1 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***) issued 1,886,790 fully paid ordinary shares at $0.106 per share to directors 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

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