

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Focus Minerals Limited (ASX: FML)
ACN/ARSN 005 470 799

1. Details of substantial holder (1)

Name Theta Gold Mines Limited (ASX:TGM) and its associated entities (listed in Part 6 of this form) (together, the **TGM Group**)
ACN/ARSN (if applicable) 131 758 177

The holder became a substantial holder on 20 / 12 / 2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary fully paid	1,842,436	1,842,436	1.01% (based on 182,748,565 shares on issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
TGM	Relevant interest under section 608(1) as the registered holder of the shares. All interests were acquired on market between 16 November 2021 and 8 December 2021. See Annexure A.	1,842,436 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
TGM	TGM	TGM	1,842,436 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
TGM	Between 16 November 2021 and 8 December 2021	See Annexure A.	-	1,842,436 ordinary shares

6. Associates

The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Theta Gold SA (Pty) Ltd, Transvaal Gold Mines Estates Limited, Sabie Mines (Proprietary) Limited, Vanaxe Share Block Pty Ltd, TGME Exploration Company 1 (Pty) Ltd and TGME Exploration Company 2 (Pty) Ltd	Entities which are associates of TGM by virtue of section 12(2)(a) of the Corporations Act.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Each member of the TGM Group	All c/o Level 35 (ServCorp), International Tower One, 100 Barangaroo Avenue, Sydney NSW 2000.

Signature

print name Brent Hofman

Capacity Company Secretary

sign here



date 21 / 12 / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure A of 1 page referred to in the Form 603 (notice of initial substantial holder), dated 21 December 2021



Signed by Brent Hofman, Company Secretary, Theta Gold Mines Limited (ACN 131 758 177)

Holder of Relevant Interest	Date of Acquisition	Consideration (\$AUD)	Number of Securities
TGM	12/11/2021	\$1,412.37	5,000
TGM	12/11/2021	\$89,837.36	310,000
TGM	16/11/2021	\$8,662.50	31,500
TGM	18/11/2021	\$18,665.76	65,000
TGM	18/11/2021	\$29,371.16	100,000
TGM	18/11/2021	\$10,875.00	37,500
TGM	18/11/2021	\$11,890.00	41,000
TGM	18/11/2021	\$22,125.00	75,000
TGM	22/11/2021	\$4,650.00	15,000
TGM	22/11/2021	\$148.50	495
TGM	22/11/2021	\$9,150.00	30,000
TGM	23/11/2021	\$11,851.50	39,505
TGM	23/11/2021	\$57.00	190
TGM	24/11/2021	\$11,943.00	39,810
TGM	24/11/2021	\$62.84	213
TGM	25/11/2021	\$10,725.32	36,357
TGM	25/11/2021	\$8,260.00	28,000
TGM	25/11/2021	\$201.19	682
TGM	26/11/2021	\$6,245.15	21,170
TGM	30/11/2021	\$3,023.16	10,248
TGM	30/11/2021	\$3,687.50	12,500
TGM	30/11/2021	\$6,490.00	22,000
TGM	30/11/2021	\$9,437.94	31,993
TGM	2/12/2021	\$291.55	1,023
TGM	3/12/2021	\$12,960.94	45,477
TGM	3/12/2021	\$18,009.00	62,100
TGM	3/12/2021	\$12,112.50	42,500
TGM	3/12/2021	\$7,000.00	25,000
TGM	6/12/2021	\$24,512.50	92,500
TGM	6/12/2021	\$16,137.04	65,000
TGM	6/12/2021	\$10,750.00	43,000
TGM	6/12/2021	\$3,339.84	13,632
TGM	7/12/2021	\$12,750.00	50,000
TGM	7/12/2021	\$12,650.00	50,600
TGM	8/12/2021	\$12,500.00	50,000
TGM	8/12/2021	\$2,616.25	10,465
TGM	8/12/2021	\$13,260.00	52,000
TGM	8/12/2021	\$6,375.00	25,000
TGM	8/12/2021	\$10,660.00	41,000
TGM	8/12/2021	\$15,019.66	56,703
TGM	8/12/2021	\$6,360.00	24,000
TGM	8/12/2021	\$6,625.00	25,000
TGM	8/12/2021	\$5,565.00	21,000
TGM	8/12/2021	\$10,472.61	39,535
TGM	8/12/2021	\$10,600.00	40,000
TGM	8/12/2021	\$3,503.19	13,738