



## Announcement Summary

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**Entity name**

VENTURE MINERALS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

15/12/2023

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
VMSO	OPTION EXPIRING 25-JUL-2025	286,666,667
VMS	ORDINARY FULLY PAID	266,666,667

**Proposed +issue date**

22/12/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

VENTURE MINERALS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

51119678385

**1.3 ASX issuer code**

VMS

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

15/12/2023

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	9/2/2024	<input checked="" type="checkbox"/> Estimated	

**Comments**

The Placement of 260,000,000 Ordinary Fully Paid shares are under the company's ASX LR7.1 Placement Capacity. The VMSO Listed Options and Director participation are subject to shareholder approval.

Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ASX +security code and description**

VMS : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

260,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash**

**What is the issue price per**



**consideration being paid?**

AUD - Australian Dollar

**+security?**

AUD 0.00750

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

Existing class

Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ASX +security code and description**

VMSO : OPTION EXPIRING 25-JUL-2025

**Number of +securities proposed to be issued**

260,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Free attaching listed option to participants in the Placement.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.036000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX)**

**Will the proposed issue of this +security include an offer of attaching +securities?**



**or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Yes

Existing class

Details of +securities proposed to be issued

**ASX +security code and description**

VMS : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

6,666,667

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00750

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

Existing class

Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ASX +security code and description**

VMSO : OPTION EXPIRING 25-JUL-2025

**Number of +securities proposed to be issued**

6,666,667

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**



No

**Please describe the consideration being provided for the +securities**

Free attaching listed option to participants in the Placement - Director participation is subject to shareholder approval.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.036000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ASX +security code and description**

VMSO : OPTION EXPIRING 25-JUL-2025

**Number of +securities proposed to be issued**

20,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

20,000,000 VMSO Broker Options to be issued subject to shareholder approval to the Joint Lead Managers.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

100,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 7C - Timetable

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**7C.1 Proposed +issue date**

22/12/2023

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

260,000,000 Ordinary Fully Paid Shares

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Evolution Capital and Peak Asset Management

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

6% selling fee and 20million VMSO Listed Options to be issued subject to shareholder approval.

**7E.2 Is the proposed issue to be underwritten?**

No



**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

No other material fees other than broker selling fees.

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Drilling and Exploration at Jupiter REE Project including metallurgical testwork, ongoing studies at the Mount Lindsay Project and general working capital.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)