

Appendix 3Z

Final 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 30/9/2001.

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.3 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	19 August 2021
Date that director ceased to be director	15 August 2022

Part 1 – Director's relevant interests in securities of which the director is the registered holder

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.

<p>Number & class of securities</p> <p>(a) 200,000 Fully paid ordinary shares, and (b) 800,000 Performance Rights</p> <p>Performance Rights Expiring 27 June 2024 as follows:</p> <p>Performance Hurdle / Vesting Conditions.</p> <p>1. Achieving annualised production of 50,000 ounces of gold per annum over a consecutive period of 3 months. (400,000 performance rights)</p> <p>This performance hurdle must be achieved on or before 27 September 2022.</p> <p>2. Achieving annualised production of 100,000 ounces of gold per annum over a consecutive period of 3 months. (400,000 performance rights)</p> <p>This performance hurdle must be achieved on or before 27 March 2024.</p> <p>Note: Performance Rights will lapse 3 months following cessation of employment.</p>
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+ See chapter 19 for defined terms.

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Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
Note: Provide details of the circumstances giving rise to the relevant interest Nil	

Part 3 – Director's interests in contracts

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.

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