

28 September 2020

Dear Optionholder

EXPIRY OF LISTED OPTIONS 5:00PM (AEDT) 31 OCTOBER 2020

We are writing to advise that the Theta Gold Mines Limited (“**Theta Gold**” or “**Company**”) listed options (ASX: TGMO) held by you are due to expire at 5:00PM (AEDT) on Saturday, 31 October 2020 (“**Expiry Date**”). Each option entitles you to acquire one new share in the Company at \$0.30 per share on or before the Expiry Date.

A personalised form (Application for Shares on Exercise of Options) is enclosed together with a reply-paid envelope.

Information required under ASX Listing Rules

In accordance with ASX Listing Rules, the Company advises the following:

- (a) The name of the Optionholder is stated on the personalised Application for Shares on Exercise of Options form (“**Option Exercise Form**”).
- (b) The number of options held and the number of fully paid ordinary shares in the Company to be issued on the exercise of the options, is set out in the Option Exercise Form.
- (c) The exercise price of the option is \$0.30 per share (“**Exercise Price**”).
- (d) The due date for payment of the Exercise Price is on or before the Expiry Date, being **5:00pm (AEDT) on Saturday, 31 October 2020**.

Payment may be made by BPAY or by cheque. Payment instructions are detailed in the Option Exercise Form. Overseas holders wishing to pay by electronic funds transfer should contact the share registry, Boardroom Pty Limited, by email to corporateactions@boardroomlimited.com.au, for bank account details.

Please be aware that the Expiry Date falls on Saturday, 31 October 2020 which is a non-business day. To ensure that your options are validly exercised before the Expiry Date, please pay the total Exercise Price before Saturday, 31 October 2020 so that it is received by the Expiry Date.

- (e) If you elect not to exercise the options or payment is not received by the Expiry Date, your options will expire and no further entitlement will exist.
- (f) Official quotation of the options on ASX will cease at the close of trading on Monday, 26 October 2020.
- (g) The last traded market price for Theta Gold shares before the date of this letter was \$0.235 on 25 September 2020.

(h) The highest and lowest market price for Theta Gold shares during the 3 months immediately before the notice are as follows:

Highest: \$ 0.32 on 03 July 2020

Lowest: \$ 0.225 on 25 June, 29 June and 25 September 2020

(i) There is currently no underwriting agreement in place for the exercise of the options.

Following the exercise of your options, the Company will issue the new shares to you within 15 business days after the exercise date. For administrative reasons, it is the Company's intention to aggregate the options exercised and to issue the new shares in no more than two tranches, with the final tranche on or about 6 October 2020.

Further information

If you require more information on how to exercise your options, please contact Boardroom Pty Limited on 1300 737 760 or +61 2 9290 900.

If you are unsure whether to exercise your options, please contact your stockbroker, financial adviser or other professional adviser.

For information on the Company, please visit www.thetagoldmines.com.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'C. Guy', written in a cursive style.

Charles Guy
Chairman

To be completed by Optionholder:

Number of Options
Registered in your name:

Number of Options being exercised:	Multiplied by the exercise price of A\$.30	Amount Paid:
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Payment may be made by BPAY or cheque.

Overseas holders wishing to pay by electronic funds transfer should contact the share registry, Boardroom Pty Limited, by email to corporateactions@boardroomlimited.com.au for bank account details.

Cash will **not** be accepted via the mail or at Theta Gold Mines Limited Share Registry.

Please tick the relevant box below to confirm your method of payment.

Payment Option 1 – BPAY (tick the relevant box)



Billers Code:

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- If paying by BPAY you do not need to return this exercise notice.
- The amount of your payment received in the account divided by the exercise price will be deemed to be the total number of Options you are exercising

Payment Option 2 – Cheque (Record cheque details below) (tick the relevant box)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Theta Gold Mines Limited" and crossed Not Negotiable and should be attached to this form.
- The amount of your payment received in the account divided by the exercise price will be deemed to be the total number of Options you are exercising

To the Directors

Theta Gold Mines Limited ('Company')

I/We being the registered holders of Options, each to acquire one Fully Paid Ordinary Share in the Company, hereby give notice of the exercise of Options and attach hereto my/our cheque payable to "THETA GOLD MINES LIMITED" in payment of such exercise.

I/We agree to my/our name/s being placed on the Register of Members in respect of the number of shares in the Company allotted and to be bound by the Constitution of the Company.

Please sign here:

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director & Company Secretary

Director

Director / Company Secretary

Telephone No. (Business Hours)

()

Date

Lodgement of Application

POST: Theta Gold Mines Limited C/- Boardroom Pty Limited, GPO Box 3993, SYDNEY NSW 2001

E-MAIL: corporateactions@boardroomlimited.com.au

Neither Boardroom Pty Limited nor the Company accepts any responsibility if you lodge this Application at any other address or by any other means

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.30 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 31 October 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.