

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Venus Metals Corporation Limited (VMC)

ACN/ARSN 123 250 582

1. Details of substantial holder (1)

Name QGold Pty Ltd (QGold) and each of the persons listed in Section 5 of this notice (each, a **Substantial Holder**)

ACN/ARSN (if applicable) 149 659 950

There was a change in the interests of the
substantial holder on

1 / 08 / 2023

The previous notice was given to the company on

6 / 07 / 2023

The previous notice was dated

6 / 07 / 2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	23,064,128	12.73%	30,222,822	15.94%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
28/06/2023	QGold	On-market purchase	\$28,118.15	151,990 ordinary shares	151,990
28/06/2023		On-market purchase	\$760.00	4,000 ordinary shares	4,000
29/06/2023		On-market purchase	\$16,911.90	89,010 ordinary shares	89,010
30/06/2023		On-market purchase	\$5,599.68	29,472 ordinary shares	29,472
3/07/2023		On-market purchase	\$17,182.46	90,434 ordinary shares	90,434
5/07/2023		On-market purchase	\$43,135.40	215,677 ordinary shares	215,677
6/07/2023		On-market purchase	\$15,622.20	78,111 ordinary shares	78,111
26/07/2023		Off-market purchase	\$57,500.00	500,000 ordinary shares	500,000
1/08/2023		Off-market purchase	\$690,000.00	6,000,000 ordinary shares	6,000,000
28/06/2023	Queensland Gold Holdings Pty Ltd as	Purchases by QGold	Nil	7,158,694 ordinary shares	7,158,694
28/06/2023					

29/06/2023	trustee for the Christopher Wallin Family Trust No.2 (QGH)				
30/06/2023					
3/07/2023					
5/07/2023					
6/07/2023					
26/07/2023					
1/08/2023					
28/06/2023	Christopher Ian Wallin	Purchases by QGold	Nil	7,158,694 ordinary shares	7,158,694
28/06/2023					
29/06/2023					
30/06/2023					
3/07/2023					
5/07/2023					
6/07/2023					
26/07/2023					
1/08/2023					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
QGold	QGold	QGold	Registered holder	30,222,822 ordinary shares	30,222,822
QGH	QGold	QGold	Relevant interest under section 608(3)(b) of the Act as a result of holding 100% of the issued share capital of QGold.	30,222,822 ordinary shares	30,222,822
Christopher Ian Wallin	QGold	QGold	Relevant interest under section 608(3)(b) of the Act as a result of holding 100% of the issued share capital of QGH and a relevant interest under section 608(1)(b) and section 608(1)(c) of the Act by virtue of control over QGH and QGold.	30,222,822 ordinary shares	30,222,822

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
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QGold, QGH, Strategic Minerals Corporation Pty Ltd (**SMC**), Signature Resources Pty Ltd (**SR**), Telluride Mining Pty Ltd (**TM**), Alpha Uranium Pty Ltd (**AU**), Carawine Resources Limited (**CRL**)


Each of the named parties is controlled by Christopher Ian Wallin.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
QGold, QGH, SM, SR, TM, AU, CRL	PO Box 10630, Brisbane QLD 4000
CRL	PO Box 2205, Malaga WA 6944
Christopher Ian Wallin	4 Kintyre Street, Brookfield QLD 4069

Signature

print name	Christopher Ian Wallin	capacity	Authorised signatory
sign here		date	4 August 2023

DIRECTIONS

- If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
 - (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.