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	15 August 2018

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.	Mineral Rock Pty Ltd <SEBC Family A/C> Mr Guy is a director and shareholder of Mineral Rock Pty Ltd
Date of change	28 June 2019
No. of securities held prior to change	**Mineral Rock Pty Ltd <SEBC Family A/C>** 418,232 Fully paid ordinary shares (post 10:1 share consolidation) 418,232 Listed options exercisable at $0.03 per share on or before 31 October 2020 (post 10:1 share consolidation)

Appendix 3Y
Change of Director's Interest Notice

Class	a) Fully paid ordinary shares b) Performance rights
Number acquired	a) 377,358 fully paid ordinary shares b) 4,000,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) $40,000 b) Nil
No. of securities held after change	**Charles William Guy** 4,000,000 Performance rights expiring 27 June 2024 and subject to performance hurdles (refer Annexure A) **Mineral Rock Pty Ltd <SEBC Family A/C>** 795,590 Fully paid ordinary shares 418,232 Listed options exercisable at $0.03 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	Issue of shares and grant of performance rights following approval by shareholders in general meeting on 28 June 2019

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: 5 July 2019

Annexure A

THETA GOLD MINES LIMITED

APPENDIX 3Y – CHARLES WILLIAM GUY

PERFORMANCE RIGHTS ISSUED 28 JUNE 2019

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).	800,000
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.	800,000
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.	1,050,000
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.	1,350,000
Total	**4,000,000**

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