

25 July 2019

Australian Securities Exchange  
Level 5, 20 Bridge Street  
SYDNEY NSW 2000

**NOTICE UNDER SECTION 708A(5)(e) OF THE CORPORATIONS ACT (THE ACT)**

Theta Gold Mines Limited (the **Company**) today issued 17,561,006 fully paid ordinary shares, of which 17,466,667 shares were issued to a sophisticated investor pursuant to the Subscription Agreement announced on 23 July 2019 and 94,339 shares were issued to a director of the Company following the approval of shareholders at the general meeting held on 28 June 2019.

In accordance with subsection 708A(6) of the Act, the Company gives notice that:

- i. the Company issued the securities without disclosure to the investors under Part 6D.2 of the Act;
- ii. this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
- iii. as at the date of this Notice, the Company has complied with:
  - a. the provisions of Chapter 2M of the Act as they apply to the Company, and
  - b. section 674 of the Act; and
- iv. as at the date of this Notice, the Company is not in possession of any excluded information as defined in subsections 708A(7) and 708A(8) of the Act.

On behalf of the board

A handwritten signature in black ink, appearing to read "Chin Haw Lim", is written over a light blue horizontal line.

**Chin Haw Lim**  
**Company Secretary**