

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	Finn Behnken
Date of last notice	5 July 2019

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	19 August 2021
No. of securities held prior to change	1,200,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A)

+ See chapter 19 for defined terms.

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Class	(a) Fully paid ordinary shares (b) Performance rights expiring 27 June 2024
Number acquired	(a) 200,000 fully paid ordinary shares (b) Nil
Number disposed	(a) Nil (b) 200,000 performance rights expiring 27 June 2024
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	(a) 200,000 fully paid ordinary shares (b) 1,000,000 performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A)
Nature of change 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

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

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?	N/A
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: 26 August 2021

THETA GOLD MINES LIMITED

APPENDIX 3Y – FINN BEHNKEN

PERFORMANCE RIGHTS EXPIRING 27 JUNE 2024

Performance Hurdle/Vesting Condition	Number
<p>Decision to Mine (Board approval to commence development of a gold mining operation) with all regulatory approvals secured.</p> <p>This performance hurdle must be achieved on or before 27 September 2021.</p>	200,000
<p>Achieving annualised production of 50,000 ounces of gold per annum over a consecutive period of 3 months.</p> <p>This performance hurdle must be achieved on or before 27 September 2022.</p>	400,000
<p>Achieving annualised production of 100,000 ounces of gold per annum over a consecutive period of 3 months.</p> <p>This performance hurdle must be achieved on or before 27 March 2024.</p>	400,000
Total	1,000,000