Appendix 3Y

Rule 3.19A.2

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	Bill Richie Yang
Date of last notice	5 July 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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	a) Bill Richie Yang ATF Yana Family Super Fund; and b) Vs Capital Investments Pty Ltd ATF <The Exponential Family Trust>, of which Mr Yang is a director
Date of change	12 October 2019
No. of securities held prior to change	Refer Annexure A

+ See chapter 19 for defined terms.

Class	Unlisted options
Number acquired	Nil
Number disposed	Refer Annexure A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	Refer Annexure A
Nature of change 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 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 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

+ See chapter 19 for defined terms.

Annexure A

THETA GOLD MINES LIMITED

APPENDIX 3Y – BILL RICHIE YANG

Held by Bill Richie Yang

			Number of Securities Held			
Performance Hurdle/Vesting Date (if applicable)	**Exercise Price**	**Expiry Date**	**Prior to Change**	**Acquired**	**Lapsed**	**After Change**
Delineating a total of 300,000 ounces of gold ore reserves (in accordance with the JORC Code 2012[1]) at grade of at least 2.5g/t Au, amenable to open-cut mining on Mining Right 83, Mining Right 341 and Mining Right 10167 (under application).	N/A	27/6/24	1,000,000	-	-	1,000,000
Decision to Mine (Board approval to commence development of a gold mining operation) with all regulatory approvals secured. This performance hurdle must be achieved on or before the date that is 18 months from the date of issue of the performance right.	N/A	27/6/24	1,000,000	-	-	1,000,000
Achieving annualised production of 50,000 ounces of gold per annum over a consecutive period of 3 months. This performance hurdle must be achieved on or before the date that is 30 months from the date of issue of the performance right.	N/A	27/6/24	1,500,000	-	-	1,500,000
Achieving annualised production of 100,000 ounces of gold per annum over a consecutive period of 3 months. This performance hurdle must be achieved on or before the date that is 48 months from the date of issue of the performance right.	N/A	27/6/24	1,500,000	-	-	1,500,000

Held by Bill Richie Yang ATF Yana Family Super Fund

			Number of Securities Held			
Performance Hurdle/Vesting Date (if applicable)	**Exercise Price**	**Expiry Date**	**Prior to Change**	**Acquired**	**Lapsed**	**After Change**
Fully paid ordinary shares (ASX: TGM)	N/A	N/A	472,692	-	-	472,692
	$0.20	12/10/19	1,000,000	-	(1,000,000)	-
	$0.40	12/10/19	500,000	-	(500,000)	-
Company achieving a market capitalisation of greater than $25,000,000 for a period of 10 consecutive trading days	$0.20	12/10/19	1,000,000	-	(1,000,000)	-

Held by Vs Capital Investments Pty Ltd ATF <The Exponential Family Trust>

			Number of Securities Held			
Performance Hurdle/Vesting Date (if applicable)	**Exercise Price**	**Expiry Date**	**Prior to Change**	**Acquired**	**Lapsed**	**After Change**
Fully paid ordinary shares (ASX: TGM)	N/A	N/A	1,043,476	-	-	1,043,476
Listed options (ASX: TGMO)	$0.30	31/10/20	528,948	-	-	528,948