

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |                                 |
|-----------------------|---------------------------------|
| <b>Name of entity</b> | <b>THETA GOLD MINES LIMITED</b> |
| <b>ABN</b>            | <b>30 131 758 177</b>           |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Yang (Simon) Liu |
| <b>Date of last notice</b> | 5 February 2019  |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| <b>Direct or indirect interest</b>                                                                                                                   | Direct                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Simon Liu holds a 37.5% interest in Hanhong New Energy Holdings Ltd<br>Simon Liu holds a 50% interest in Smart Vision Investment Group Ltd                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Date of change</b>                                                                                                                                | 25 July 2019                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>No. of securities held prior to change</b>                                                                                                        | <b>Simon Liu</b> <ul style="list-style-type: none"><li>- 1,229,474 fully paid ordinary shares</li><li>- 979,474 listed options exercisable at \$0.30 per share on or before 31 October 2020</li><li>- 500,000 unlisted options exercisable at \$0.40 each expiring 12 October 2019</li><li>- 200,000 unlisted options exercisable at \$0.35 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.30</li><li>- 200,000 unlisted options exercisable at \$0.40 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.35</li></ul> <b>Hanhong New Energy Holdings Ltd</b> <ul style="list-style-type: none"><li>- 4,527,105 fully paid ordinary shares</li><li>- 500,000 unlisted options exercisable at \$0.30 each expiring 22 August 2019</li></ul> <b>Smart Vision Investment Group Ltd</b> <ul style="list-style-type: none"><li>- 4,242,369 fully paid ordinary shares</li><li>- 500,000 unlisted options exercisable at \$0.15 each expiring 12 October 2019</li></ul> |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Class</b>                                                                                                                                                                | Fully paid ordinary shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Number acquired</b>                                                                                                                                                      | 94,339                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Number disposed</b>                                                                                                                                                      | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | \$10,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>No. of securities held after change</b>                                                                                                                                  | <p><b>Simon Liu</b></p> <ul style="list-style-type: none"> <li>- 1,323,813 fully paid ordinary shares</li> <li>- 979,474 listed options exercisable at \$0.30 per share on or before 31 October 2020</li> <li>- 500,000 unlisted options exercisable at \$0.40 each expiring 12 October 2019</li> <li>- 200,000 unlisted options exercisable at \$0.35 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.30</li> <li>- 200,000 unlisted options exercisable at \$0.40 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.35</li> </ul> <p><b>Hanhong New Energy Holdings Ltd</b></p> <ul style="list-style-type: none"> <li>- 4,527,105 fully paid ordinary shares</li> <li>- 500,000 unlisted options exercisable at \$0.30 each expiring 22 August 2019</li> </ul> <p><b>Smart Vision Investment Group Ltd</b></p> <ul style="list-style-type: none"> <li>- 4,242,369 fully paid ordinary shares</li> <li>- 500,000 unlisted options exercisable at \$0.15 each expiring 12 October 2019</li> </ul> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of shares approved by shareholders in general meeting on 28 June 2019                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

+ See chapter 19 for defined terms.  
01/01/2011 Appendix 3Y

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## Appendix 3Y

### Change of Director's Interest Notice

#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                                                     |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                                           | N/A |
| <b>Nature of interest</b>                                                                                                                                                                           | N/A |
| <b>Name of registered holder<br/>(if issued securities)</b>                                                                                                                                         | N/A |
| <b>Date of change</b>                                                                                                                                                                               | N/A |
| <b>No. and class of securities to which interest<br/>related prior to change</b><br><small>Note: Details are only required for a contract in<br/>relation to which the interest has changed</small> | N/A |
| <b>Interest acquired</b>                                                                                                                                                                            | N/A |
| <b>Interest disposed</b>                                                                                                                                                                            | N/A |

|                                                                                                                                 |     |
|---------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an<br/>estimated valuation</small> | N/A |
| <b>Interest after change</b>                                                                                                    | N/A |

#### Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                                       |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed<br/>above traded during a <sup>+</sup>closed period where prior written<br/>clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to<br/>proceed during this period?</b>                                                              | N/A |
| <b>If prior written clearance was provided, on what date was this<br/>provided?</b>                                                                                   | N/A |

Date: 26 July 2019