

# 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

<b>Name of entity</b>	<b>THETA GOLD MINES LIMITED</b>
<b>ABN</b>	<b>30 131 758 177</b>

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.

<b>Name of Director</b>	Charles William Guy
<b>Date of last notice</b>	19 June 2020

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mineral Rock Pty Ltd <SEBC Family A/C>  Mr Guy is a director and shareholder of Mineral Rock Pty Ltd
<b>Date of change</b>	31 October 2020
<b>No. of securities held prior to change</b>	<u><b>Charles William Guy</b></u> 4,000,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A)  <u><b>Mineral Rock Pty Ltd &lt;SEBC Family A/C&gt;</b></u> 1,043,923 Fully paid ordinary shares  418,232 Listed options exercisable at \$0.30 per share on or before 31 October 2020

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<b>Class</b>	Listed options exercisable at \$0.30 per share on or before 31 October 2020
<b>Number acquired</b>	Nil
<b>Number disposed</b>	418,232
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<p><b><u>Charles William Guy</u></b>  4,000,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A)</p> <p><b><u>Mineral Rock Pty Ltd &lt;SEBC Family A/C&gt;</u></b>  1,043,923 Fully paid ordinary shares</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Options lapsed

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## 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

Date: 3 November 2020

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## THETA GOLD MINES LIMITED

## APPENDIX 3Y – CHARLES WILLIAM GUY

## PERFORMANCE RIGHTS EXPIRING 27 JUNE 2024

<b>Performance Hurdle/Vesting Condition</b>	<b>Number</b>
Delineating a total of 300,000 ounces of gold ore reserves (in accordance with the JORC Code 2012 <sup>1</sup> ) 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).	800,000
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 27 Dec 2020, being 18 months from the date of issue of the performance right.	800,000
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 27 Dec 2021, being 30 months from the date of issue of the performance right.	1,050,000
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 27 Jun 2023, being 48 months from the date of issue of the performance right.	1,350,000
<b>Total</b>	<b>4,000,000</b>

<sup>1</sup>Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition