*Rule 3.19A.2*

# 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

| | |
|---|---|
| Name of entity | **THETA GOLD MINES LIMITED** |
| ABN | **30 131 758 177** |

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.

| | |
|---|---|
| Name of Director | Yang (Simon) Liu |
| Date of last notice | 23 August 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.

| | |
|---|---|
| Direct or indirect interest | Indirect |
| **Nature of indirect interest (including registered holder)**<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 |
| Date of change | 12 October 2019 |
| No. of securities held prior to change | **Simon Liu**<br>- 1,323,813 fully paid ordinary shares<br>- 979,474 listed options exercisable at $0.30 per share on or before 31 October 2020<br>- 500,000 unlisted options exercisable at $0.40 each expiring 12 October 2019<br>- 200,000 unlisted options exercisable at $0.35 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding $0.30<br>- 200,000 unlisted options exercisable at $0.40 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding $0.35<br><br>**Hanhong New Energy Holdings Ltd**<br>- 4,527,105 fully paid ordinary shares<br><br>**Smart Vision Investment Group Ltd**<br>- 4,242,369 fully paid ordinary shares<br>- 500,000 unlisted options exercisable at $0.15 each expiring 12 October 2019 |

| | |
|---|---|
| Class | Options |
| Number acquired | Nil |
| Number disposed | 500,000 unlisted options exercisable at $0.15 each expired 12 October 2019 |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation | N/A |
| No. of securities held after change | **Simon Liu**<br>- 1,323,813 fully paid ordinary shares<br>- 979,474 listed options exercisable at $0.30 per share on or before 31 October 2020<br>- 500,000 unlisted options exercisable at $0.40 each expiring 12 October 2019<br>- 200,000 unlisted options exercisable at $0.35 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding $0.30<br>- 200,000 unlisted options exercisable at $0.40 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding $0.35<br>**Hanhong New Energy Holdings Ltd**<br>- 4,527,105 fully paid ordinary shares<br>**Smart Vision Investment Group Ltd**<br>- 4,242,369 fully paid ordinary shares |
| Nature of change<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Expiry of options |

## 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.

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

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

## Part 3 – +Closed period

| | |
|---|---|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | N/A |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

Date: 14 October 2019