

# 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>	<b><u>Charles William Guy</u></b> 4,000,000 Performance rights expiring 27 June 2024 and subject to performance hurdles <b><u>Mineral Rock Pty Ltd &lt;SEBC Family A/C&gt;</u></b> 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> 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> Note: If consideration is non-cash, provide details and an estimated valuation	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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