereof. In the South African context, mining rights may be granted for up to 30 years and are renewable thereafter.

## ANNEXURE C

### Listed and Unlisted Options and Performance Rights

| Number                    | Performance Hurdle/Vesting Date<br>(if applicable)                                                                                                                                          | Exercise Price | Expiry Date  |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------|
| <b>OPTIONS</b>            |                                                                                                                                                                                             |                |              |
| 4,550,000                 | NA                                                                                                                                                                                          | \$0.12         | 30 Sept 2027 |
| 900,000                   | NA                                                                                                                                                                                          | \$0.17         | 30 Sept 2027 |
| 2,650,000                 | NA                                                                                                                                                                                          | \$0.17         | 30 Sept 2027 |
| 300,000                   | NA                                                                                                                                                                                          | \$0.25         | 30 Sept 2027 |
| 12,638,443                | Exercise price at an 8% discount to the 15-Day VWAP (no less than \$0.13)                                                                                                                   | \$0.13         | 31 Oct 2026  |
| 23,668,639                | Exercise price at an 8% discount to the 15-Day VWAP (no less than \$0.13)                                                                                                                   | \$0.13         | 03 July 2027 |
| 10,000,000                | NA                                                                                                                                                                                          | \$0.20         | 25 May 2027  |
| 10,000,000                | NA                                                                                                                                                                                          | \$0.25         | 25 May 2027  |
| 10,000,000                | NA                                                                                                                                                                                          | \$0.30         | 25 May 2027  |
| 3,000,000                 | NA                                                                                                                                                                                          | \$0.12         | 30 Sept 2028 |
| 29,050,000                | Includes 4,950,000 vested options following satisfaction of completion of funding condition                                                                                                 | \$0.15         | 30 Sept 2028 |
| 3,550,000                 | NA                                                                                                                                                                                          | \$0.17         | 30 Sept 2029 |
| 10,000,000                | NA                                                                                                                                                                                          | \$0.32         | 3 Aug 2027   |
| 1,400,000                 | NA                                                                                                                                                                                          | \$0.25         | 30 Sept 2029 |
| 20,636,127                | Exercise price equal to 80% of the 10-day VWAP or \$0.155                                                                                                                                   | \$0.155        | 10 Oct 2027  |
| 27,808,499                | Exercise price equal to 80% of the 10-day VWAP or \$0.155                                                                                                                                   | \$0.155        | 10 Oct 2027  |
| 24,249,647                | TGMO – Listing Options                                                                                                                                                                      | \$0.32         | 01 Jun 2027  |
| <b>194,401,355</b>        | <b>TOTAL OPTIONS</b>                                                                                                                                                                        |                |              |
| <b>PERFORMANCE RIGHTS</b> |                                                                                                                                                                                             |                |              |
| 700,000                   | 12 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC of US\$855/oz (+/- 10%) | Nil            | 30 Sep 2027  |
| 2,650,000                 | Consecutive 3 months >100k annualised ounces                                                                                                                                                | Nil            | 30 Sep 2027  |
| 3,800,000                 | Consecutive 3 months >150k annualised ounces                                                                                                                                                | Nil            | 30 Sep 2027  |
| 5,700,000                 | First Gold Pour                                                                                                                                                                             | Nil            | 30 Sept 2028 |
| 5,650,000                 | Production Commencement                                                                                                                                                                     | Nil            | 30 Sept 2027 |
| 150,000                   | Market Capitalisation of TGM exceeds A\$250 million for 15 consecutive trading days                                                                                                         | Nil            | 30 Sept 2028 |

|                    |                                                                                                                                                                                                                                       |     |              |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------------|
| 150,000            | Market Capitalisation of TGM exceeds A\$400 million for 15 consecutive trading days                                                                                                                                                   | Nil | 30 Sept 2028 |
| 700,000            | 3 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC US\$ / oz as published in the current Feasibility Study (+/- 10%)  | Nil | 30 Sept 2028 |
| 700,000            | 12 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC US\$ / oz as published in the current Feasibility Study (+/- 10%) | Nil | 30 Sept 2029 |
| 1,850,000          | Consecutive 3 months >50k annualised ounces                                                                                                                                                                                           | Nil | 30 Sept 2028 |
| 2,650,000          | Consecutive 3 months >100k annualised ounces                                                                                                                                                                                          | Nil | 30 Sept 2029 |
| 3,800,000          | Consecutive 3 months >150k annualised ounces                                                                                                                                                                                          | Nil | 30 Sept 2029 |
| <b>28,500,000</b>  | <b>TOTAL PERFORMANCE RIGHTS</b>                                                                                                                                                                                                       |     |              |
| <b>222,901,355</b> | <b>TOTAL OPTIONS, PERFORMANCE RIGHTS/OPTIONS</b>                                                                                                                                                                                      |     |              |

## Appendix 5B

# Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

THETA GOLD MINES LIMITED

ABN

30 131 758 177

Quarter ended ("current quarter")

30 September 2026

| Consolidated statement of cash flows |                                                       | Current quarter<br>\$US'000 | Year to date<br>(3 months)<br>\$US'000 |
|--------------------------------------|-------------------------------------------------------|-----------------------------|----------------------------------------|
| <b>1.</b>                            | <b>Cash flows from operating activities</b>           |                             |                                        |
| 1.1                                  | Receipts from customers                               |                             |                                        |
| 1.2                                  | Payments for                                          |                             |                                        |
|                                      | (a) exploration & evaluation                          | -                           | -                                      |
|                                      | (b) development & construction                        | -                           | -                                      |
|                                      | (c) production                                        | -                           | -                                      |
|                                      | (d) staff costs                                       | (1,034)                     | (1,034)                                |
|                                      | (e) administration and corporate costs                | (510)                       | (510)                                  |
| 1.3                                  | Dividends received (see note 3)                       | -                           | -                                      |
| 1.4                                  | Interest received                                     | 437                         | 437                                    |
| 1.5                                  | Interest and other costs of finance paid              | (2,656)                     | (2,656)                                |
| 1.6                                  | Income taxes paid                                     | -                           | -                                      |
| 1.7                                  | Government grants and tax incentives                  | -                           | -                                      |
| 1.8                                  | Other (provide details if material)                   | -                           | -                                      |
| <b>1.9</b>                           | <b>Net cash from / (used in) operating activities</b> | <b>(3,763)</b>              | <b>(3,763)</b>                         |
| <b>2.</b>                            | <b>Cash flows from investing activities</b>           |                             |                                        |
| 2.1                                  | Payments to acquire or for:                           |                             |                                        |
|                                      | (a) entities                                          | -                           | -                                      |
|                                      | (b) tenements                                         | -                           | -                                      |
|                                      | (c) property, plant and equipment                     | (6,725)                     | (6,725)                                |
|                                      | (d) development & construction                        | (3,116)                     | (3,116)                                |
|                                      | (e) exploration & evaluation                          | -                           | -                                      |
|                                      | (f) investments                                       | -                           | -                                      |
|                                      | (g) other – environmental rehabilitation bond         | 25                          | 25                                     |

| <b>Consolidated statement of cash flows</b> |                                                       | <b>Current quarter<br/>\$US'000</b> | <b>Year to date<br/>(3 months)<br/>\$US'000</b> |
|---------------------------------------------|-------------------------------------------------------|-------------------------------------|-------------------------------------------------|
| 2.2                                         | Proceeds from the disposal of:<br>Entities            |                                     |                                                 |
|                                             | (a) tenements                                         | -                                   | -                                               |
|                                             | (b) property, plant and equipment                     | -                                   | -                                               |
|                                             | (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)                   | -                                   | -                                               |
| <b>2.6</b>                                  | <b>Net cash from / (used in) investing activities</b> | <b>(9,816)</b>                      | <b>(9,816)</b>                                  |

|             |                                                                                         |               |               |
|-------------|-----------------------------------------------------------------------------------------|---------------|---------------|
| <b>3.</b>   | <b>Cash flows from financing activities</b>                                             |               |               |
| 3.1         | Proceeds from issues of equity securities<br>(excluding convertible debt securities)    | 5,557         | 5,557         |
| 3.2         | Proceeds from issue of convertible debt securities                                      | -             | -             |
| 3.3         | Proceeds from exercise of options                                                       | -             | -             |
| 3.4         | Transaction costs related to issues of equity securities or convertible debt securities | -             | -             |
| 3.5         | Proceeds from borrowings                                                                | 37,114        | 37,114        |
| 3.6         | Repayment of borrowings                                                                 | (34)          | (34)          |
| 3.7         | Transaction costs related to loans and borrowings                                       | (313)         | (313)         |
| 3.8         | Dividends paid                                                                          | -             | -             |
| 3.9         | Other (subscription monies held pending issue of securities after quarter end)          | -             | -             |
| <b>3.10</b> | <b>Net cash from / (used in) financing activities</b>                                   | <b>42,324</b> | <b>42,324</b> |

|           |                                                                              |         |         |
|-----------|------------------------------------------------------------------------------|---------|---------|
| <b>4.</b> | <b>Net increase / (decrease) in cash and cash equivalents for the period</b> |         |         |
| 4.1       | Cash and cash equivalents at beginning of period                             | 8,993   | 8,993   |
| 4.2       | Net cash from / (used in) operating activities (item 1.9 above)              | (3,763) | (3,763) |
| 4.3       | Net cash from / (used in) investing activities (item 2.6 above)              | (9,816) | (9,816) |

| <b>Consolidated statement of cash flows</b> |                                                                  | <b>Current quarter<br/>\$US'000</b> | <b>Year to date<br/>(3 months)<br/>\$US'000</b> |
|---------------------------------------------|------------------------------------------------------------------|-------------------------------------|-------------------------------------------------|
| 4.4                                         | Net cash from / (used in) financing activities (item 3.10 above) | 42,324                              | 42,324                                          |
| 4.5                                         | Effect of movement in exchange rates on cash held                | -                                   | -                                               |
| <b>4.6</b>                                  | <b>Cash and cash equivalents at end of period</b>                | <b>37,739</b>                       | <b>37,739</b>                                   |

| <b>5.</b>  | <b>Reconciliation of cash and cash equivalents</b><br>at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts | <b>Current quarter<br/>\$US'000</b> | <b>Previous quarter<br/>\$US'000</b> |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------|
| 5.1        | Bank balances                                                                                                                                                               | 37,739                              | 8,993                                |
| 5.2        | Call deposits                                                                                                                                                               | -                                   | -                                    |
| 5.3        | Bank overdrafts                                                                                                                                                             | -                                   | -                                    |
| 5.4        | Other (provide details)                                                                                                                                                     | -                                   | -                                    |
| <b>5.5</b> | <b>Cash and cash equivalents at end of quarter (should equal item 4.6 above)</b>                                                                                            | <b>37,739</b>                       | <b>8,993</b>                         |

| <b>6.</b>                                                                                                                                                       | <b>Payments to related parties of the entity and their associates</b>                   | <b>Current quarter<br/>\$US'000</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------|
| 6.1                                                                                                                                                             | Aggregate amount of payments to related parties and their associates included in item 1 | 165                                 |
| 6.2                                                                                                                                                             | Aggregate amount of payments to related parties and their associates included in item 2 | -                                   |
| <i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i> |                                                                                         |                                     |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                  |                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------|
| <b>7. Financing facilities</b><br><i>Note: the term "facility" includes all forms of financing arrangements available to the entity.<br/>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>Total facility<br/>amount at quarter<br/>end<br/>\$US'000</b> | <b>Amount drawn at<br/>quarter end<br/>\$US'000</b> |
| 7.1 Loan facilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 90,000                                                           | 37,011                                              |
| 7.2 Credit standby arrangements                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | -                                                                | -                                                   |
| 7.3 Other (please specify)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | -                                                                | -                                                   |
| <b>7.4 Total financing facilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>90,000</b>                                                    | <b>37,011</b>                                       |
| <b>7.5 Unused financing facilities available at quarter end</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                  | <b>52,989</b>                                       |
| <p>7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.</p> <p>On 12 June 2026, the Company announced it has completed a US\$90 million (before costs) senior secured bond issue with institutional investors arranged by Pareto Securities. The coupon rate is 12.75% with maturity term is 4 years. As at 30 September 2026, the Company had drawn down US\$37 million from the facility with the remaining proceeds subject to escrow arrangements and not released to the Company unless conditions precedent under the financing Term Sheet are met including a Cost to Complete Test at each drawdown event.</p> |                                                                  |                                                     |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| <b>8. Estimated cash available for future operating activities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>\$US'000</b> |
| 8.1 Net cash from / (used in) operating activities (item 1.9) adjusted                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | (3,763)         |
| 8.2 (Payments for development & construction classified as investing activities) (item 2.1(d))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | (3,116)         |
| 8.3 Total relevant outgoings (item 8.1 + item 8.2)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | (6,879)         |
| 8.4 Cash and cash equivalents at quarter end (item 4.6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 37,739          |
| 8.5 Unused finance facilities available at quarter end (item 7.5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 52,989          |
| 8.6 Total available funding (item 8.4 + item 8.5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 90,728          |
| <b>8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>13.19</b>    |
| <p><i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |
| <p>8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:</p> <p>8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?</p> <p>Answer: Yes</p> <p>8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?</p> <p>US\$90 million Senior Secured Bond Issue completed on 12 June 2026. The bonds were issued to institutional investors and arranged by Pareto Securities. The financing has a term of four years and bears interest at a fixed coupon of 12.75% per annum. The bonds are secured in accordance with the bond documentation. (see also note 7.6 above)</p> |                 |

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes.

The group's large tenement holding in South Africa is potentially very prospective and remains largely unexplored using modern technology. The Theta Project, potential underground mines development and the prospective tenement holding should underpin the company's ability to raise funds for its business needs.

*Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.*

## 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.

30 October 2026

Date: .....

Board of Directors

Authorised by: .....  
(Name of body or officer authorising release – see note 4)

## Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow 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 cash flow 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.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.