



Announcement Summary

Entity name

THETA GOLD MINES LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday January 20, 2021

The Proposed issue is:

☒ A placement or other type of issue

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
TGM	ORDINARY FULLY PAID	6,562,500

Proposed +issue date

Friday January 29, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

THETA GOLD MINES LIMITED

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

1.2 Registered Number Type

ACN

Registration Number

131758177

1.3 ASX issuer code

TGM

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Wednesday January 20, 2021

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

Part 7B - Issue details

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

☒ Existing class

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

☒ No

Details of +securities proposed to be issued

ASX +security code and description

TGM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

6,562,500

Offer price details

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

☒ No

Please describe the consideration being provided for the +securities

Shares in Bullion Asset Management Services Pte Ltd

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

2,100,000.000000



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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

Friday January 29, 2021

Part 7D - Listing Rule requirements

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

☒ No

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

☒ Yes

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

6,562,500

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

☒ No

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

☒ No

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

☒ No

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

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

2,187,500 shares subject to 6 months escrow expiring 29 July 2021

2,187,500 shares subject to 9 months escrow expiring on or before 17 January 2022 (subject to exercising option)

Part 7E - Fees and expenses

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

☒ No



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

☒ No

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

Part 7F - Further Information

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

Consideration for investment in Bullion Asset Management Services Pte Ltd
Refer ASX announcement dated 20 January 2021

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

☒ No

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

Theta Gold is investing up to \$2,100,000 in shares in Bullion Asset Management Services Pte Ltd ("BAM") by the issue of Theta Gold shares as consideration. Theta Gold shares are being issued at an issue price equal to the 30 days VWAP (volume weighted average price for trades done on the Australian Securities Exchange for the 30 traded days prior to the issue date of the shares). For purposes of this Appendix 3B (Part 7B), the number of shares to be issued have been calculated based on an assumed issue price of \$0.32 per share.

The investment in BAM comprise an initial subscription of \$700,000 worth of BAM shares to be settled on 29 January 2021. Following the initial subscription, Theta Gold has the option to subscribe for a further \$1,400,000 worth of BAM shares in two equal tranches (refer ASX announcement dated 20 January 2021). For purposes of this Appendix 3B (Part 7B and 7C), the number of shares to be issued have been calculated on the assumption that the company will exercise the option for both tranches (ie \$1,400,000). If the options are exercised, the Theta Gold shares will be issued in approximately 3 months time for the first tranche and in approximately 12 months time for the second tranche.