Announcement Summary

Entity name

THETA GOLD MINES LIMITED

Date of this announcement

Wednesday August 02, 2023

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

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Unlisted Options, Expiry date of 28 January 2024, Exercise Price of $0.10	1,000,000	01/08/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of entity

THETA GOLD MINES LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type	**Registration number**
ABN	30131758177

1.3 ASX issuer code

TGM

1.4 The announcement is
☑ New announcement

1.5 Date of this announcement

2/8/2023

Part 2 - Issue details

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

Please specify

Notification of 1,000,000 Unlisted Options

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

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

New +securities

ASX +security code	**+Security description**
New class - code to be confirmed	Unlisted Options, Expiry date of 28 January 2024, Exercise Price of $0.10

+Security type

Options

ISIN code

Date the +securities the subject of this notification were issued

1/8/2023

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

☑ Yes

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

☑ No

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

https://announcements.asx.com.au/asxpdf/20230403/pdf/45n9tj68r3t0d3.pdf

Options Details

+Security currency	**Exercise price**	**Expiry date**
AUD - Australian Dollar	AUD 0.10000000	28/1/2024

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

Other

Description

Notification of 1,000,000 Unlisted Options

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

1,000,000 Unlisted Options issued at $0.10 representing the 'at-market' closing price on Monday, 31 July 2023, pursuant to clause 2 of options term schedule annexed to ASX Announcement dated,3 April 2023. Options have an expiry date of 28 January 2024. (180 days following issued date)

Please provide any further information needed to understand the circumstances in which you are notifying the

issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

N/A

Issue details

Number of +securities

1,000,000

Were the +securities issued for a cash consideration?

☑ No

Please describe the consideration being provided for the +securities

1,000,000 Unlisted Options issued to 2InvestAG as consideration pursuant to an agreement to issue options, each and every month interest due on Bond has not been paid that was due 31 January 2023.

Purpose of the issue

Other

Additional Details

The purpose of the issue of Options is consideration for delayed payment of interest due on Bond.

Part 4 - +Securities on issue

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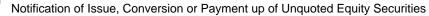**(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
TGM : ORDINARY FULLY PAID	700,075,007

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

ASX +security code and description	Total number of +securities on issue
TGMAAL : OPTION EXPIRING 30-DEC-2023 EX $0.066	1,000,000
TGMAAE : OPTION EXPIRING 31-DEC-2023 EX $0.12	20,000,000
TGMAAA : OPTION EXPIRING 31-JUL-2023 EX $0.275	7,500,000
TGMAAB : OPTION EXPIRING 30-SEP-2023 EX $0.40	18,571,433
TGMAAF : OPTION EXPIRING 30-SEP-2025 EX $0.12	9,150,000
TGMAAG : OPTION EXPIRING 30-SEP-2027 EX $0.17	2,650,000
TGMAAH : OPTION EXPIRING 30-SEP-2027 EX $0.25	300,000
TGMAP : PERFORMANCE RIGHTS	25,170,000
TGMAD : OPTION EXPIRING 31-DEC-2025 EX $0.50	1,900,000
TGMAAD : OPTION EXPIRING 16-JAN-2024 EX $0.17	15,000,000
TGMAZ : 20% BEARER BOND NOTE 2021/2023	6,000,000
TGMAA : OPTION EXPIRING 30-SEP-2025 EX $0.40	1,200,000
TGMAB : OPTION EXPIRING 30-SEP-2025 EX $0.50	240,000

TGMAAJ : OPTION EXPIRING 30-OCT-2023 EX $0.07	1,000,000
TGMAAK : OPTION EXPIRING 29-NOV-2023 EX $0.068	1,000,000
TGMAAI : OPTION EXPIRING 02-OCT-2023 EX $0.055	4,000,000
New class - code to be confirmed : Unlisted Options, Expiry date of 28 January 2024, Exercise Price of $0.10	1,000,000

Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?
☑ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?
☑ No

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

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

1,000,000 Unlisted Options

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
☑ No