

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

Name of entity	THETA GOLD MINES LIMITED
ABN	30 131 758 177

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.

Name of Director	Charles William (Bill) Guy
Date of last notice	13 December 2022

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.

Direct or indirect interest	Direct and Indirect Interest
Nature of indirect interest (including registered holder) <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
Date of change	29 December 2022
No. of securities held prior to change	Charles William Guy 2,400,000 Performance Rights expiring 27 June 2024 and subject Performance hurdles. Mineral Rock Pty Ltd <SEBC Family A/c> 2,272,494 Fully-paid Ordinary Shares

+ See chapter 19 for defined terms.

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Class	a) Fully paid ordinary shares b) Performance Rights c) Unlisted Options
Number acquired	a) Nil b) 3,500,000 Performance rights, expiry date 30 September 2025, 1,750,000 Performance rights, expiry date 30 September 2027. (c) 2,300,000 Unlisted Options, expiry date 30 September 2025, Exercise price \$0.12, 300,000 Unlisted Options, expiry date 30 September 2027, Exercise price \$0.17.
Number disposed	a) Nil b) Nil c) Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) \$30,000 b) Nil c) Nil
No. of securities held after change	<p>Charles William Guy:</p> <p>Performance Rights -</p> <p>2,400,000 Performance Rights, expiring 27 June 2024 and Subject to performance hurdles,</p> <p>3,500,000 Performance Rights, expiring 30 September 2025 and Subject to performance hurdles,</p> <p>1,750,000 Performance Rights expiring 30 September 2027 and Subject to performance hurdles.</p> <p>Unlisted Options -</p> <p>2,300,000 Unlisted Options, expiry date 30 September 2025, exercise price \$0.12,</p> <p>300,000 Unlisted Options, expiry date 30 September 2027, exercise price \$0.17.</p> <p>Minerals Rock Pty Ltd <SEBC Family A/C></p> <p>2,272,494 Fully- paid ordinary shares</p>

<p>Nature of change</p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Allotment of Performance Rights and Unlisted Options pursuant to resolutions passed by shareholders at an AGM held on 30 November 2022.</p>
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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.

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

Part 3 – ⁺Closed period

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

Date: 16 January 2023
