



31 January 2024

ASX ANNOUNCEMENT
(ASX:TGM)

QUARTERLY REPORT

1 October 2023 to 31 December 2023

Theta Gold Mines Limited (“**Theta Gold**” or “**Company**”) (ASX: TGM | OTC: TGMGF) is pleased to report on its activities for the quarter ended 31 December 2023.

HIGHLIGHTS

DURING THE DECEMBER 2023 QUARTER:

- 2200 tons of fresh ore mined, and 2120 tons of historical mine sweepings extracted.
- Final Environmental Authorisation (EA) received for Mining Right 83 from the Department of Mineral Resource and Energy (DMRE) of South Africa (Subject to 90-day review).^{1,2}
- The Company continues to progress the due diligence process for the A\$110 million (US\$70 million) non-binding Term Sheet (“TGME Stream”) signed with Sprott Streaming and Royalty Corporation (“Sprott Streaming”)³.



¹ Refer to ASX Release dated 26 July 2023 titled, “Final Environmental Authorisation Granted for MR83”.

² Refer to ASX Released dated 11 September 2023 Titled, “Environmental Authorisation Update”.

³ Refer to ASX Release dated 19 October 2022 titled, “Theta Gold Executes a A\$110M (US\$70M) Non-Binding Funding Term Sheet with Sprott Streaming for its TGME Gold Project”.

OPERATIONS AND DEVELOPMENT UPDATE

Commercial Bulk Sample Project Update

The Company advises that the mining of the commercial bulk sample (2200 tonnes) at Frankfort Mine is completed. Mining of the fresh ore was completed successfully with no safety incidents.

The Bulk Sampling program commenced in May 2023 with labour recruitment and procurement process of all mining and engineering requirements. All engineering labour was recruited by the end of May 2023. Infrastructure was installed at Frankfort mine and mining commenced in July 2023.

Drill and blasting activities also commenced in July 2023 and blast design was done in conjunction with AECI, who are the explosives manufacturers and suppliers. The design considered the density of the rock to be blasted, the desired fragmentation, the planned cleaning method, the planned transport mode, and the cost of the explosives. Emulsion explosives were chosen due to their intrinsic safety properties. The explosives accessories included:

- Shock-tubes
- Reef masters
- Electric detonators and
- Tamping

Blast holes with an effective hole length of 80cm were drilled at an internal burden of 70cm this was necessitated by the low Uniaxial Compressive Strength (UCS) of the reef. The blast holes needed to be drilled at a certain angle to the hanging and footwall. This is required to avoid drilling into the hangingwall to prevent developing poor hangingwall conditions which would pose a safety risk.

Figure 1 below indicates the mined area overlaid on the block model as per the JORC report.

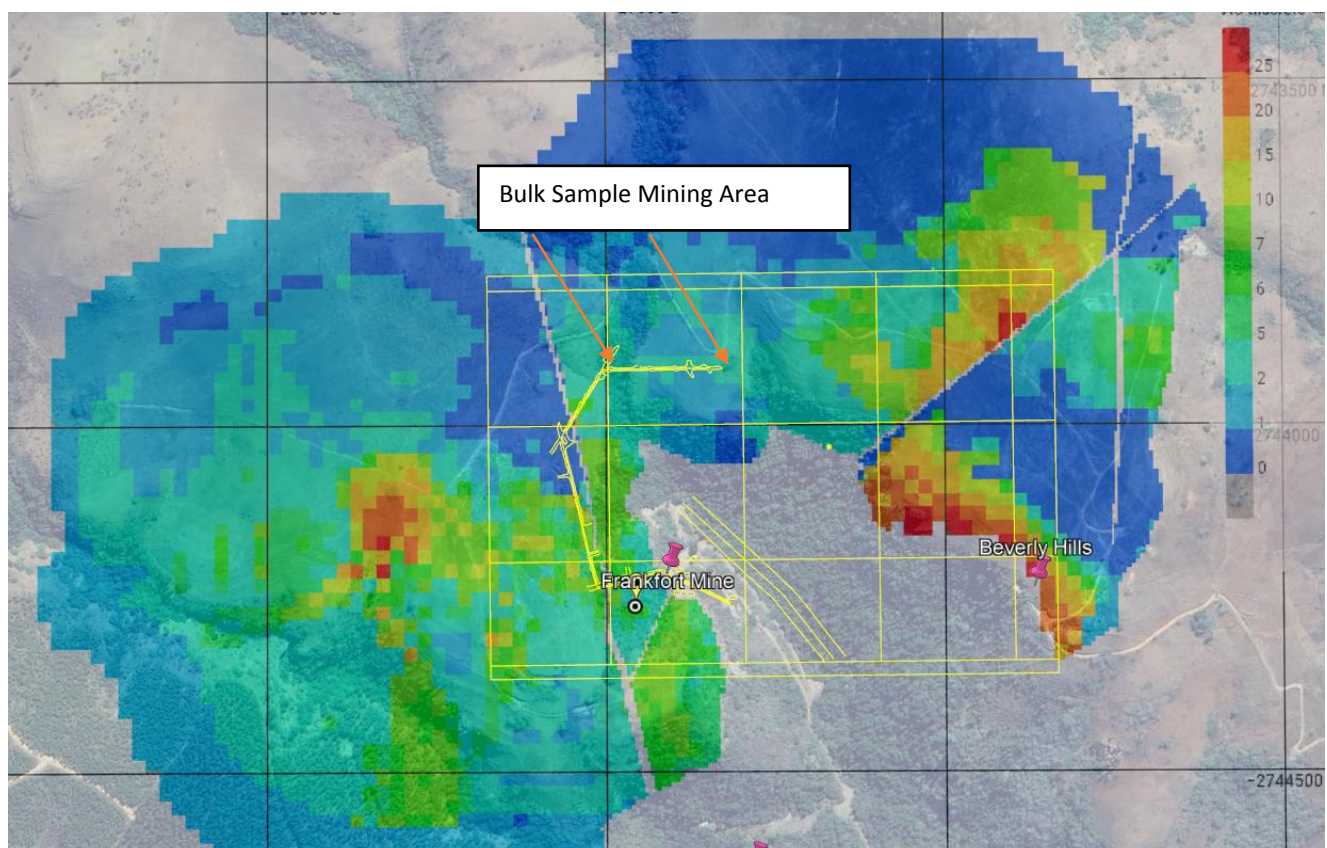


Figure 1: Frankfort mined area overlaid on the block model

Following the completion of the Bulk Sampling program, Theta Gold will explore its options to expedite early cash flow opportunities from the Frankfort Mine. The bulk sample will undergo metallurgical test work as part of the marketing strategy for the ore.

Details of mining are attached below in [Frankfort Gold Mine Bulk Sampling Safety and Background.](#)



Figures 2 to 5: Pictures of Ore loading and transporting.



Figure 6: Drill and blast activity underway at Frankfort Gold Mine

Frankfort Gold Mine Bulk Sampling Safety and Background

Before the bulk sampling program could commence at Frankfort Mine in South Africa, it was necessary to obtain permits and comply (See Table 1) with all current mining legislation. Safety measures, such as roof supports, ventilation, and water management systems, were also installed in order to ensure the safety of the mine.

Table 1: Operation and Tasks completed in support of Frankfort Bulk Sample

| Tasks | Successfully Completed |
|--|-------------------------------|
| Mine usage and storage Explosive Licence | ✓ |
| Explosive Transport Licence | ✓ |
| Mine Induction and Competency training for all new employees | ✓ |
| Electrical power and compressed air supply tender and contract award | ✓ |
| Installation of surface critical infrastructure to support Mining activities | ✓ |
| Safe-making activities and getting the Mine production-worthy | ✓ |
| Drill and Blast Design with explosives manufacturer | ✓ |
| Survey and Sampling of all intended Mining areas | ✓ |

| | |
|--|---|
| Mining activities to create the required volumes | ✓ |
| Earthmoving equipment tender and contract award | ✓ |
| Earthworks and construction of Dense Media Separation and Crushing Plan footprints | ✓ |
| Construction of Water Management Systems and Return Water Dams | ✓ |
| Rehabilitation and re-construction of 21km of gravel road | ✓ |
| Designed, manufactured and commissioned a 25t/hour 2-stage crushing plant | ✓ |
| Designed, manufactured and commissioned a 25t/hour Dense Media Separation Plan | ✓ |
| Gold-bearing Ore transport tender and contract award | ✓ |

Additionally, 30 local miners underwent safety training, and all South African mining regulations were implemented. Finally, the mine had to pass a safety inspection from the regional Mines inspector.

The Bulk Sampling project commenced in May 2023 with labour recruitment and procurement process of all mining and engineering requirements. All engineering labour was recruited by the end of May 2023. Infrastructure was installed at Frankfort mine and mining commenced in July 2023.

Drill and blasting activities also commenced in July 2023 and blast design was done in conjunction with AECL, who are the explosives manufacturers and suppliers, the design considered the density of the rock to be blasted, the desired fragmentation, the planned cleaning method, the planned transport mode, and the cost of the explosives. Emulsion explosives were chosen due to their intrinsic safety properties. The explosives accessories included, Shock-tubes, Reef masters, Electric detonators and Tamping.

Blast holes with an effective hole length of 80cm were drilled at an internal burden of 70cm this was necessitated by the low UCS of the reef. The blast hole needed to be drilled at a certain angle to the hanging and footwall to avoid drilling into the hangingwall and damaging it as this would have created bad hangingwall conditions which would pose a safety risk. Furthermore, poor fragmentation would be the result if the blast holes are not drilled according to the planned angles and directions.

The mine design was based on ledging both sides of the existing roadway for 4.5 m, the ledges were blasted sequentially in a staggered pattern until they reached their limit to comply with the rock mechanics designs and minimize the possibility of rockfalls or roof breaks. This is especially important in shallow mining areas due to the lack of clamping forces.

The 1st blast was taken in July 2023, the length of the blasted panel was 30m, with a planned stoping width of 09m and a planned advance of 0.8m, this generated about 80 tons. Blasting took place over a period of 9 weeks generating 4320 tons inclusive of old sweeping tons.

Once a panel is blasted, it would then be cleaned by means of the water jet, the water jet would move the blasted rock into the roadway, from which it would then be cleaned by means of an LHD Scoop. The LHD Scoop would transport the ore from the blasting area to a tipping point underground, from where the ore would later be transported to the tipping point on the surface. After a panel has been

cleaned, the crew would then come and install temporary and permanent support units to get the panel ready for the next blast.

From the surface tipping point, the blasted ore (run-of-mine) was loaded into a dump truck and transported to the DMS area, where the ore was crushed and screened. The product was then put through the DMS to separate the gold-bearing material from the waste material. This is done based on the difference in the densities of the waste material and the gold-bearing material.



Figures 7 and 8 Show Drilling and Blasting Preparation at Frankfort Mine



Figure 9: DMS Arriving on-site at Frankfort.



Figure 10: DMS being offloaded on site.



Figure 11: Crusher offloaded into position.



Figure 12: Construction and commissioning of DMS.

Project Permits and Approvals Update

Water Use Licence:

The WUL is issued in accordance with Chapter 4 of the National Water Act, 1998 (Act 36 of 1998) for a period of 12 years. The WUL forms an integral part of the TGME Underground Project since it authorises the extension of the current Tailings Storage Facility and all planned water use activities within the MR83 area.

The approval of the WUL is a result of comprehensive environmental specialist studies conducted with detailed engineering designs that satisfy the extensive regulatory requirements relating to water and waste management in South Africa.

The DWS will inform all interested and affected parties of the issuing of this licence, which lead to a 90-day public review and objection period that ended on the 30th of June 2023. The company has received notice from DWS that the WUL has been granted after successfully completing the 90-day review process.

The communications with the Department of Forest, Fishery and Environment (DFFE) for the continuation of mining remain in progress⁴.

Environmental Authorisation (EA):

The Company announced on 26 July 2023⁵ that it has received its Environmental Authorisation (EA) and that the South African Department of Minerals Resources and Energy (DMRE) has granted the Company's EA application over MR83.

As a result of the DMRE approval, three (3) of the four (4) mines within the initial TGME Underground Gold Project are now fully permitted, subject to a 90-day public participation and appeal period which enables interested and affected parties an opportunity to review and/or lodge an appeal to the DMRE decision to approve the EA for MR83.

On 11 September 2023⁶ the Company advised that the South African Department of Forestry, Fisheries and the Environment (DFFE) has received a notice of objection from a private individual against the EA granted by the DMRE over MR83. As per the announcement of 26 July 2023⁷, there is a normal appeal process that enables interested and affected parties an opportunity to lodge an appeal.

Theta Gold has engaged legal counsel to assist in responding to the objection against the granting of the EA for MR83.

Updated Environmental Approvals for MINING RIGHT (MR) 83 – Progress Table

| Environmental Approvals for Mining Right (MR) 83 | Status |
|---|---------------|
| Submit application for EA | ✓ |
| Submit draft scoping report | ✓ |
| Specialists EIA Studies Completed | ✓ |
| DMRE acceptance of final Scoping report | ✓ |
| Draft EIA/EMPr submitted for public review | ✓ |
| Draft IWWMP submitted for public review | ✓ |
| Air Quality Emissions approval | ✓ |
| Water use approvals | ✓ |
| EIA approvals | ✓ |

⁴ Refer to ASX release date 18 July 2022 titled "Permitting Update TGME Underground Gold Project".

⁵ Refer to ASX Release dated, 26 July 2023 titled, "Final Environmental Authorisation Granted for MR83".

⁶ Refer to ASX Release dated, 11 September 2023 titled, "Environmental Authorisation Update for MR83".

⁷ Refer to ASX Announcement dated 26 July 2023, titled "Final Environmental Authorisation Granted for MR83 at our Flagship TGME Gold Mine".

Stakeholder Management and Social Investment

The Company's focus remains to work closely with our stakeholders and communities to strengthen the existing relationships and, to establish a mutually beneficial relationship that is healthy and sustainable. The TGME Stakeholder Forum continues to gain good momentum with open and honest communications between all parties.

The environmental authorisation permitting process for the Rietfontein underground project kicked off in Q3 of 2023 and is currently nearing the end of the scoping phase. Effective stakeholder engagement is very important during the scoping public review period to ensure that all stakeholders understand the proposed project and project-related information. Comprehensive stakeholder engagement was therefore conducted from October to December 2023 with our various stakeholders.

Focus group meetings were held with the Municipal Ward Councillors, the Sabie Business Chamber, the Sabie Rate Payers Association, SAFCOL (South African Forestry Company SOC Ltd), Vanaxe Residents and the Department of Public Works and Infrastructure. In general, the stakeholders were very supportive of the project and welcomed the much-needed jobs in Sabie. The consensus was that it is an easy project to support since Rietfontein is an existing underground mine that will be redeveloped and due to the small surface footprint area that will be impacted. The stakeholders also indicated their appreciation of the transparent and comprehensive project information that was presented and shared during the meetings.

A very successful public open day was held in Sabie on 28 October 2023. Feedback from the open day was very positive and the community is very excited about the local job opportunities and economic upliftment that will be created by the project. There were some good questions, but overall, the sentiment was positive towards the proposed project. With the significant turnout at the open day it can be concluded that the procedural requirement to consult during the scoping phase is satisfied.

Digby Wells has been appointed for the development of the new Social and Labour Plan (SLP) for the Rietfontein Underground Mine. A thorough and robust broad-based community and stakeholder consultation process will be undertaken as part of the development of the new SLP. The purpose of this process is not only to ensure legislative compliance but to establish and maintain sustainable partnerships with communities and stakeholders, in line with the requirements of a transparent, inclusive and equitable achieving a social license to operate.

Key Feasibility Study Highlights for TGME Gold Mine Project

On 27 July 2022⁸, the TGME Underground Project Definitive Feasibility Study ("FS") was released to ASX with an NPV_{10%} of \$A432 million at US\$1,642 / oz gold price. Key features of FS include:

- TGME Feasibility Study delivers 1.24Moz contained gold, underpinning an initial 12.9-year mine life.
- Strong financial return (based on LOM Plan), including (at a gold price of A\$2,189/oz, with first production targeted for 2024⁹, including:
 - Undiscounted free cash flows of US\$508m, (A\$678m), pre-tax US\$717, (A\$956m);

⁸ Refer to ASX release dated 27 July 2022 titled "Theta's TGME Project FS confirms NPV_{10%} of A\$432 Million at US\$1,642 / Oz Gold Price".

⁹ First gold production will be subject to financing, permitting and regulatory approvals.

- NPV (at a 10% discount rate) of US\$219m (A\$292m), pre-tax US\$324m, (A\$432m);
- Capital payback period of 31 months;
- Pre-tax IRR of 65%;
- Combined Underground Projects have an AISC of US\$834/oz (A\$1,112/oz);
- Peak Capital requirement is US\$77m (A\$103m), total LOM capital requirements US\$174m (A\$232m).
- Table 1 demonstrates the key economics of the project based on various gold price assumptions.

Table 1: Project Economics at Various Gold Prices – Base Case (AUD)

| Project Economics at gold price | Unit | Forecast (USD1,642/oz Avg) | USD1,500/oz | USD1,600/oz | USD1,800/oz | USD2,000/oz | USD2,200/oz |
|---|--------|----------------------------|-------------|-------------|-------------|-------------|-------------|
| NPV @ 10% (real) Pre-tax | AUDm | 432 | 339 | 405 | 536 | 669 | 802 |
| NPV @ 10% (real) Post-tax | AUDm | 292 | 232 | 274 | 359 | 447 | 533 |
| IRR (%) Pre-tax | % | 65% | 57% | 64% | 77% | 90% | 102% |
| IRR (%) Post-tax | % | 57% | 50% | 56% | 67% | 78% | 87% |
| AISC | AUD/oz | 1,112 | 1,096 | 1,107 | 1,129 | 1,149 | 1,167 |
| EBITDA annual average | AUDm | 92 | 77 | 87 | 107 | 128 | 148 |
| EBIT annual average | AUDm | 80 | 66 | 76 | 96 | 116 | 136 |
| Free Cash Flow (Pre-tax) | AUDm | 956 | 768 | 897 | 1,158 | 1,421 | 1,686 |
| Free Cash Flow (Post-tax) | AUDm | 678 | 550 | 638 | 814 | 996 | 1,175 |
| Development Capital – Peak Funding | AUDm | 102 | 102 | 102 | 102 | 102 | 102 |
| Capital Sustaining | AUDm | 49 | 49 | 49 | 49 | 49 | 49 |
| Payback post-tax | Months | 31 | 33 | 31 | 28 | 25 | 24 |
| Capital Efficiency (Pre-Tax NPV/Dev Capital) | % | 422% | 332% | 395% | 524% | 653% | 783% |
| Capital Efficiency (Post-Tax NPV/Dev Capital) | % | 285% | 226% | 268% | 351% | 437% | 521% |

NOTES:

1. Converted to AUD from USD using AUD:USD exchange rate of 1.333.
2. Due to rounding, numbers presented throughout this document may not add up precisely to the totals, provided and percentages may not precisely reflect the absolute figures.

CORPORATE GOVERNANCE AND FUNDING UPDATE

Conversion of Unlisted Options

Theta Gold announced during the quarter that 2 Invest AG, a significant investor and shareholder in Theta Gold has elected by notice to exercise unlisted options into fully paid ordinary shares in the Company as follows:

- 1,000,000 ordinary shares to be allotted upon the exercise of 1,000,000 unlisted options issued on 9 November 2023 with an exercise price of \$0.066 and expiry date of 29 November 2023, and
- 1,000,000 ordinary shares to be allotted upon the exercise of 1,000,000 unlisted options issued on 12 December 2023 with an exercise price of \$0.068 and an expiry date of 31 December 2023.

The funds raised totalling A\$134,000 (US\$91,656) from the conversion of options were used to further advance the Frankfort gold mine bulk sample programme.

AU\$110m (US\$70m) non-binding Term Sheet with Sprott Streaming and Royalty Corporation

The Company continues to advance its due diligence efforts with Sprott Streaming. The terms of the transaction can be found on the Company's ASX release date 19 October 2022¹⁰.

Cash Position and Subsequent Funding

As of 31 December 2023, the Group had US\$634,000 in cash.

Furthermore, as announced previously on 25 March 2021, the Company entered into an At-The-Market Subscription Deed ("ATM") with Acuity Capital. The ATM was renewed on 31 July 2023 and extended for a further 3 years to 31 July 2026 and may provide the Company with additional standby equity capital of up to A\$15,000,000 (US\$9,958,500) available under the facility. There are no requirements on the Company to utilise the ATM and the Company may terminate the ATM at any time, without cost or penalty. As security for the ATM, the Company has issued 24 million TGM collateral shares to be held by Acuity Capital on 25 March 2021. As of the date of this report, this facility remains available and undrawn.

In accordance with ASX Listing Rules 5.3.1 and 5.3.2, the Company provides the following summary of expenditures incurred during the Quarter:

| | | |
|--|-----------|------------------|
| Mining exploration costs (including exploration labour) | US | \$422,602 |
| Mining Production and Development Costs (including trial mining) | US | \$122,907 |
| Licence to Operate Costs | US | \$ 38,504 |
| Total | US | \$584,013 |

The Company's Quarterly Appendix 5B reported nil payments to related parties and their associates as noted in the Appendix 5B this payment was for directors' fees and consulting fees (including payments relating to current and prior quarters).

Capital Structure

The current capital structure of the Company at 31 December 2023 is as follows:

| | Number |
|--|---------------|
| Fully paid ordinary shares (ASX: TGM OTC: TGMGF) | 707,075,007 |
| Unlisted options, performance rights, and bonds (see "Annexure C") | 92,610,000 |

The market capitalisation of TGM was A\$81.3 million¹¹ (US\$55.6m) as at 31 December 2023.

¹⁰ Refer to ASX Release dated, 19 October 2023 titled, "Theta Gold Executes A\$110M Term Sheet with Sprott Streaming".

¹¹ Calculated as 707,075,007 fully-paid ordinary shares on issue at the closing price of AU\$0.115 cents per share as at 31 December 2023 converted at the RBA exchange rate of AUD:USD of 0.6840.

General Meetings

Extraordinary General Meeting

The Company announced on 13 October 2023 that all 17 resolutions had been unanimously approved by shareholders in a Notice of Meeting dated 12 September 2023. Results of the meeting were released on 13 October 2023.

Annual General Meeting

On 25 October 2023, the Company announced that its Annual General Meeting will be held on 28 November 2023. All 6 resolutions were unanimously approved by shareholders at the Annual General Meeting including the refresh of the Company capacity under Listing Rule 7.1.

This announcement was authorised for release by the Board of Directors.

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

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billg@thetagoldmines.com

Theta Gold Mines' Interactive Investor Hub

The Company encourages shareholders to please join the Theta Investor Hub which allows you to ask questions directly to the Company, view video's and keep up to date on progress of the TGME Gold Project at <http://investors.thetagoldmines.com>.



Webpage: www.thetagoldmines.com



<https://twitter.com/ThetaGoldMines>



<https://www.linkedin.com/company/thetagoldmines/>

Competent Persons Statement

Mineral Resources and Ore Reserves

The information in this report relating to mineral resources and ore reserves is based on, and fairly reflects, the information and supporting documentation compiled by Mr Uwe Engelmann (BSc (Zoo. & Bot.), BSc Hons (Geol.), Pr.Sci.Nat. No. 400058/08, MGSSA), a director of Minxcon (Pty) Ltd and a member of the South African Council for Natural Scientific Professions and Mr Daniel van Heerden (B.Eng (Mining M.Com (Business Management)), member of Engineering Council of South Africa (Pr.Eng. Reg. No. 20050318)), a director of Minxcon (Pty) Ltd and a fellow of the South African Institute of Mining and Metallurgy (FSAIMM Reg. No. 37309).

Metallurgical results

The information in this report relating to exploration results is based on, and fairly reflects, the information and supporting documentation compiled by Mr Phil Bentley (MSc (Geol), MSc (MinEx), Pr.Sci.Nat. No. 400208/05, FGSSA), a consultant to the Company and a member of the South African Council for Natural Scientific Professions.

The original reports titled “Theta Gold Increases Mineral Resource to over 6Moz” dated 16 May 2019, “Optimised Mine Schedule for Theta Open Pit Starter Project Delivers Significant Improvements” dated 20 April 2020, “Excellent Bulk Metallurgical Results Provides Confidence For Underground PFS” and “Initial Maiden Underground Mining Reserve 419,000 oz Gold” dated 8 April 2021 were released to the Australian Securities Exchange (ASX) on those dates. The Company confirms that:

- it is not aware of any new information or data that materially affects the information included in the ASX announcements; and
- all material assumptions and technical parameters underpinning the estimates in the ASX announcements continue to apply and have not materially changed.

ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX: TGM | OTCQB: TGMGF) 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 FS in July 2022 for the first four mines Beta, CDM, Frankfort and Rietfontein (TGME Underground Project). The Base Case LOM plan will comprise 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.

FORWARD LOOKING AND CAUTIONARY STATEMENTS

This announcement may refer to the intention of Theta Gold regarding estimates or future events which could be considered forward looking statements. Forward looking statements are typically preceded by words such as "Forecast", "Planned", "Expected", "Intends", "Potential", "Conceptual", "Believes", "Anticipates", "Predicted", "Estimated" or similar expressions. Forward looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, and may be influenced by such factors as funding availability, market-related forces (commodity prices, exchange rates, stock market indices and the like) and political or economic events (including government or community issues, global or systemic events). Forward looking statements are provided as a general reflection of the intention of the Company as at the date of release of the document, however are subject to change without notice, and at any time. Future events are subject to risks and uncertainties, and as such results, performance and achievements may in fact differ from those referred to in this announcement. Mining, by its nature, and related activities including mineral exploration, are subject to a large number of variables and risks, many of which cannot be adequately addressed, or be expected to be assessed, in this document. Work contained within or referenced in this report may contain incorrect statements, errors, miscalculations, omissions and other mistakes. For this reason, any conclusions, inferences, judgments, opinions, recommendations or other interpretations either contained in this announcement, or referencing this announcement, cannot be relied upon. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. The Company believes it has a reasonable basis for making the forward looking statements contained in this document, with respect to any production targets, resource statements or financial estimates, however further work to define Mineral Resources or Reserves, technical studies including feasibilities, and related investigations are required prior to commencement of mining. No liability is accepted for any loss, cost or damage suffered or incurred by the reliance on the sufficiency or completeness of the information, opinions or beliefs contained in this announcement.

The Feasibility Study referred to in this announcement is based on technical and economic assessments to support the estimation of Ore Reserves. There is no assurance that the intended development referred to will proceed as described, and will rely on access to future funding to implement. Theta Gold believes it has reasonable grounds the results of the Feasibility Study. At this stage there is no guarantee that funding will be available, and investors are to be aware of any potential dilution of existing issued capital. The production targets and forward looking statements referred to are based on information available to the Company at the time of release, and should not be solely relied upon by investors when making investment decisions. Theta Gold cautions that mining and exploration are high risk, and subject to change based on new information or interpretation, commodity prices or foreign exchange rates. Actual results may differ materially from the results or production targets contained in this release. Further evaluation is required prior to a decision to

conduct mining being made. The estimated Mineral Resources quoted in this release have been prepared by Competent Persons as required under the JORC Code (2012). Material assumptions and other important information are contained in this release.

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 that released in the definitive Feasibility Study released to ASX on 27 July 2022.

ANNEXURE A

Mineral Resource and Mining Reserves

Table 1: Combined Underground and Open Pit Ore Reserves as at 1 February 2021

| Operation | Grade | Tonnes | Au Content | |
|-----------------|-------------|--------------|---------------|---------------|
| | g/t | kt | kg | koz |
| Beta | 6.51 | 1,662 | 10,822 | 347.94 |
| Frankfort | 4.13 | 319 | 1,317 | 42.33 |
| CDM | 2.31 | 385 | 889 | 28.58 |
| Open Pit (MR83) | 2.74 | 2,164 | 4,996 | 160.61 |
| Total | 3.98 | 4,530 | 18,023 | 579.46 |

Notes:

- The information pertaining to the Ore Reserve estimation is detailed in the notes of the Ore Reserve tabulation for the individual operations.

Table 2: Combined Mineral Resource as at 1 February 2021

| Resource Classification | Type of Operation | Combined Mineral Resource | | | |
|-------------------------|-------------------|---------------------------|-------------|----------------|----------------|
| | | Tonnage | Gold Grade | Gold Content | |
| | | Mt | g/t | Kg | koz |
| Measured | Underground | 0.091 | 5.37 | 489 | 15.7 |
| | Open pit | | | | |
| | Tailings | | | | |
| Total Measured | | 0.091 | 5.37 | 489 | 15.7 |
| Indicated | Underground | 4.774 | 6.21 | 29 661 | 953.7 |
| | Open Pit | 8.109 | 2.14 | 17 364 | 558.2 |
| | Tailings | 5.244 | 0.83 | 4 373 | 140.6 |
| Total Indicated | | 18.128 | 2.84 | 51 398 | 1652.5 |
| Inferred | Underground | 21.452 | 5.22 | 111 880 | 3597.0 |
| | Open pit | 4.907 | 5.11 | 25 057 | 805.6 |
| | Tailings | 0.023 | 0.57 | 13 | 0.4 |
| | Rock Dump | 0.885 | 1.20 | 1 059 | 34.0 |
| Total Inferred | | 27.267 | 5.06 | 138 009 | 4 437.0 |
| Grand Total | | 45.485 | 4.17 | 189 896 | 6 105.2 |

Notes:

- Columns may not add up due to rounding.
- Gold price used for the cut-off calculations is USD1,500/oz.
- UG Mineral Resources are reported at a cut-off of 160 cm.g/t, open pit at 0.5 g/t and 0.35 g/t, tailings and rock dumps at 0.35 g/t.
- Fault losses of 5% for Measured and Indicated, 10% for Inferred Mineral Resources.
- Mineral Resources are stated as inclusive of Ore Reserves.
- Mineral Resources are reported as total Mineral Resources and are not attributed.

Table 3: Beta Underground Ore Reserve as at 1 February 2021

| Ore Reserve Category | Grade | Tonnes | Au Content | |
|----------------------|-------------|--------------|---------------|---------------|
| | g/t | kt | kg | koz |
| Probable | 6.51 | 1,662 | 10,822 | 347.94 |
| Total | 6.51 | 1,662 | 10,822 | 347.94 |

Notes:

- An Ore Reserve cut-off of 170 cm.g/t has been applied.
- A gold price of USD 1,465 / oz and exchange rate of 16 ZAR / USD was used for the cut-off calculation.
- Ore Reserves are reported as total Mineral Reserves and are not attributed.

Table 4: Frankfort Underground Ore Reserve as at 1 February 2021

| Ore Reserve Category | Grade | Tonnes | Au Content | |
|----------------------|-------------|------------|--------------|--------------|
| | g/t | kt | kg | koz |
| Proved | 4.24 | 60 | 254 | 8.16 |
| Probable | 4.11 | 259 | 1,063 | 34.16 |
| Total | 4.13 | 319 | 1,317 | 42.33 |

Notes:

1. An Ore Reserve cut-off of 150 cm.g/t has been applied.
2. A gold price of USD 1,465 / oz and exchange rate of 16 ZAR / USD was used for the cut-off calculation.
3. Ore Reserves are reported as total Ore Reserves and are not attributed.

Table 5: CDM Underground Ore Reserve as at 1 February 2021

| Ore Reserve Category | Grade | Tonnes | Au Content | |
|----------------------|-------------|------------|------------|--------------|
| | g/t | kt | kg | koz |
| Probable | 2.31 | 385 | 889 | 28.58 |
| Total | 2.31 | 385 | 889 | 28.58 |

Notes:

1. An Ore Reserve cut-off of 121 cm.g/t has been applied.
2. A gold price of USD 1,465 / oz and exchange rate of 16 ZAR / USD was used for the cut-off calculation.
3. Ore Reserves are reported as total Ore Reserves and are not attributed.

Table 6: Ore Reserves for the Open pit Operations as at 1 February 2021

| Ore Reserve Category in LoM Plan | Pit | Grade | Reef Tonnes | Au Content | |
|----------------------------------|-------------|-------------|--------------|--------------|------------|
| | | g/t | kt | kg | koz |
| Probable | Browns Hill | 2.61 | 279 | 728 | 23 |
| Probable | Iota | 2.43 | 1,490 | 3,628 | 117 |
| Probable | Theta Hill | 1.62 | 395 | 640 | 21 |
| Total | | 2.31 | 2,164 | 4,996 | 161 |

Notes:

1. An Ore Reserve cut - off of 0.4 g/t was applied.
2. A gold price of USD 1,300 / oz was used for the cut - off calculation.
3. Ore Reserves are reported as total Ore Reserves and are not attributed.

Table 7: Total Theta Project - Mineral Resources, 1 February 2021

| Resource Classification | Open Pit Mine | Reef | Reef Grade | Reef Width | Content | Reef Tonnes | Au Content | |
|-------------------------|---------------------|-------------|-------------|------------|------------|--------------|---------------|--------------|
| | | | g/t | cm | cmgt | Mt | Kg | koz |
| Indicated | Theta & Browns Hill | Shale | 1.02 | 200 | 204 | 0.397 | 404 | 13.0 |
| | Theta & Browns Hill | Bevett's | 1.08 | 223 | 241 | 0.856 | 925 | 29.7 |
| | Theta & Browns Hill | Upper Theta | 2.41 | 100 | 241 | 0.651 | 1 571 | 50.5 |
| | Theta & Browns Hill | Lower Theta | 3.79 | 100 | 379 | 0.839 | 3 178 | 102.2 |
| | Theta & Browns Hill | Beta | 2.51 | 100 | 251 | 0.373 | 938 | 30.1 |
| | Columbia Hill | Bevett's | 2.98 | 114 | 340 | 0.108 | 323 | 10.4 |
| | Columbia Hill | Upper Rho | 2.33 | 402 | 937 | 0.897 | 2 090 | 67.2 |
| | Columbia Hill | Lower Rho | 2.51 | 520 | 1306 | 0.981 | 2 464 | 79.2 |
| | Columbia Hill | Upper Theta | 1.06 | 114 | 121 | 0.163 | 173 | 5.6 |
| Total Indicated | | | 2.29 | 258 | 591 | 5.267 | 12 066 | 387.9 |

| Resource Classification | Open Pit Mine | Reef | Reef Grade | Reef Width | Content | Reef Tonnes | Au Content | |
|-------------------------|---------------------|-------------|------------|------------|---------|-------------|------------|------|
| | | | g/t | cm | cmgt | Mt | Kg | koz |
| Inferred | Theta & Browns Hill | Shale | 1.12 | 215 | 240 | 0.600 | 668 | 21.5 |
| | Theta & Browns Hill | Bevett's | 1.17 | 217 | 254 | 0.451 | 528 | 17.0 |
| | Theta & Browns Hill | Upper Theta | 1.86 | 100 | 186 | 0.948 | 1 762 | 56.6 |

| | | | | | | | | |
|-----------------------|---------------------|-------------|-------------|------------|------------|--------------|---------------|--------------|
| | Theta & Browns Hill | Lower Theta | 8.06 | 100 | 806 | 1.384 | 11 153 | 358.6 |
| | Theta & Browns Hill | Beta | 2.17 | 100 | 217 | 0.778 | 1 686 | 54.2 |
| | Columbia Hill | Upper Rho | 5.12 | 134 | 687 | 0.131 | 673 | 21.6 |
| Total Inferred | | | 3.84 | 129 | 497 | 4.292 | 16 470 | 529.5 |

| Resource Classification | Open Pit Mine | Reef | Reef Grade | Reef Width | Content | Reef Tonnes | Au Content | |
|-------------------------------------|---------------------|------|-------------|------------|------------|-------------|---------------|--------------|
| | | | g/t | cm | cmgt | Mt | Kg | koz |
| Indicated | Total Theta Project | All | 2.29 | 258 | 591 | 5.3 | 12 066 | 387.9 |
| Inferred | Total Theta Project | All | 3.84 | 129 | 497 | 4.3 | 16 470 | 529.5 |
| Total Indicated and Inferred | | | 2.99 | 200 | 598 | 9.6 | 28 535 | 917.4 |

Notes:

1. Theta Project (Theta Hill, Browns Hill and Iota) cut-off is 0.35 g/t;
2. The gold price used for the cut-off calculations is USD 1,500 / oz;
3. Geological losses applied are 10% for inferred and 5% for Indicated and Measured;
4. Theta Hill and Browns Hill - Upper Theta Reef, Lower Theta Reef and Beta Reef are diluted grades over 100cm;
5. Historical mine voids have been depleted from the Mineral Resource;
6. The inferred Mineral Resources have a high degree of uncertainty and it should not be assumed that all or a portion thereof will be converted to Ore Reserves;
7. Mineral Resources fall within the mining right 83MR and 341MR.

ANNEXURE B

Mining Rights and Applications for Mining Rights

| MR No | Description | Farms | Effective Date | Expiry Date | Remarks |
|--|--|--|----------------|--------------|---|
| NORTHERN TENEMENTS (MR83, MR330, MR340, MR341, MR10167) | | | | | |
| MR 83 | Greater TGME | Portions 1, 2, 3, 4, 5 and the Remaining Extent of Frankfort 509KT, Krugers Hoop 527 KT, Portions 1, 2 and the Remaining Extent of Morgenzon 525 KT, Peach Tree 544 KT, Portions 18, 42, 43, 44 and Remaining Extent of Ponieskrans 543 KT and Portion 1 and the Remaining Extent of Van der Merwes Reef 526 KT | 16-Oct-13 | 15-Oct-23 | Amendment application pending and Renewal application submitted to DMRE |
| MR 330 | Beta Re-Development & Grootfontein Cluster | Portions 1, 2, 3 and the Remaining Extent of Grootfonteinberg 561 KT and Remaining Extent of Grootfontein 562 KT | Refer Note 1 | Refer Note 1 | Granted |
| MR 340 | Hermansburg | Portion of the Remaining Extent of Hermansburg 495 KT | 10-Jul-13 | 09-July-23 | Granted |
| MR 341 | PTD's | Portions 1 and 2 and a Portion of the Remainder Extent of Grootfontein 562KT | 25-Sep-19 | 16-Feb-22 | Renewal submitted |
| MR 10167 | TGME | Desire 563KT, RE and Ptn 1, 2, 3, 12, 14, 15, 17, 18, 19, 20, 22 and 23 of Doornhoek 545KT, RE and Ptn 1, 2 and 3 Rotunda Greek 510KT, Vaalhoek 474KT, Buffelsfontein 452KT, RE and Ptn 1 of Willemsoord 476KT, Sacramento 492KT, Granite Hill 477KT, Blackhill 528KT, Manx 475KT, Klondyke 493KT, Hermansburg 495KT | Refer Note 1 | Refer Note 1 | Consolidation of Prospecting Rights 10255PR, 10404PR, 10254PR Granted |
| SOUTHERN TENEMENTS (MR198, MR358, MR433, MR10161) | | | | | |
| MR198 | Elandsdrift Heap Leach Pad | Portions 1 and 2 of Elandsdrift 220 JT | 18-Mar-08 | 17-Mar-09 | Renewal submitted |
| MR 358 | Rietfontein | Portion of the Remaining Extent and Portion 2 and 3 of the farm Spitskop 195 JT, Portion of Portion 16 of Waterval 168 JT and Portion of the Remaining Extent of Maliveld Valle 192 JT | 05-Jun-13 | 04-Jun-28 | Amendment application pending to incorporate portions of Portions 1, 4 and 6 of the farm Rietfontein 193 JT |
| MR 433 | Glynn's Lydenburg | Portion 5 of Grootfontein 196 JT and Remaining Extent of Olifantsgeraamte 198 JT | 12-Nov-13 | 11-Nov-23 | Granted |
| MR 10161 | Sabie | Spitzkop 195JT, Ptns of the RE and Ptn 1 of Hendriksdal 216JT, Grootfontein 196JT, Waterval 168JT, Sheba 219JT, Vertrouwing 218JT, Olifants Geraamte 198JT, Rietfontein 193JT | Refer Note 1 | Refer Note 1 | Consolidation of Prospecting Rights 10005PR, 660PR, 10252PR Granted |

Note 1:

The period of grant of the mining right will be determined upon execution thereof. In the South African context, mining rights may be granted for up to 30 years and are renewable thereafter.

ANNEXURE C

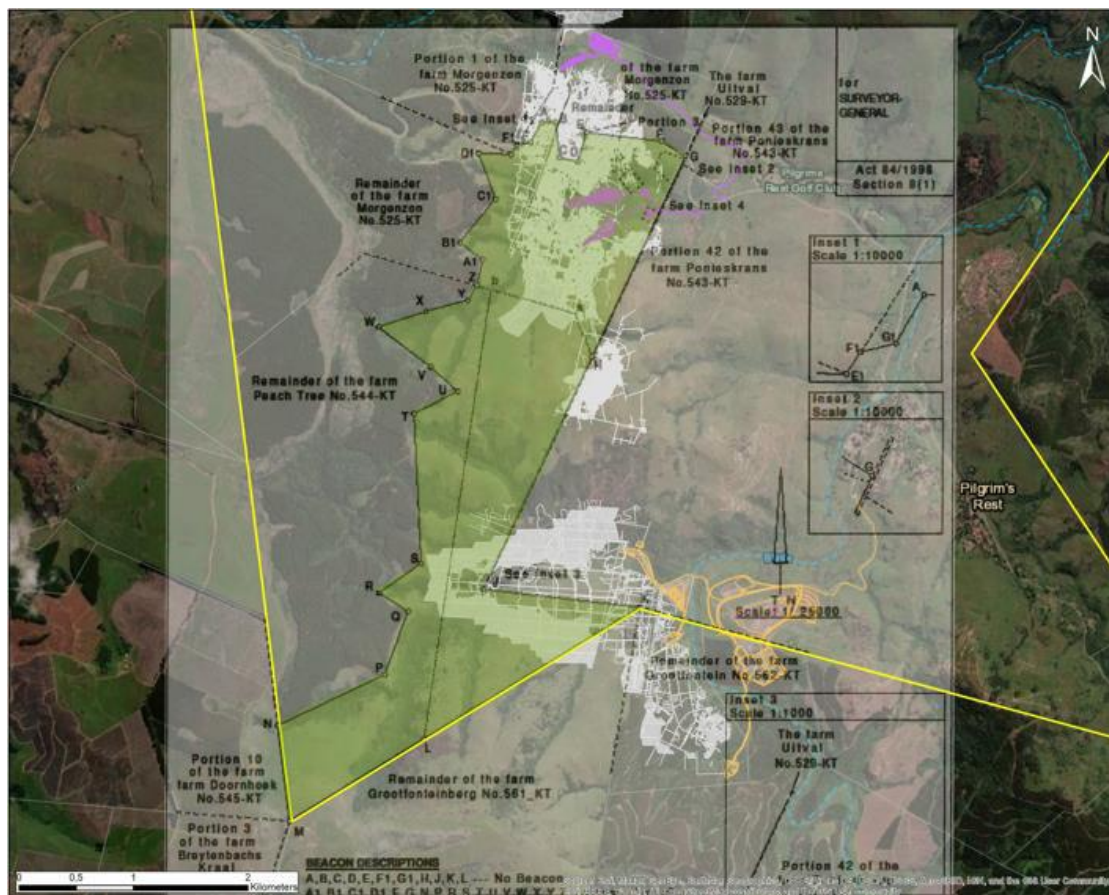
Unlisted Options, Performance Rights and Bonds

| Number | Performance Hurdle/Vesting Date (if applicable) | Exercise Price | Expiry Date |
|---------------------------|---|----------------|--------------|
| OPTIONS | | | |
| 15,000,000 | NA | \$0.17 | 16 Jan 2024 |
| 1,200,000 | NA | \$0.40 | 30 Sept 2025 |
| 240,000 | NA | \$0.50 | 30 Sept 2025 |
| 1,900,000 | NA | \$0.50 | 31 Dec 2025 |
| 9,150,000 | NA | \$0.12 | 30 Sept 2025 |
| 2,650,000 | NA | \$0.17 | 30 Sept 2027 |
| 300,000 | NA | \$0.25 | 20 Sept 2027 |
| 1,000,000 | NA | \$0.14 | 6 Mar 2024 |
| 30,000,000 | NA | \$0.12 | 31 Mar 2024 |
| 61,440,000 | TOTAL OPTIONS | | |
| PERFORMANCE RIGHTS | | | |
| 3,300,000 | N/A | Nil | 27 Jun 2024 |
| 3,600,000 | Achieving annualised production of 100,000 ounces of gold per annum over a consecutive period of 3 months. This performance hurdle must be achieved on or before 27 Mar 2024. | Nil | 27 Jun 2024 |
| 240,000 | 12 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC of US\$855/oz (+/- 10%) | Nil | 30 Sep 2025 |
| 240,000 | Achieving annualised production of over 100,000 ounces of gold per annum over a consecutive period of 3 months. | Nil | 30 Sep 2025 |
| 240,000 | Achieving annualised production of over 100,000 ounces of gold per annum over a consecutive period of 3 months. | Nil | 30 Sep 2025 |
| 2,750,000 | Decision to Mine | Nil | 30 Sep 2025 |
| 5,250,000 | Production Commencement | Nil | 30 Sep 2025 |
| 700,000 | 3 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC of US\$855/oz (+/- 10%) 12 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC of US\$855/oz (+/- 10%) | Nil | 30 Sep 2025 |

| | | | |
|-------------------|---|-----|-------------|
| 700,000 | 12 months production (ounces) on schedule as per Theta Project Optimised Feasibility Study or from underground mine production, or the combination thereof, at AISC of US\$855/oz (+/- 10%) | Nil | 30 Sep 2027 |
| 1,700,000 | Consecutive 3 months >50k annualised ounces | Nil | 30 Sep 2025 |
| 2,650,000 | Consecutive 3 months >100k annualised ounces | Nil | 30 Sep 2027 |
| 3,800,000 | Consecutive 3 months >150k annualised ounces | Nil | 30 Sep 2027 |
| 25,170,000 | TOTAL PERFORMANCE RIGHTS/OPTIONS | | |
| 6,000,000 | 20% Bearer Bond Note | | 2021- 2024 |
| 92,610,000 | TOTAL OPTIONS, PERFORMANCE RIGHTS/OPTIONS AND BOND NOTE | | |

Annexure D

The forest nature reserve declared area overlaid with the underground mine plan is shown below.



Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

THETA GOLD MINES LIMITED

ABN

30 131 758 177

Quarter ended ("current quarter")

31 December 2023

| Consolidated statement of cash flows | | Current quarter \$US'000 | Year to date (6 months) \$US'000 |
|--------------------------------------|---|-----------------------------|--|
| 1. | Cash flows from operating activities | | |
| 1.1 | Receipts from customers | | |
| 1.2 | Payments for | | |
| | (a) exploration & evaluation | (243) | (502) |
| | (a) development | - | - |
| | (b) production | - | - |
| | (c) staff costs | (258) | (685) |
| | (d) administration and corporate costs | (86) | (629) |
| 1.3 | Dividends received (see note 3) | - | - |
| 1.4 | Interest received | 13 | 29 |
| 1.5 | Interest and other costs of finance paid | (128) | (395) |
| 1.6 | Income taxes paid | - | - |
| 1.7 | Government grants and tax incentives | - | - |
| 1.8 | Other (provide details if material) | - | - |
| 1.9 | Net cash from / (used in) operating activities | (702) | (2,182) |

| | | | |
|-----------|---|-------|---------|
| 2. | Cash flows from investing activities | | |
| 2.1 | Payments to acquire or for: | | |
| | (a) entities | - | - |
| | (a) tenements | - | - |
| | (b) property, plant and equipment | (36) | (49) |
| | (c) exploration & evaluation | (348) | (622) |
| | (d) investments | - | - |
| | (e) other – environmental rehabilitation bond | (77) | (1,223) |

| Consolidated statement of cash flows | | Current quarter \$US'000 | Year to date (6 months) \$US'000 |
|---|---|-------------------------------------|---|
| 2.2 | Proceeds from the disposal of: entities | | |
| | (a) tenements | - | - |
| | (b) property, plant and equipment | - | - |
| | (c) investments | 295 | 295 |
| | (d) other non-current assets | - | - |
| 2.3 | Cash flows from loans to other entities | - | - |
| 2.4 | Dividends received (see note 3) | - | - |
| 2.5 | Other (provide details if material) | - | - |
| 2.6 | Net cash from / (used in) investing activities | (166) | (1,599) |

| | | | |
|-------------|---|------------|--------------|
| 3. | Cash flows from financing activities | | |
| 3.1 | Proceeds from issues of equity securities (excluding convertible debt securities) | 216 | 2,323 |
| 3.2 | Proceeds from issue of convertible debt securities | - | - |
| 3.3 | Proceeds from exercise of options | - | - |
| 3.4 | Transaction costs related to issues of equity securities or convertible debt securities | - | - |
| 3.5 | Proceeds from borrowings | 205 | 225 |
| 3.6 | Repayment of borrowings | 114 | (19) |
| 3.7 | Transaction costs related to loans and borrowings | - | - |
| 3.8 | Dividends paid | - | - |
| 3.9 | Other (provide details if material) | - | - |
| 3.10 | Net cash from / (used in) financing activities | 535 | 2,529 |

| | | | |
|-----------|--|-------|---------|
| 4. | Net increase / (decrease) in cash and cash equivalents for the period | | |
| 4.1 | Cash and cash equivalents at beginning of period | 967 | 1,886 |
| 4.2 | Net cash from / (used in) operating activities (item 1.9 above) | (702) | (2,182) |
| 4.3 | Net cash from / (used in) investing activities (item 2.6 above) | (166) | (1,599) |
| 4.4 | Net cash from / (used in) financing activities (item 3.10 above) | 535 | 2,529 |

| Consolidated statement of cash flows | | Current quarter \$US'000 | Year to date (6 months) \$US'000 |
|---|---|-------------------------------------|---|
| 4.5 | Effect of movement in exchange rates on cash held | - | - |
| 4.6 | Cash and cash equivalents at end of period | 634 | 634 |

| 5. | Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts | Current quarter \$US'000 | Previous quarter \$US'000 |
|------------|---|-------------------------------------|--------------------------------------|
| 5.1 | Bank balances | 634 | 967 |
| 5.2 | Call deposits | - | - |
| 5.3 | Bank overdrafts | - | - |
| 5.4 | Other (provide details) | - | - |
| 5.5 | Cash and cash equivalents at end of quarter (should equal item 4.6 above) | 634 | 967 |

| 6. | Payments to related parties of the entity and their associates | Current quarter \$US'000 |
|---|---|-------------------------------------|
| 6.1 | Aggregate amount of payments to related parties and their associates included in item 1 | - |
| 6.2 | Aggregate amount of payments to related parties and their associates included in item 2 | - |
| <i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i> | | |

| | | | |
|-----------|--|--|---|
| 7. | Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i> <i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i> | Total facility amount at quarter end \$US'000 | Amount drawn at quarter end \$US'000 |
| 7.1 | Loan facilities | 10,260 | 10,089 |
| 7.2 | Credit standby arrangements | - | - |
| 7.3 | Other (please specify) | 1,970 | - |
| 7.4 | Total financing facilities | 12,230 | 10,089 |
| 7.5 | Unused financing facilities available at quarter end | | 2,141 |
| 7.6 | <p>Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.</p> <p>Finance Facilities:</p> <ul style="list-style-type: none"> As announced to ASX on 3 April 2023 the Company had entered into a Convertible Loan Agreement with Golden Asia Investment Group (GAIG) which remained partially undrawn at 31 December 2023 for the amount of US\$171,000 (A\$250,000) and is included in Loan Facilities available by the Company. Converted at the exchange rate of 0.6840 AUD:USD at 31 December 2023. On 25 March 2021 the Company announced a At-the-Market Subscription Deed with Acuity Capital for standby equity capital facility whereby 24,000,000 TGM shares were issued to Acuity Capital with a total available facility of A\$15,000,000 (US\$9,958,500). On 31 July 2023, this facility was extended for a further 3 years to 31 July 2026 for no cost or penalty to the Company. The value of this available facility at 31 December 2023 is US\$1,969,920 (A\$2,880,000) at closing share price of TGM Shares on 31 December 2023. No drawdowns have been made to date. Converted at the exchange rate of 0.6840 AUD:USD at 31 December 2023. | | |

| | | |
|-----------|--|-----------------|
| 8. | Estimated cash available for future operating activities | \$US'000 |
| 8.1 | Net cash from / (used in) operating activities (item 1.9) | (702) |
| 8.2 | (Payments for exploration & evaluation classified as investing activities) (item 2.1(c)) | (348) |
| 8.3 | Total relevant outgoings (item 8.1 + item 8.2) | (1,050) |
| 8.4 | Cash and cash equivalents at quarter end (item 4.6) | 634 |
| 8.5 | Unused finance facilities available at quarter end (item 7.5) | 1970 |
| 8.6 | Total available funding (item 8.4 + item 8.5) | 2,604 |
| 8.7 | Estimated quarters of funding available (item 8.6 divided by item 8.3) | 2.48 |
| | <i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i> | |
| 8.8 | <p>If item 8.7 is less than 2 quarters, please provide answers to the following questions:</p> <p>8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?</p> <p>Answer: Yes</p> | |

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer:

As announced on 3 April 2023¹ the Company had entered into Convertible Loan Agreements totalling US\$3.4 million, (A\$5 million) to fund a commercial bulk trial sample at Frankfort mine. As 31 December 2023 an amount of US\$171,000 remained undrawn.

The Company announced on 19 October 2022² it had executed a non-binding Term Sheet with Sprott Streaming and Royalty Corporation (Sprott Streaming) for up to US\$70 million (A\$110 million) streaming funding for pre-development, development capital and operating expenditure to bring the TGME Gold Project into production and reach positive cashflows. The transaction is subject to satisfactory due diligence to be completed by debt provider as well as the parties entering into a binding streaming agreement, the process currently ongoing.

In addition, as noted above and (as per ASX Release dated 25 March 2021), the Company had entered into an At-The-Market Subscription Deed ("ATM") with Acuity Capital. This facility was extended for a further 3 years to 31 July 2026 on 31 July 2023. The ATM provides the Company the opportunity to draw-down up to A\$2,880,000 million (US\$1,969,920) at 31 December 2023 market price of TGM Shares out of a total A\$15,000,000 (US\$9,958,500) standby equity capital facility, with the expiry of the ATM now extended to 31 July 2026. (Note: converted using a 31 December 2023 exchange rate of 0.6840 for AUD:USD).

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes.

The Company has completed and released a definitive Feasibility Study (FS) to the ASX on 27 July 2022³ with an NPV_{10%}, US\$324 million (A\$432 million⁴) and an initial Life-of-Mine (LOM) of 12.9 years from 1.08 Moz of recovered gold. The FS used an average gold price of US\$1,642, (A\$2,189) with an AISC of US\$834/Oz.

The group's large tenement holding in South Africa is potentially very prospective and remains largely unexplored using modern technology. The Theta Project, potential underground mines development and the prospective tenement holding should underpin the company's ability to raise funds for its business needs.

Furthermore, in addition to description in 8.8.2 above, the company are currently in negotiation with numerous financiers on project financing terms, with term sheets been exchanged and discussions in progress.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

¹ Refer to ASX release dated 3 April 2023, titled "\$5 Million Financing and Signing of Commercial Bulk Sampling Trial Run with Pan African Resources, Barberton Mines Gold Plant".

² Refer to ASX release dated 19 October 2022, titled "Theta Gold executes a A\$110M (US\$70M) non-binding funding Term Sheet with Sprott Streaming for its TGME Gold Project".

³ Refer to ASX release dated 27 July 2022, titled "Theta's TGME Project DFS Study Confirms NPV_{10%} of A\$432 Million at US\$1,642/Oz Gold Price"

⁴ USD to AUD converted at an exchange rate of 1.333

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

31 January 2024

Date:

Board of Directors

Authorised by:
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.