

# 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>    | Bill Richie Yang |
| <b>Date of last notice</b> | 31 March 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>   | Indirect  |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | a) Bill Richie Yang ATF Yana Family Super Fund; and<br>b) Vs Capital Investments Pty Ltd ATF <The Exponential Family Trust>, of which Mr Yang is a director |
| <b>Date of change</b>  | 31 October 2020   |
| <b>No. of securities held prior to change</b>  | Refer Annexure A  |

+ See chapter 19 for defined terms.

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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>  | 528,948   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | Nil   |
| <b>No. of securities held after change</b>  | Refer Annexure A  |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Options lapsed  |

## 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><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <b>Interest acquired</b>   | N/A |
| <b>Interest disposed</b>   | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A |
| <b>Interest after change</b>   | N/A |

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### Part 3 – +Closed period

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +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

+ See chapter 19 for defined terms.

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## THETA GOLD MINES LIMITED

## APPENDIX 3Y – BILL RICHIE YANG

## Held by Bill Richie Yang

| Performance Hurdle/Vesting Date (if applicable)   | Exercise Price | Expiry Date | Number of Securities Held |          |          |              |
|---|----------------|-------------|---------------------------|----------|----------|--------------|
|   |                |             | Prior to Change           | Acquired | Disposed | After Change |
| 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). | 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**

| Performance Hurdle/Vesting Date (if applicable) | Exercise Price | Expiry Date | Number of Securities Held |          |          |              |
|---|----------------|-------------|---------------------------|----------|----------|--------------|
|   |                |             | Prior to Change           | Acquired | Disposed | After Change |
| Fully paid ordinary shares (ASX: TGM)           | N/A            | N/A         | 472,692                   | -        | -        | 472,692      |
|   |                |             |                           |          |          |              |

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

| Performance Hurdle/Vesting Date (if applicable) | Exercise Price | Expiry Date | Number of Securities Held |          |                  |              |
|---|----------------|-------------|---------------------------|----------|------------------|--------------|
|   |                |             | Prior to Change           | Acquired | Disposed /Lapsed | After Change |
| Fully paid ordinary shares (ASX: TGM)           | N/A            | N/A         | 1,138,476                 | -        | -                | 1,138,476    |
| Listed options (ASX: TGMO)                      | \$0.30         | 31/10/20    | 528,948                   | -        | (528,948)        | -            |
|   |                |             |                           |          |                  |              |