

30 September 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**) issued 26,666,667 fully paid ordinary shares today to a sophisticated investor pursuant to a Subscription Agreement announced on 23 July 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".

Chin Haw Lim
Company Secretary