



20 January 2023

ASX Announcements Office

Mr Shane Falconer
ASX Adviser, Listing Compliance
Central Park
152-158 St Georges Terrace
Perth, WA 6000

Late Lodgement of Appendix 3Y's (Change of Directors Interest Notices) – ASX Query

Theta Gold Mines Limited (ACN 131 758 177) (**Theta Gold** or **the Company**) refers to ASX's letter dated 17 January 2023 querying the late lodgement of Appendix 3Y's, Notices of Change in Directors Interests; for Mr Bill Richie Yang, Mr Charles William Guy, Mr Guyang (Brett) Tang and Mr Byron Dumpleton.

The Appendix 3Y's notices were lodged on the 16 January 2023, which is outside the time prescribed under the Listing Rules, which is no later than 5 business days following the change of interest which would have been no later than 6 January 2023.

In response to the ASX questions in the letter requesting further information the Company provides the following responses: (using the same numbering)

1. The Appendix 3Y's were lodged late due an administrative oversight as a result of the Company Secretary becoming infected with the Covid virus whilst overseas during the Christmas period.
2. Each director of Theta Gold is aware of Listing Rule 3.19A and their obligations to provide the necessary information to the Company to ensure its able to meet its continuous disclosure obligations.
3. The Company believes its existing arrangements are adequate and that the late lodgement of the Appendix 3Y's was an isolated incident. The Company confirms that its directors are aware of their obligations when dealing with securities of the Company.

This Announcement is authorised for release by the Board of the Company.

Yours faithfully

Bill Guy

Bill Guy
Chairman
THETA GOLD MINES LIMITED



17 January 2023

Reference: 66579

Mr Brent Hofman
Company Secretary
Theta Gold Mines Limited

By email: brenth@thetagoldmines.com

Dear Mr Hofman

Theta Gold Mines Limited ('TGM'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. TGM's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 16 January 2023 for Mr Bill Richie Yang;
2. TGM's Appendix 3Y lodged on the MAP on 16 January 2023 for Mr Charles William Guy;
3. TGM's Appendix 3Y lodged on the MAP on 16 January 2023 for Mr Guyang Tang; and
4. TGM's Appendix 3Y lodged on the MAP on 16 January 2023 for Mr Byron Karl Lester Dumpleton;
(together, the 'Notices').
5. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

6. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notices indicates that a change in Mr Bill Richie Yang's notifiable interest occurred on 29 December 2022. It appears that the Notice should have been lodged with ASX by 6 January 2023. Consequently, TGM may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Bill Richie Yang may have breached section 205G of the *Corporations Act 2001* (Cth).

The Notices indicates that a change in Mr Charles William Guy's notifiable interest occurred on 29 December 2022. It appears that the Notice should have been lodged with ASX by 6 January 2023. Consequently, TGM may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Charles William Guy may have breached section 205G of the *Corporations Act 2001* (Cth).

The Notices indicates that a change in Mr Guyang Tang's notifiable interest occurred on 29 December 2022. It appears that the Notice should have been lodged with ASX by 6 January 2023. Consequently, TGM may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Guyang Tang may have breached section 205G of the *Corporations Act 2001* (Cth).

The Notices indicates that a change in Mr Byron Karl Lester Dumbleton's notifiable interest occurred on 29 December 2022. It appears that the Notice should have been lodged with ASX by 6 January 2023. Consequently, TGM may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Byron Karl Lester Dumbleton may have breached section 205G of the *Corporations Act 2001* (Cth).

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Ys were lodged late.
2. What arrangements does TGM have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does TGM intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **4 PM AWST Friday, 20 January 2023**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, TGM's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require TGM to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in TGM's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;

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- how long you want the trading halt to last;
 - the event you expect to happen that will end the trading halt;
 - that you are not aware of any reason why the trading halt should not be granted; and
 - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in TGM's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to TGM's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that TGM's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours faithfully

Shane Falconer
Adviser, Listings Compliance