Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: THETA GOLD MINES LIMITED

ACN/ARSN: 131 758 177

1. Details of substantial holder(1)

Name: Jianbin Zhang
Jiangsu Ruihua Investment Holding Group Co., Limited
Xizang Ruihua Business Management Co., Limited
Tianjin Ruihua Huiying Energy Development Partnership Enterprise
Hong Kong Ruihua Investment Management Ltd
Hong Kong Ruihua Green Development Ltd

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on: 14/10/2025

The previous notice was given to the company on: 02/07/2025

The previous notice was dated: 02/07/2025

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	162,628,662	17.51%	162,628,662	15.55%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17/9/2024	Hong Kong Ruihua Green Development Ltd	Placement	-US$6,000,000	69,137,538 Ordinary Shares	69,137,538
1/7/2025	Hong Kong Ruihua Green Development Ltd	Placement	-US$4,000,000	47,337,278 Ordinary Shares	47,337,278
14/10/2025	Hong Kong Ruihua Green Development Ltd	Dilution from issuance of new shares	N/A	N/A	N/A
14/10/2025	Hong Kong Ruihua Investment Management Ltd	Dilution from issuance of new shares	N/A	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Hong Kong Ruihua Green Development Ltd	Hong Kong Ruihua Green Development Ltd		Has a relevant interest under section 608(1)(a) of the Corporations Act as	116,474,816 fully paid ordinary shares	11.14%

			the registered Holder.		
Hong Kong Ruiua Investment Management Ltd	Hong Kong Ruiua Investment Management Ltd		Has a relevant interest under section 608(1)(a) of the Corporations Act as the registered Holder.	46,153,846 fully paid ordinary shares	4.41%
Tianjin Ruihua Huiying Energy Development Partnership Enterprise	Tianjin Ruihua Huiying Energy Development Partnership Enterprise		Has a relevant interest under section 608(3)(b) of the Corporations Act as the major shareholder of Hong Kong Ruihua Green Development Ltd.	116,474,816 fully paid ordinary shares	11.14%
Xizang Ruihua Business Management Co., Limited	Xizang Ruihua Business Management Co., Limited		Has a relevant interest under section 608(3)(b) of the Corporations Act as the major shareholder of Tianjin Ruihua Huiying Energy Development Partnership Enterprise.	116,474,816 fully paid ordinary shares	11.14%
Jiangsu Ruihua Investment Holding Group Co., Limited	Jiangsu Ruihua Investment Holding Group Co., Limited		Has a relevant interest under section 608(3)(b) of the Corporations Act as the major shareholder of Xizang Ruihua Business Management Co., Limited, as well as the major shareholder of Hong Kong Ruiua Investment Management Ltd.	162,628,662 fully paid ordinary shares.	15.55%
Jianbin Zhang	Jianbin Zhang		Has a relevant interest under section 608(3)(b) of the Corporations Act as the major shareholder of Jiangsu Ruihua Investment Holding Group Co., Limited.	162,628,662 fully paid ordinary shares.	15.55%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Hong Kong Ruihua Green Development Ltd	Jianbin Zhang is the ultimate controller, through controlled entities Jiangsu Ruihua Investment Holding Group Co., Limited, Xizang Ruihua Business Management Co., Limited, and Tianjin Ruihua Huiying Energy Development Partnership Enterprise controls the company.
Hong Kong Ruihua Investment Management Ltd	Jianbin Zhang is the ultimate controller, through controlled entity Jiangsu Ruihua Investment Holding Group Co., Limited controls the company.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Hong Kong Ruihua Green Development Ltd	Unit 1101, 11/F, W50, No. 50 Wong Chuk Hang Road, Hong Kong
Hong Kong Ruihua Investment Management Ltd	Unit 1101, 11/F, W50, No. 50 Wong Chuk Hang Road, Hong Kong
Tianjin Ruihua Huiying Energy Development Partnership Enterprise	No. 3, Ziqi Road, Xuanwu District,Nanjing City, Jiangsu Province, China
Xizang Ruihua Business Management Co., Limited	No. 3, Ziqi Road, Xuanwu District,Nanjing City, Jiangsu Province, China
Jiangsu Ruihua Investment Holding Group Co., Limited	No. 3, Ziqi Road, Xuanwu District,Nanjing City, Jiangsu Province, China
Jianbin Zhang	House A, Circle Lodge of No. 79 Repulse Bay Road, Hong Kong

Signature

print name YAO JIANJUN capacity Authorised Respresentative

sign here date 16 / 10 / 2025

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.