

# Appendix 3Y

Rule 3.19A.

## 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>	Bill Richie Yang
<b>Date of last notice</b>	6 October 2025

### 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> Note: Provide details of the circumstances giving rise to the relevant interest.	a) Bill Richie Yang ATF Yana Family Super Fund; b) Vs Capital Investments Pty Ltd ATF <The Exponential Family Trust>, of which Mr Yang is a director; and c) VS Capital Group Limited of which Mr Yang is a director
<b>Date of change</b>	9 December 2025
<b>No. of securities held prior to change</b>	(a) 572,692 Fully paid ordinary shares  (b) 2,467,047 Fully paid ordinary shares  (c) 2,000,000 Fully paid ordinary shares  (d) 1,750,000 Performance Rights expiring on 30 September 2027  (e) 300,000 Unlisted Options, expiring on 30 September 2027, exercise price \$0.17

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<b>Class</b>	(a) (b) & (c) Fully paid ordinary shares  (d) Performance rights (e) Unlisted Options
<b>Number acquired</b>	(a) Nil (b) Nil (c) Nil (d) 6,750,000 (e) 8,600,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	(a) 572,692 Fully paid ordinary shares,  (b) 2,467,047 Fully paid ordinary shares,  (c) 2,000,000 Fully paid ordinary shares,  (d) 3,750,000 Performance rights expiring on 30 September 2027  3,000,000 Performance rights expiring on 30 September 2028  1,750,000 Performance rights expiring on 30 September 2029  (e) 1,000,000 Unlisted Options, expiring on 30 September 2027, exercise price \$0.12  300,000 Unlisted Options expiring on 30 September 2027, exercise price \$0.17  300,000 Unlisted Options, expiring on 30 September 2028, exercise price \$0.12  7,000,000 Unlisted Options, expiring on 30 September 2028, exercise price \$0.15  300,000 Unlisted Options, expiring on 30 September 2029, exercise price \$0.17
<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	Options and Performance Rights issued pursuant to shareholder approval granted by resolution at a general meeting on 24 November 2025.

## 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> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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: 12 December 2025

+ See chapter 19 for defined terms.