

# 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>	3 November 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 and Indirect
<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>	21 April 2021
<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  <u><b>Mineral Rock Pty Ltd &lt;SEBC Family A/C&gt;</b></u> 1,043,923 Fully paid ordinary shares

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<b>Class</b>	(a) Fully paid ordinary shares (b) Performance rights expiring 27 June 2024
<b>Number acquired</b>	(a) 800,000 (b) Nil
<b>Number disposed</b>	(a) Nil (b) 800,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	(a) Nil (b) Nil
<b>No. of securities held after change</b>	<p><b><u>Charles William Guy</u></b>  3,200,000 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>  1,843,923 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	Exercise of performance rights expiring 27 June 2024

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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 – +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>	N/A
<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: 21 April 2021

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## THETA GOLD MINES LIMITED

## APPENDIX 3Y – CHARLES WILLIAM GUY

## PERFORMANCE RIGHTS EXPIRING 27 JUNE 2024

Performance Hurdle/Vesting Condition	Number
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 Sep 2021.	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 Sep 2022.	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 Mar 2024.	1,350,000
<b>Total</b>	<b>3,200,000</b>