

Record Date: 7.00pm (Sydney time) 26 October 2022

Closing Date: 5.00pm (Sydney time) 29 November 2022

Issue Price per New Share: A\$0.07

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this document, please contact an appropriate professional adviser. Terms not defined in this Application Form have the meaning given in the Share Purchase Plan – Terms and Conditions lodged by Theta Gold Mines Limited in Offer Document dated 9 November 2022 (SPP) accompanying this Application Form.

A SPP Offer Details

Eligible Shareholders are entitled to apply to purchase a parcel of Securities under the SPP with a minimum application amount of A\$5,000 and a maximum application amount of A\$30,000.

Before applying for Securities you should read the Share Purchase Plan – Terms and Conditions accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' on the back of this Application Form carefully.

This SPP Offer is non-renounceable meaning that you cannot transfer your right to purchase Securities to another person. Applications can only be accepted in the name printed on the Application Form.

If you are a custodian, trustee or nominee within the definition of 'custodian' (as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian), you must complete and return this Application Form together with the Custodian Certificate referred to in Section F of this Application Form.

If you do not wish to subscribe for Securities under the SPP Offer, there is no need to take any action.

B SPP Offer Choice

Indicate the parcel of Securities you wish to apply for by marking one box only below:

☐

Offer A
A\$30,000

☐

Offer B
A\$25,000

☐

Offer C
A\$20,000

☐

Offer D
A\$15,000

☐

Offer E
A\$10,000

☐

Offer F
A\$5,000

The issue price for each Share is \$0.07. The issue price may be adjusted if required to comply with the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and the ASX listing rules. For further information on the issue price, please refer to the Share Purchase Plan – Terms and Conditions.

C Payment Details

Payment may only be made by BPAY or cheque, bank draft or money order and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY.

Payment Option 1 – BPAY



Billers Code:

Customer Reference Number
CRN:

Telephone and Internet Banking - BPAY®

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

- To pay via BPAY please contact your participating financial institution.
- If paying by BPAY you do not need to return this Application Form.
- Please ensure you pay the correct amount. If your BPAY payment:
 - is an amount less than A\$5,000, the Company may at its discretion reject your application for Securities and refund your application money in full (without interest); or
 - does not result in an exact number of Securities to be issued (based on the issue price), the number of Securities to be issued to you will be rounded down to the nearest whole Share.

In light of delays to postal services caused by the coronavirus pandemic, it is recommended by the Registry to pay by BPAY, as you do not need to return this Application Form if you choose this payment method.

Payment Option 2 - Cheque, bank draft or money order

Record your cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- If paying by cheque, bank draft or money order you must complete this Application Form and submit it together with your cheque, bank draft or money order.
- Only cheques, bank drafts or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque, bank draft or money order must be made payable to 'Theta Gold Mines Limited' and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. If your cheque, bank draft or money order:
 - is an amount less than A\$5,000, TGM may at its discretion reject your application for Securities and refund your application money in full (without interest); or
 - does not result in an exact number of Securities to be issued (based on the issue price), the number of Securities to be issued to you will be rounded down to the nearest whole Security.
- Make sure you send your completed Application Form and payment allowing enough time for mail delivery so the Registry, Boardroom Pty Limited, receives them no later than 5.00pm (Sydney time) on Tuesday, 29 November 2022 (**Closing Date**).
- If paying by cheque, please ensure sufficient cleared funds are held in your account as your cheque will be banked as soon as it is received.
- The Company reserves the right not to process any Application Forms that are incomplete or where payment is received after the Closing Date.

D Contact Details

Please provide a daytime telephone number and contact name in case we need to contact you regarding your application.

Contact name	Daytime telephone number

E Applicant's Certification and Acknowledgements

By completing and returning this Application Form with your cheque, bank draft or money order to the Share Registry or making a BPAY® payment, you:

- represent and warrant that you have read and understood the Share Purchase Plan – Terms and Conditions, and
- provide authorisation to be registered as the holder of the Securities acquired by you and agree to be bound by the Constitution of Theta Gold Mines Limited.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and accompanying cheques, bank drafts or money orders must be received no later than **5:00pm (Sydney time) on Tuesday, 29 November 2022** at:

MAILING ADDRESS
Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

HAND DELIVERY ADDRESS
Boardroom Pty Limited
Level 8, 210 George Street
SYDNEY NSW 2000

F Information for Custodians

If you are a Custodian you must complete this Application Form and a Custodian Certificate and submit both documents together with your cheque. Custodians cannot make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected. Please refer to the Share Purchase Plan – Terms and Conditions for further information in relation to applications by Custodians.