



Announcement Summary

Entity name

THETA GOLD MINES LIMITED

Announcement Type

New announcement

Date of this announcement

6/5/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options, exercise price 8% discount to the 15 day VWAP (no less than \$0.13), 2 year expiry date.	58,461,071
TGM	ORDINARY FULLY PAID	116,922,142

Proposed +issue date

5/6/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

THETA GOLD MINES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

30131758177

**1.3 ASX issuer code**

TGM

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

6/5/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	20/6/2024	Estimated	

**Comments**

Tranche 2 of Placement - The issue of approximately 23,384,428 million attaching Options which are subject to shareholder approval at a General Meeting of Shareholders. (The exact amount of Options issued will be subject to the conversion rate for (USD:AUD) applied on the receipt of funds and the subsequent number of new Shares issued under the Placement).

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

## Details of +securities proposed to be issued

**ASX +security code and description**

TGM : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

116,922,142

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.13000



**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

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

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Options, exercise price 8% discount to the 15 day VWAP (no less than \$0.13), 2 year expiry date.

**+Security type**

Options

**Number of +securities proposed to be issued**

58,461,071

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

To be issued as free-attaching Options as part of subscription for shares in a Placement on a one Option for every two Shares subscribed in the Placement.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

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

Yes

Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.1300

**Expiry date**

5/6/2026



**Details of the type of +security that will be issued if the option is exercised**

TGM : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

35,076,643 Ordinary Shares under Tranche 1

23,384,428 Ordinary Shares under Tranche 2

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer to ASX announcement dated, 6 May 2024 setting out terms of the two-tranche Placement.

Part 7C - Timetable

**7C.1 Proposed +issue date**

5/6/2024

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

8,153,285 Ordinary Shares under Tranche 1

35,076,642 Unlisted Options under Tranche 1

46,768,857 Ordinary Shares under Tranche 2

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

62,000,000 Ordinary Shares under Tranche 1

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

The Company decided to undertake a Placement as the most time and cost effective method to raise the amount of capital required to undertake its planned operations.

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No



## Part 7E - Fees and expenses

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### 7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

#### 7E.1a Who is the lead manager/broker?

Golden Asia Investment Group Limited (GAIG) acted as Lead Manager for the Placement.

#### 7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

6% commission is payable to GAIG on the total amount raised in the Placement.

### 7E.2 Is the proposed issue to be underwritten?

No

### 7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

ASX Listing fees will be paid on the issue and listing of the Placement Shares and Options, corporate advisory fees will be paid to GAIG as Lead Manager assisting in the completion of the transaction and legal fees paid in respect of preparation of documentation under the agreements (not material).

## Part 7F - Further Information

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### 7F.01 The purpose(s) for which the entity is issuing the securities

The funds raised under the two-tranche Placement will be applied towards advancing the TGME gold mine project in South Africa, the pay-out of corporate bonds along with any financing charges, completion of EPC payments and working capital.

### 7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

### 7F.2 Any other information the entity wishes to provide about the proposed issue

Refer to ASX announcement dated 6 May 2024 released to the ASX for full details of Placement.

### 7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)