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	15 August 2018

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	28 June 2019
No. of securities held prior to change	Refer Annexure A

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Class	a) Fully paid ordinary shares b) Performance rights
Number acquired	a) 660,377 fully paid ordinary shares b) 5,000,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A)
Number disposed	Refer Annexure A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) $70,000 b) Nil
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	(i) Cancellation of options and performance rights; (ii) Issue of shares and grant of performance rights following approval by shareholders in general meeting on 28 June 2019

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?	No
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: 5 July 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**	**Cancelled**	**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**	**Cancelled**	**After Change**
Fully paid ordinary shares (ASX: TGM)	N/A	N/A	236,843	235,849	-	472,692
	$0.20	12/10/19	1,000,000	-	-	1,000,000
	$0.40	12/10/19	500,000	-	-	500,000
	$0.20	30/4/20	1,500,000	-	(1,500,000)	-
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
20 day VWAP above $0.030. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options	$0.35	19/7/22	750,000	-	(750,000)	-
20 day VWAP above $0.035	N/A	19/7/22	150,000	-	(150,000	-

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**	**Cancelled**	**After Change**
Fully paid ordinary shares (ASX: TGM)	N/A	N/A	618,948	424,528	-	1,043,476
Listed options (ASX: TGMO)	$0.30	31/10/20	528,948	-	-	528,948
20 day VWAP above $0.025. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options	$0.30	19/7/22	750,000	-	(750,000)	-
20 day VWAP above $0.035. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options	$0.40	19/7/22	750,000	-	(750,000)	-
Obtaining sufficient capital expenditure financing (debt and/or equity) to enable the group's mines and facilities to be upgraded to the point where they can profitably produce no less than 55,000 ounces of gold or gold equivalent on an annualised	$0.25	19/7/22	1,500,000	-	(1,500,000)	-

basis. Where the relevant capital expenditure financing is obtained through debt financing, this milestone will be deemed to have been achieved upon the first, actual drawdown of the relevant loan. This performance hurdle must be achieved on or before the date that is three years from the date of issue of the Options						
20 day VWAP above $0.025		19/7/22	150,000	-	(150,000)	-
20 day VWAP above $0.030		19/7/22	150,000	-	(150,000)	-
Market capitalisation above $125,000,000 for a consecutive 5 day period		19/7/22	500,000	-	(500,000)	-

20 Day VWAP means the average of the daily volume weighted average price of all sales of Shares recorded on ASX over a 20-day period, not including:

(a) any transaction classified under the ASX's Market Rules as a "Special Crossing";
(b) crossings prior to the commencement of normal trading or during the closing phase and after hours adjust phase;
(c) any overseas trades or trades pursuant to the exercise of options over Shares; or
(d) any overnight crossings.