29 April 2020

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 the following securities today pursuant to the share placement announced on 24 April 2020 –

a) 4,650,000 fully paid ordinary shares;
b) 2,325,000 listed options (ASX: TGMO) exercisable at $0.30 each on or before 31 October 2020; and
c) 2,325,000 unlisted options exercisable at $0.40 each on or before 27 April 2022.

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.

This announcement was authorised for release by the Board of Directors.

For further information please contact:

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