

Appendix 3Y

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	Robert Thomson
Date of last notice	5 August 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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Monterey Consolidated Services Pty Limited <Lorodaca Super Fund A/C>, of which Mr Thomson is a director and a beneficiary of the superannuation fund
Date of change	31 October 2020
No. of securities held prior to change	Robert Thomson 1,500,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A) <u>Monterey Consolidated Services Pty Limited <Lorodaca Super Fund A/C></u> 1,367,342 Fully paid ordinary shares 263,159 Listed options exercisable at \$0.30 per share on or before 31 October 2020
Class	Listed options exercisable at \$0.30 per share on or before 31 October 2020
Number acquired	Nil

+ See chapter 19 for defined terms.

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Number disposed	263,159
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	<u>Robert Thomson</u> 1,500,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A) <u>Monterey Consolidated Services Pty Limited</u> <u><Lorodaca Super Fund A/C></u> 1,367,342 Fully paid ordinary shares
Nature of change 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.

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

+ See chapter 19 for defined terms.

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: 3 November 2020

⁺ See chapter 19 for defined terms.

THETA GOLD MINES LIMITED

APPENDIX 3Y – ROBERT THOMSON

PERFORMANCE RIGHTS

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 Dec 2020, being 18 months from the date of issue of the performance right.	500,000
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.	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 27 Jun 2023, being 48 months from the date of issue of the performance right.	500,000
Total	1,500,000