Rule 3.19A.2

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 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	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	26 March 2020 – 2 April 2020
No. of securities held prior to change	**Robert Thomson** 5,500,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A) **Monterey Consolidated Services Pty Limited <Lorodaca Super Fund A/C>** 1,267,875 Fully paid ordinary shares 263,159 Listed options exercisable at $0.30 per share on or before 31 October 2020
Class	Ordinary shares
Number acquired	99,467

+ See chapter 19 for defined terms.

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$20,008
No. of securities held after change	**Robert Thomson** 5,500,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A) **Monterey Consolidated Services Pty Limited <Lorodaca Super Fund A/C>** 1,367,342 Fully paid ordinary shares 263,159 Listed options exercisable at $0.30 per share on or before 31 October 2020
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase

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?	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: 2 April 2020

+ See chapter 19 for defined terms.

Annexure A

THETA GOLD MINES LIMITED

APPENDIX 3Y – ROBERT THOMSON

PERFORMANCE RIGHTS

Performance Hurdle/Vesting Condition	**Number**
Delineating a total of 300,000 ounces of gold ore reserves (in accordance with the JORC Code 2012[1]) at grade of at least 2.5g/t Au, amenable to open-cut mining on Mining Right 83, Mining Right 341 and Mining Right 10167 (under application).	1,100,000
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 the date that is 18 months from the date of issue of the performance right.	1,100,000
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 the date that is 30 months from the date of issue of the performance right.	1,850,000
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 the date that is 48 months from the date of issue of the performance right.	1,450,000
Total	**5,500,000**

[1]*Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition*