



17 July 2020

ASX ANNOUNCEMENT

**OVERSUBSCRIBED \$4M SHARE PLACEMENT TO ACCELERATE
PROJECT DEVELOPMENT AHEAD OF PROJECT FINANCING**

Theta Gold Mines Limited (“Theta Gold” or “Company”) (ASX: TGM, TGMO | OTCQB: TGMGF) is pleased to advise that the Company will issue 16,667,084 (subject to rounding) fully paid ordinary shares at \$0.24 per share (a 10.6% discount to 20 day VWAP) to raise \$4,000,100 before costs.

The placement was well over-subscribed from local and international family offices and institutional investors. Sanlam Private Wealth acted as Lead Manager for the placement and the Company is grateful for their support.

Funds raised are being deployed to advance the Company’s Theta Open Pit Starter Project in South Africa towards development, undertake general exploration and drilling for reserve conversion and for general working capital requirements.

Theta Gold Chairman Bill Guy commented, “We are very pleased to welcome new investors to our register. The new funds provide us with the necessary financial flexibility to continue pre-development activities on the Theta Project. We have a very active works program underway and we will provide shareholders with a steady stream of updates as we hit key milestones on the way to construction commencing.”

“Considerable value is expected to be realised over the coming months. Theta is in great shape with a very compelling project.”

“A reminder to our North American shareholders that our OTCQB shares **TGMGF** are now DTC-eligible and can be traded through online brokers (refer ASX announcement 13 July 2020). Theta’s very same ordinary shares are now tradable in both AUD and USD over the two markets conveniently during both trading sessions.”

The placement is expected to be settled on Thursday 23 July 2020, with the placement shares to be issued on Monday 27 July 2020.

The placement will be made under the Company’s placement capacity pursuant to 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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ABOUT THETA GOLD MINES LIMITED

Theta Gold Mines Limited (ASX: TGM, TGMO | 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 of a new gold processing plant within its approved footprint at the TGME plant, and for the processing of the Theta Open Pit oxide gold ore. Nearby surface and underground mines and prospects are expected to be further evaluated in the future.

The Company aims to build a solid production platform to over 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, Stonewall Mining (Pty) Ltd ("Stonewall"). Stonewall 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.

