



28 April 2023

**ASX ANNOUNCEMENT
(ASX:TGM)**

QUARTERLY REPORT

1 January 2023 to 31 March 2023

Theta Gold Mines Limited ("**Theta Gold**" or "**Company**") (ASX: TGM | OTC: TGMGF) is pleased to report on its activities for the period from 1 January 2023 to 31 March 2023.

HIGHLIGHTS

DURING THE MARCH 2023 QUARTER:

- Theta Gold's Chairman presented its TGME Gold Project at the 2023 Mining Indaba Conference held in South Africa in February 2023.
- The Company announced a A\$5 million financing package and the signing of a commercial bulk sampling trial with Pan African Resources' Barberton Mines Gold Plant following a trading halt on 31 March 2023.
- Theta Gold lodged its Half-Year audited Financial Reports on 15 March 2023.
- The Company continues to progress with the legal due diligence phase of the process with Sprott Streaming and Royalty Corporation ("**Sprott**") following the signing of a A\$110m (US\$70m) non-binding Term Sheet ("**TGME Stream**") with Sprott for pre-development, development capital, and operating expenditure to bring the initial stage of TGME Gold Project (the "**Project**") into production and reach positive cash flow¹.

POST QUARTER

- Theta Gold Mines received the Water Use License for its Mining Right 83 ("**MR83**") from the Department of Water and Sanitation (DWS) of South Africa².
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¹ Refer to ASX Release dated 19 October 2022 titled, "*Theta Gold Executes a A\$110M (US\$70M) Non-Binding Funding Term Sheet with Sprott for its TGME Gold Project*"

² Refer to ASX Release dated 11 April 2023 titled, "*Theta Received Water Use Licence For Mining Right 83*"

OPERATIONS AND DEVELOPMENT UPDATE

Commercial Bulk Sampling Ore Milling Agreement

Theta Gold announced on 3 April 2023³ it had executed a 3,000 tons commercial bulk sampling ore delivery contract with Barberton Mines (Pty) Ltd, a subsidiary of LSE-listed Pan African Resources (LSE: PAF, dual listed on JSE: PAN, together “PAR”) for its fully environmental permitted Frankfort Mine. The contract schedules for TGME to deliver from its Frankfort Mine 3,000 tons of ore as a bulk trial sample by July 2023.

TGME will cover its own mining and delivery costs only. Once delivered and accepted to PAR’s Barberton gold plant, a revenue split (Gold Split) between the parties will apply, subject to the average recovered grade of gold ore delivered. Provided the average grade delivered to the plant is above 3g/t Au, the parties will be paid in accordance with the Gold Split, and no other toll/milling costs are required from the Supplier post-delivery. If the recovered grade of less than 3g/t is achieved, the Gold Split will cease and a processing cost per ton will be payable to PAR.

Funding of A\$5 million is to finance the bulk trial sampling program and ore milling agreement with PAR was raised with strategic long-term investments via three separate unsecured Convertible Loan Agreements (**‘Agreements’**) to fund the bulk trial sampling program at the Frankfort Mine along with working capital for the Company.

Project Permits and Approvals

In light of its latest round of successful license applications, the Company continues to advance the long-term environmental approvals process for MR83 following the release of its definitive Feasibility Study⁴ completed in 2022.

The South African Department of Water and Sanitation (DWS) has awarded a Water Use License (WUL) for the Company’s Mining Right (MR) 83, which covers the initial TGME Underground Gold Project mining schedule as per our Feasibility Study.

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 will lead to a 90-day public review and objection period that will end on the 30th of June 2023. The Company has, however, in the interest of transparency, sent out a notification to inform all of

³ Refer to ASX Release dated 3 April 2023 titled “\$5 million financing and financing and signing of commercial bulk sampling trial run with Pan African Resources’ Barberton Mines Gold Plan”.

⁴ Refer to ASX release dated 27 July 2022 titled “Theta Gold’s TGME Project DFS confirms NPV10% of AUD432 Million”.

our stakeholders that the licence was issued. Our stakeholder engagement forum will be kept updated in terms of compliance monitoring of the licence.

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 Licence	✓
Expected EIA approvals	

The Forestry permit applications with the DFFE for the continuation of mining remain in progress⁵.

The Company looks forward to providing further updates on its regulatory pathway in Q2 2023, as it remains on track to obtain full regulatory approval for the project in the June quarter of 2023.

Theta Gold Presents at 2023 Mining Indaba

Theta's Chairman, Bill Guy was a speaker at the 2023 Mining Indaba Conference in February 2023 in South Africa and presented at the following two events:

1. The 121 Mining Investment Cape Town Conference; and
2. Australian Mining in Africa Program 2023.

Both presentations were well received and gave the company an opportunity to show case its TGME Gold Project to an international audience.

Summary of Feasibility Study for TGME Gold Mine Project

On 27 July 2022⁶, 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.

⁵ Refer to ASX release date 18 July 2022 titled "Permitting Update TGME Underground Gold Project".

⁶ 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".

- Strong financial return (based on LOM Plan), including (at a gold price of A\$2,189/oz, with first production targeted for 2024⁷, including:
 - Undiscounted free cash flows of US\$508m, (A\$678m), pre-tax US\$717, (A\$956m);
 - 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.

- Front-End Engineering Design (“FEED”) of the TGME gold plant was completed, forming an important input towards the finalisation of the FS of the TGME underground project⁸.

The Final Environmental Impact Assessment Report and Environmental Management Programme (“EIA/EMPr”) were submitted to the Department of Mineral Resources and Energy (“DMRE”) and the final technical documents for the Integrated Water Use License (“WUL”) application to the Department of Water and Sanitation (“DWS”) for final decision.

CORPORATE / GOVERNANCE UPDATE

A\$5m Funding Package signed and led by long-term Strategic Investor Deutsche Balaton AG

Funding of A\$5 million to bulk trial sampling program and ore milling agreement with PAR was raised with strategic long-term investments via three separate unsecured Convertible Loan Agreements (**‘Agreements’**) to finance the bulk trial sampling program at the Frankfort Mine

⁷ First gold production will be subject to financing, permitting and regulatory approvals.

⁸ Refer to ASX release dated 20 June 2022 titled “TGME Gold Project Update”.

along with working capital for the Company. The Agreements are with Deutsche Balaton AG for A\$3.5 million, Golden Asia Investment Group Ltd (“GAIG”) for A\$1 million, and Aus Agriculture Pty Ltd (“AAPL”) for A\$500,000 respectively.

Deutsche Balaton AG is the controlling entity to the Company’s existing significant shareholder, 2Invest AG who holds above 6% equity interest in TGM. This new funding deal came just after the decision makers of DB visited Theta’s TGME mining camp following this year’s February Cape Town Mining Indaba conference.

GAIG is an existing long-term shareholder of the Company based out of Hong Kong who’s been very supportive of Theta’s business plans and funding activities throughout the years. AAPL, on the other hand, is also an existing shareholder and lender to the Company.

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

The Company continues to make advance the due diligence phase with Sprott which is expected to be complete during the June 2023 quarter.

Summary of Sprott Term-Sheet

- Theta Gold Mines announced on 19 October 2022⁹ it has entered into a non-binding Streaming Term Sheet (“Term Sheet”) with Sprott Resource Streaming and Royalty Corporation (“Sprott”) under which Sprott is to advance US\$70 million (~A\$110 million) cash in return for a gold stream on Theta’s TGME Gold Project (the “Project”).
- The Project is expected to deliver to Sprott up to 100,000 ounces of gold over its Life-of-Mine (“LOM”), for which Sprott will pay 10% of the gold price per ounce delivered under the stream.
- Theta has the option to buy-back 50% of the stream based on a pre-agreed price, following which Theta will deliver 2% of the ongoing gold production.
- Prior to initial gold delivery, Theta will pay in cash or scrip (at 10% discount to 5 days volume-weighted-average-price (“VWAP”)) on a semi-annual basis, 9.5% per annum interest to Sprott for the funds advanced.
- Under the Term Sheet, conditions precedent to closing includes the completion of technical, legal, environmental, and social due diligence, the receipt and review of the project’s final development budget and schedule, the completion of definitive documentation, and the receipt of applicable environmental permits, operating licences, and regulatory approvals.
- Closing is scheduled by the first quarter of 2023 and the funds will be applied towards the construction of the TGME Gold Project, located in the Eastern Transvaal Goldfields in the Mpumalanga Province, South Africa.

Cash Position and Subsequent Funding

As of 31 March 2023, the Group had US\$2,526,000 in cash.

As announced on 25 March 2021, the Company entered into an At-The-Market Subscription Deed (“ATM”) with Acuity Capital. The ATM may provide the Company with additional equity capital with the expiry of the ATM being 31 July 2023. There are no requirements on the Company to

⁹ ASX Release dated 19 October 2022 titled “Theta Gold Executes A\$110m Term Sheet with Sprott”

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 Theta Gold shares to be held by Acuity Capital. As of the date of this report, this position remains unchanged.

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 (incl exploration labour)	US	\$58,646
Mining Production and Development Costs (incl trial mining)	US	\$301,933
Licence to Operate Costs	US	\$91,152
Total	US	\$451,731

The Company's Quarterly Appendix 5B reported US\$115,650 payments to related parties and their associates; as noted on 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 March 2023 is as follows:

	Number
Fully paid ordinary shares (ASX: TGM OTC: TGMGF)	619,009,073
Unlisted options, performance rights, and bonds (<i>see "Annexure C"</i>)	107,681,433

The market capitalisation of TGM was A\$37 million¹⁰ (US\$25m) as at 31 March 2023.

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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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>.

¹⁰ Calculated as 619,009,073 fully-paid ordinary shares on issue at the closing price of AU\$0.06 cents per share as at 31 March 2023 converted at the RBA exchange rate of AUD:USD of 0.6698.



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 | OTC: TGMGF) is a gold mining 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). The Company aims to build a solid production platform to over 160 kozpa based primarily around shallow adit/stope-entry 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 ("SGSA"). SGSA 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 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 to include open cut mining
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

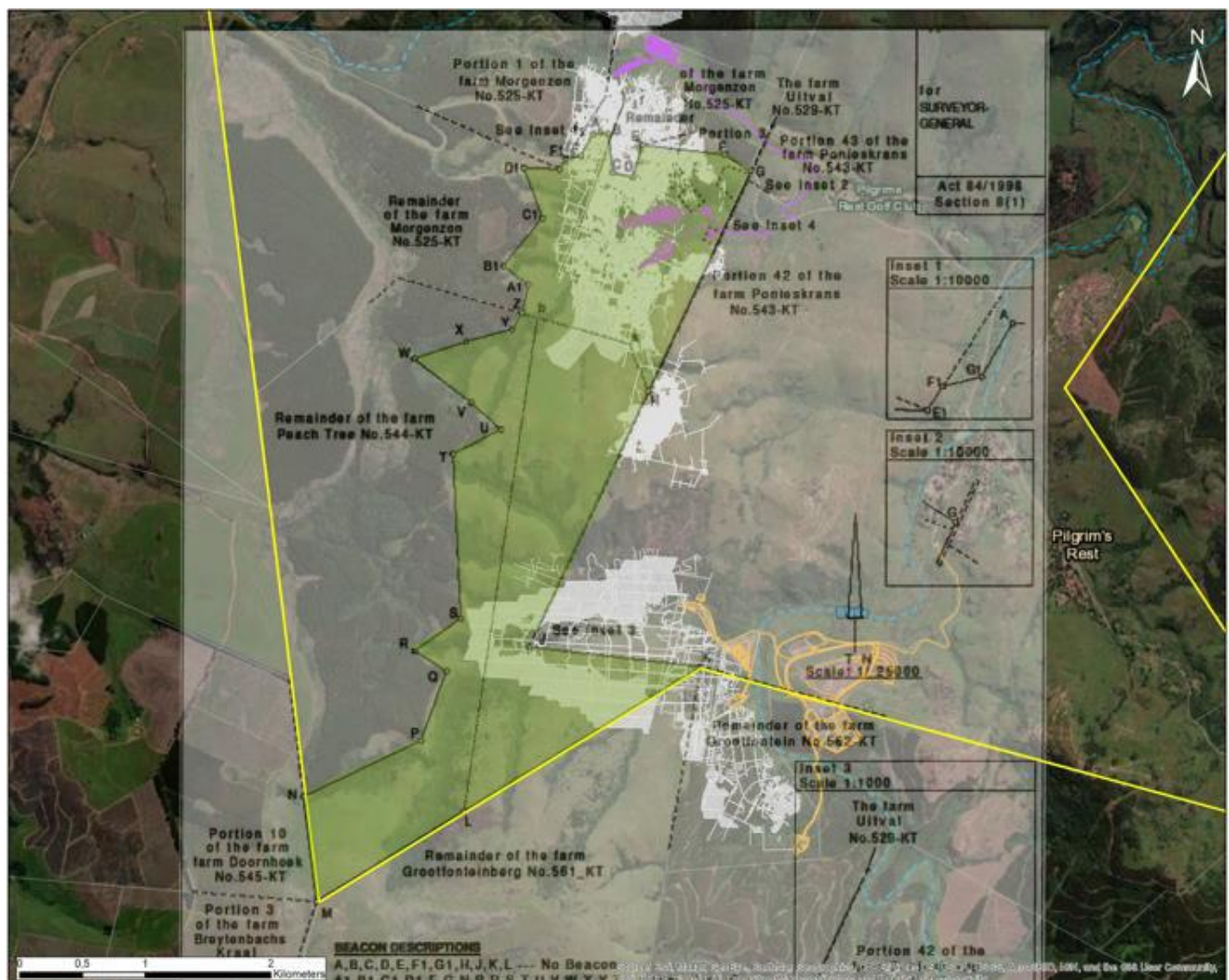
Unlisted Options, Performance Rights and Bonds

Number	Performance Hurdle/Vesting Date (if applicable)	Exercise Price	Expiry Date
OPTIONS			
20,000,000	NA	\$0.12	31 Dec 2023
7,500,000	NA	\$0.275	31 Jul 2023
18,571,433	NA	\$0.40	30 Sep 2023
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
76,511,433	TOTAL OPTIONS		
PERFORMANCE RIGHTS			
3,300,000	Achieving annualised production of 50,000 ounces of gold per annum over a consecutive period of 3 months. This performance hurdle must be achieved on or before 27 Sep 2022.	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%)	Nil	30 Sep 2025

	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%)		
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- 2023
107,681,433	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 March 2023

Consolidated statement of cash flows		Current quarter \$US'000	Year to date (9 months) \$US'000
1.	Cash flows from operating activities		
1.1	Receipts from customers		
1.2	Payments for		
	(a) exploration & evaluation	(205)	(602)
	(a) development	-	-
	(b) production	-	-
	(c) staff costs	(249)	(923)
	(d) administration and corporate costs	298	(312)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	5	9
1.5	Interest and other costs of finance paid	(32)	(384)
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	(183)	(2,212)
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(a) tenements	-	-
	(b) property, plant and equipment	-	-
	(c) exploration & evaluation	(130)	(472)
	(d) investments	-	-
	(e) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$US'000	Year to date (9 months) \$US'000
2.2	Proceeds from the disposal of: entities		
	(a) tenements	-	-
	(b) property, plant and equipment	9	(6)
	(c) investments	-	-
	(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	(121)	(478)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	3,036
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	(31)	(142)
3.5	Proceeds from borrowings	2,252	2,347
3.6	Repayment of borrowings	32	(30)
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	2,253	5,211

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	577	5
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(183)	(2,212)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(121)	(478)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	2,253	5,211

Consolidated statement of cash flows		Current quarter \$US'000	Year to date (9 months) \$US'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	2,526	2,526

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	2,526	577
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)	2,526	577

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	116 ⁽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>		

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

7.	Financing facilities	Total facility amount at quarter end \$US'000	Amount drawn at quarter end \$US'000
	<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1	Loan facilities	16,086	15,416
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	10,000	-
7.4	Total financing facilities	26,086	15,416
7.5	Unused financing facilities available at quarter end		10,670
7.6	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>Finance Facilities:</p> <ul style="list-style-type: none"> Details of loan facilities booked to 31 March 2023 in the un-audited financial reports, converted at the 31 March 2023 exchange rate of 0.6698 AUD:USD. Includes a short-term loan of US\$464,673 (A\$693,750) provided by a shareholder as at 31 March 2023. As announced on 3 April 2023 the Company had entered into a Convertible Loan Agreement with Golden Asia Investment Group (GAIG) which remained undrawn at 31 March 2023 for the amount of US\$669,800 (A\$1,000,000) and was included in Loan Facilities. On 25 March 2021 the Company announced a At-the-Market Subscription Deed with Acuity Capital for US\$10.m (A\$15m) standby equity capital facility whereby 24,000,000 TGM shares were issued to Acuity Capital. No drawdowns made to date. Converted at the exchange rate of 0.6698 AUD:USD at 31 March 2023. 		

8.	Estimated cash available for future operating activities	\$US'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(183)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(c))	(121)
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(304)
8.4	Cash and cash equivalents at quarter end (item 4.6)	2,526
8.5	Unused finance facilities available at quarter end (item 7.5)	10,670
8.6	Total available funding (item 8.4 + item 8.5)	13,196
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	43.40
	<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	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
	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?	
	Answer: Yes	

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 and ore milling programme with Pan African Resources.

The Company announced on 19 October 2022² it had executed a non-binding Term Sheet with Sprott Streaming and Royalty (Sprott) 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 Sprott as well as the parties entering into a binding streaming agreement with the process currently ongoing.

In addition, as noted above and (as per ASX Release dated 25 March 2021), the Company has entered into an At-The-Market Subscription Deed ("ATM") with Acuity Capital. The ATM provides the Company the opportunity to draw-down up to A\$15 million of standby equity capital with the expiry of the ATM being 31 July 2023. (Note: converted using a 31 December 2022 exchange rate of 0.6775 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 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.

28 April 2023

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.