



3 July 2025

**ASX ANNOUNCEMENT
(ASX:TGM)**

Successful Completion of US\$4 million Private Placement

Theta Gold Mines Limited ("**Theta Gold**" or the "**Company**") (ASX:TGM) refers to its ASX announcement dated 30 June 2025¹ in regards to a Private Placement for US\$4 million (~AU\$6.02² million) before costs and wishes to advise that the Placement is now complete.

The Company has now issued 47,337,278 fully paid ordinary shares (Placement Shares) to existing and institutional investor, Hong Kong Ruihua Green Development Limited, along with 23,668,639 attaching unlisted options (Placement Options)³.

In addition, the Company has now issued 1,869,231 fully paid ordinary shares to Consultants, (Consultant Shares). These shares will be held in voluntary escrow for a period of 3 months from issue.

All new shares issued will rank equally with existing fully paid ordinary shares of Theta Gold.

This placement was arranged by Golden Asia Investment Group Limited out of Hong Kong who acted as Lead Manager.

An Appendix 2A – Application for quotation of securities and **Appendix 3G** – Notification regarding unquoted securities will be released following today's announcement.

[ENDS]

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

For more information, please visit www.thetagoldmines.com or contact:

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¹ Ref ASX release dated 30 June 2025 titled, "Board Approves TGME Gold Project + US\$4 million Private Placement".

² The conversion price of (USD:AUD) was based on the closing spot price(s) published by the RBA on the date placement proceeds were received which was an average of 0.65.

³ Each Placement Option will have an exercise price equal to an 8% discount to the 15-Day VWAP to the last closing price at the time of exercise, (but no less than \$0.13 cents), and expiry date 2 years from the date of issue.

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ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX:TGM) is a gold development company that holds a range of prospective gold assets in a world-renowned South African gold mining region. These assets include several surface and near-surface high-grade gold projects which provide cost advantages relative to other gold producers in the region.

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

The company has completed a Feasibility Study (FS) released to ASX on 27 July 2022, for the first four mines Beta, CDM, Frankfort and Rietfontein (TGME Underground Project). The Base Case LOM plan comprises a 12.9-year mining operation starting in 2023 and delivering production of 1.24 million ounces of contained gold.

The estimated development capital or peak funding requirement is USD77 million (AUD102 million), with the Project forecast to generate a pre-tax NPV10% of USD324 million (AUD432 million) and pre-tax Internal Rate of Return (IRR) of 65% at the forecast gold price of averaging USD1,642/oz over the LOM.

The Company aims to build a solid production platform to over next 5 years to 160kozpa based primarily around shallow, open-pit or adit-entry shallow underground hard rock mining sources. Theta Gold has access to over 43 historical mines and prospect areas that can be accessed and explored, with over 6.7Moz of historical production recorded.

Theta Gold holds 100% issued capital of its South African subsidiary, Theta Gold SA (Pty) Ltd (“TGSA”). TGSA holds a 74% shareholding in both Transvaal Gold Mining Estates Limited (“TGME”) and Sabie Mines (Pty) Ltd (“Sabie Mines”). The balance of shareholding is held by Black Economic Empowerment (“BEE”) entities. The South African Mining Charter requires a minimum of 26% meaningful economic participation by the historically disadvantaged South Africans (“HDSAs”). The BEE shareholding in TGME and Sabie Mines is comprised of a combination of local community trusts, an employee trust and a strategic entrepreneurial partner.



DISCLAIMER

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.

The Company confirms that all material assumptions underpinning the production target, or the forecast financial information derived from the production target continue to apply and have not materially changed from those previously released to ASX in a Feasibility Study dated 27 July 2022.