

Venus Metals Corporation Limited

ABN 99 123 250 582

HALF-YEAR FINANCIAL REPORT FOR THE SIX MONTHS ENDED 31 DECEMBER 2016

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CORPORATE INFORMATION

Directors

Terence William Hogan OAM -Non Executive Chairman
Matthew Vernon Hogan -Managing Director
Selvakumar Arunachalam -Executive Director

Group Secretary

Matthew Vernon Hogan

Registered Office & Principal Place of Business

Mezzanine Level BGC Centre 28 The Esplanade PERTH WA 6000

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Email: <u>info@venusmetals.com.au</u>

Solicitors

Gilbert + Tobin 1202 Hay Street WEST PERTH WA 6005

Auditors

Stantons International Level 2, 1 Walker Avenue WEST PERTH WA 6005

Share Registry

Security Transfer Australia Pty Ltd Suite 1, 770 Canning Highway APPLECROSS WA 6153

Australian Securities Exchange

Level 40, Central Park 152-158 St George's Terrace PERTH WA 6000

ASX Code: VMC

Website

www.venusmetals.com.au

DIRECTORS' REPORT

Your Directors present their report for the half-year ended 31 December 2016.

DIRECTORS

The names of Directors in office during the half-year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

Mr Terence William Hogan OAM Mr Matthew Vernon Hogan Mr Selvakumar Arunachalam

RESULT OF OPERATIONS

The net loss of the Group for the six months to 31 December 2016 is \$1,074,228 (31 December 2015: \$547,053).

REVIEW OF OPERATIONS

During the period, the Group continued its exploration activities in Western Australia.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There are no significant changes that have occurred in the state of affairs of the Group during the half year.

SUBSEQUENT EVENTS

On 3rd of February 2017 as part of the prospectus the Group offered up to 31,449,491 new options exercisable at \$0.20 each on or before 30 November 2019 at an issue price of \$0.005 per new option on the basis of 1 new option for every 1 expired option to raise up to approximately \$157,247 before expenses. The Group may be able to raise \$6,289,898 if all the options are exercised.

Matthew Hogan's salary has decreased from \$250,000 per annum to \$175,000 per annum effective 1 January 2017.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration for the half year ended 31 December 2016 as required under Section 307C of the *Corporations Act 2001* is set out on page 13.

Signed in accordance with a resolution of the Board of Directors.

MV Hogan

Managing Director

Perth, 13 March 2017

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

	Note	6 months to 31 Dec 16 \$	6 months to 31 Dec 15 \$
Revenue	2	4,050	220,614
Administration expense		(478,348)	(462,976)
Exploration expense		(482,603)	(296,452)
Depreciation and amortisation expense		(9,142)	(8,239)
Research and development		(50,000)	-
Interest expense		(137)	-
Share based payments		(58,048)	-
Loss before income taxes		(1,074,228)	(547,053)
Income tax benefit			<u>-</u>
Loss for the half year		(1,074,228)	(547,053)
Other comprehensive income		-	-
Income tax on other comprehensive income		-	-
Total other comprehensive income			
Total comprehensive loss for the period		(1,074,228)	(547,053)
Net loss attributable to: Owners of the Group Non-controlling interests		(1,074,228)	(547,053) -
Net loss for the period		(1,074,228)	(547,053)
Total comprehensive loss attributable to: Owners of the Group Non-controlling interests		(1,074,228) -	(547,053) -
Total comprehensive loss for the period		(1,074,228)	(547,053)
Earnings per share Basic loss per share Diluted loss per share		(0.017) (0.017)	(0.010) (0.010)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying condensed notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2016

	Note	As at 31 Dec 16 \$	As at 30 Jun 16 \$
CURRENT ASSETS			
Cash and cash equivalents	3	981,445	954,187
Trade and other receivables	4	43,343	32,890
Prepayments		38,114	11,912
TOTAL CURRENT ASSETS		1,062,902	998,989
NON-CURRENT ASSETS			
Property, plant and equipment		42,822	56,292
Acquisition costs capitalised		1,361,770	1,361,770
Other non-current financial assets		49,500	-
TOTAL NON-CURRENT ASSETS		1,454,092	1,418,062
TOTAL ASSETS		2,516,994	2,417,051
CURRENT LIABILITIES			
Trade and other payables		116,723	112,009
Employee benefits		24,327	22,948
Other current liabilities		28,227	32,555
TOTAL CURRENT LIABILITIES		169,277	167,512
TOTAL LIABILITIES		169,277	167,512
		105/277	
NET ASSETS		2,347,717	2,249,539
EQUITY			
Issued capital	5	21,168,518	20,056,778
Reserves	5	2,868,648	2,807,982
Accumulated losses		(21,689,449)	(20,615,221)
TOTAL EQUITY		2,347,717	2,249,539

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying condensed notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

	Share Capital	Share Options Reserve	Accumulated Losses	Total Equity
•	\$	\$	\$	\$
As at 1 July 2016	20,056,778	2,807,982	(20,615,221)	2,249,539
Total comprehensive income for the period	od			
Loss for the period	-	-	(1,074,228)	(1,074,228)
Other comprehensive income				
Total other comprehensive income	-	-	-	-
Total comprehensive loss for the period	-	-	(1,074,228)	(1,074,228)
Transactions with owners recorded o	directly into equity			
Contributions by and distributions to owners				
Issue of ordinary shares net of capital raising costs	1,111,740	-	-	1,111,740
Issue of options as share based payments	-	133,184	-	133,184
Transaction cost in relation to issue of options	-	(72,518)	-	(72,518)
Balance at 31 December 2016	21,168,518	2,868,648	(21,689,449)	2,347,717
	Share Capital	Share Options Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$
As at 1 July 2015	18,954,788	2,772,994	(19,698,452)	2,029,330
Total comprehensive income for the	period			
Loss for the period	-	-	(547,053)	(547,053)
Other comprehensive income				
Total other comprehensive income	-	-	-	-
Total comprehensive loss for the period	-	-	(547,053)	(547,053)
Transactions with owners recorded o	directly into equity			
Contributions by and distributions to owners				
Issue of ordinary shares net of capital raising costs	-	-	-	-
Over accrual of capital raising costs	-	4,671	-	4,671
Issue of options	-	-	-	-
Balance at 31 December 2015	18,954,788	2,777,665	(20,245,505)	1,486,948

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

		6 months to 31 Dec 16 \$	6 months to 31 Dec 15 \$
Cash flows from operating activities Interest received Payments to suppliers and employees Exploration expenditure Interest paid Research and development tax offset Net cash flows (used in) operating activities	Note	4,050 (573,174) (468,340) (137) -	3,261 (390,115) (296,453) - 217,857 (465,450)
Cash flows from investing activities Acquisition of listed investment	-	(49,500)	-
Net cash flows (used in) investing activities Cash flows from financing activities Proceeds from issue of options Proceeds from issue of shares net of capital raising cost Transaction costs	-	2,619 1,111,740	- - - (5,089)
Net cash flows from/(used in) financing activities	-	1,114,359	(5,089)
Net increase/(decrease) in cash and cash equivalents		27,258	(470,539)
Cash and cash equivalents at beginning of financial period		954,187	700,705
Cash and cash equivalents at end of financial period	3	981,445	230,166

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying condensed notes.

CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

Note 1: Summary of Significant Accounting Policies

a) Basis of Preparation

Reporting entity

Venus Metals Corporation Limited (the "Group") is a Group domiciled in Australia. The financial statements of the Group for the half-year ended 31 December 2016 comprise the Group. The Group primarily is involved in exploration for base metals, diamonds, gold and other minerals.

The annual financial report of the Group for the year ended 30 June 2016 is available upon request from the Group's registered office at Level M, 28 The Esplanade, Perth 6000, Western Australia or from the Group's website at www.venusmetals.com.au.

Statement of compliance

The financial statements are prepared on a going concern basis in accordance with Australian Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Act 2001*. The Board considers that the Group has sufficient cash resources to meet all operating costs for at least the next twelve months from the date of this report.

It is recommended that the half-year financial statements be read in conjunction with the annual report for the year ended 30 June 2016 and considered with any public announcements made by the Group during the half-year ended 31 December 2016 in accordance with continuous disclosure obligations of the ASX Listing Rules.

The half-year financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 30 June 2016.

The half-year financial statements have been prepared on accrual basis and on a historical cost basis, except as modified by certain financial assets carried at fair value.

Going concern

The financial report has been prepared on a going concern basis that contemplates the continuity of normal business activities and the realisation and extinguishment of liabilities in the ordinary course of business. For the half year ended 31 December 2016 the Group incurred a loss of \$1,074,228 (31 December 2015: loss \$547,053) and had working capital of \$893,625 (30 June 2016: \$831,477). Based upon the Group's existing cash resources of \$981,445 (30 June 2016: \$954,187), the ability to modify expenditure outlays if required, and to source additional funds, the Directors consider there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable, and therefore the going concern basis of preparation is considered to be appropriate for the Group's 31 December 2016 half year financial report. The Board of Directors is aware of the Group's working capital requirements and the need to access additional equity funding or asset divestment if required within the next 12 months. In the event that the Group is not able to continue as a going concern, it may be required to realise assets and extinguish liabilities other than in the normal course of business and perhaps at amounts different to those stated in its financial report.

CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

Note 1: Summary of Significant Accounting Policies (continued)

a) Basis of Preparation (continued)

The accounting policies applied by the Group in this financial statements are consistent with those applied by the Group in its annual financial report for the year ended 30 June 2016.

b) Accounting policies

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements. The Group has considered the implications of new and amended Accounting Standards but determined that their application to the financial statements is either not relevant or not material.

Note 2: Revenue

	6 months to 31 Dec 16 \$	6 months to 31 Dec 15 \$
Interest income	4,050	2,757
Research and development tax offset	-	217,857
	4,050	220,614
Note 3: Cash and cash equivalents		
	31 Dec 16 \$	30 June 16 \$
Cash at bank and on hand	981,445	954,187
	981,445	954,187
Note 4: Trade and other receivables		
	31 Dec 16 \$	30 June 16 \$
Receivables from joint venture	-	10,358
Other receivables	43,343	22,532
	43,343	32,890

There are no trade receivables that are considered past due. Receivables from joint venture partner are non-interest bearing and are on 14 day term. They are neither past due nor impaired.

CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

Note 5: Issued capital and reserve		
(a) Ordinary shares	31 Dec 16 \$	30 Jun 16 \$
At the beginning of reporting period	20,056,778	18,954,788
Issued during the period	1,207,615	1,151,900
Transaction costs relating to share issues	(95,875)	(49,910)
	21,168,518	20,056,778
(b) Ordinary shares	31 Dec 16 No.	30 Jun 16 No.
At the beginning of reporting period	61,626,623	56,867,123
Shares issued during the period	8,038,070	4,759,500
At reporting date	69,664,693	61,626,623
(c) Options	31 Dec 16 \$	30 Jun 16 \$
At the beginning of reporting period	2,807,982	2,772,994
Share-based payment transactions	58,048	30,317
Capital raising costs	(72,518)	4,671
Issued during the period	75,136	
	2,868,648	2,807,982
(d) Options	31 Dec 16 No.	30 Jun 16 No.
At the beginning of reporting period	34,056,561	35,216,061
Issued during the period	5,400,000	-
Exercised during the period	(2,563,070)	(759,500)

Note 6: Share based payment

Lapsed during the year

At reporting date

Employee Share Option Plan (ESOP)

On 15 March 2007 the Group established a share option program that entitled key management personnel to purchase shares in the Group. In accordance with this program, holders of vested options are entitled to purchase shares at a pre-determined price. Options granted carry no dividend or voting rights. When exercisable, each option is converted into one ordinary share of the Group with full dividend and voting rights.

(31,493,491)

5,400,000

(400,000)

34,056,561

Options were issued to Directors and Consultants outside of the ESOP.

On 28 November 2016 shareholders approved to issue 3,000,000 unlisted options at an issue price of \$0.001 per option (each option having an exercise price of \$0.25 and an expiry date of 30 November 2019) to the Directors (or their nominees) as set out below:

CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2016

Note 6: Share based payment (Continued)

Director/Nominee	Number of Options
Timothy Hogan, Matthew Hogan and Paul Hogan	1,500,000
as trustees for the Hogan Employee Super Fund	(750,000 vested on 31/12/2016 and 750,000
(Matthew Hogan's nominee)	vest on 31/12/2017)
Terence Hogan, or his nominee(s)	500,000
	(250,000 vested on 31/12/2016 and 250,000
	vest on 31/12/2017)
Selvakumar Arunachalam, or his nominee(s)	1,000,000
	(500,000 vested on 31/12/2016 and 500,000
	vest on 31/12/2017)
Total	3,000,000

Note 7: Segment reporting

The Group operates predominantly in the mineral exploration industry in Australia. For management purposes, the Group is organised into one main operating segment which involves the exploration of minerals in Australia. All of the Group activities are interrelated and discrete financial information is reported to the Board (Chief Operating Decision Maker) as a single segment. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial results from this segment are equivalent to the financial statements of the Group as a whole.

Note 8: Contingent liabilities

(a) Royalties payable under the Yalgoo tenements:

On 15 August 2008 the Group entered into a contract with Messrs Parry, Hill and Asphar to acquire the Yalgoo tenements and one of the terms of the contract is to pay royalties as follows:

- (i) a royalty of 1.25% of the FOB price of all iron ore mined, processed and sold from the tenements; and
- (ii) a royalty of 1.25% of the Net Smelter Return* from all other base and precious metals mined, processed and sold from the tenements.

*Net Smelter Return means the gross sales revenue received by the Group from the sale of base and precious metals produced from the tenements subject to all usual discounts and less the costs, expenses and liabilities incurred in connection with the smelting, refining, transporting, handling and storing the base and precious metals.

Rent and rates commitments in the next 12 months is expected to be approximately \$36,000.

There are no other contingent liabilities that require disclosure.

Note 9: Events subsequent to reporting date

On 3rd of February 2017 as part of the prospectus the Group offered up to 31,449,491 new options exercisable at \$0.20 each on or before 30 November 2019 at an issue price of \$0.005 per new option on the basis of 1 new option for every 1 expired option to raise up to approximately \$157,247 before expenses. The Group may be able to raise \$6,289,898 if all the options are exercised.

Matthew Hogan's salary has decreased from \$250,000 per annum to \$175,000 per annum effective 1 January 2017.

Apart from the above there has not arisen in the interval between the end of the reporting period and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Group, to affect significantly the Group's operations, the results of those operations, or the state of affairs of the Group, in future financial periods.

DIRECTORS' DECLARATION

The Directors of the Group declare that:

- 1. the condensed financial statements and notes as set out on pages 4 to 11 are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards AASB 134 Interim Financial Reporting and the Corporations Regulations 2001; and
 - (b) give a true and fair view of the financial position as at 31 December 2016 and the performance for the half-year ended on that date of the consolidated entity; and
- 2. in the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

MV Hogan

Managing Director

Perth, 13 March 2017



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13 March 2017

Board of Directors Venus Metals Corporation Limited Mezzanine Level, BCG Centre, 28 The Esplanade, PERTH WA 6000

Dear Sirs

RE: VENUS METALS CORPORATION LIMITED

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Venus Metals Corporation Limited.

As Review Director for the review of the financial statements of Venus Metals Corporation Limited for the period ended 31 December 2016, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

Yours faithfully

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LIMITED (Trading as Stantons International) (An Authorised Audit Company)

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Martin Michalik Director



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF VENUS METALS CORPORATION LIMITED

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Venus Metals Corporation Limited, which comprises the statement of financial position as at 31 December 2016, the statement of profit or loss and other comprehensive income, statement of changes in equity, and statement of cash flows for the half-year ended on that date, condensed notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of Venus Metals Corporation Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standards on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the Company's financial position as at 31 December 2016 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Venus Metals Corporation Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Whilst we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by the directors or management.



Stantons International

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, has been provided to the directors of Venus Metals Corporation Limited on 13 March 2017.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Venus Metals Corporation Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the entity's financial position as at 31 December 2016 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standards AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

Emphasis of Matter Regarding Going Concern and Carrying Values of Non-Current Assets

Without qualification to the review conclusion expressed above, attention is drawn to the following matters:

As referred to in Note 1 to the financial statements, the financial statements have been prepared on the going concern basis. At 31 December 2016, the entity had working capital of \$893,625, cash and cash equivalents of \$981,445 and had incurred a loss for the half year amounting to \$1,074,228. The ability of the Company to continue as a going concern is subject to successful recapitalisation of the Company. In the event that the Board is not successful in recapitalising the Company and in raising further funds, the Company may not be able to meet its liabilities as they fall due and the realisable value of the Company's non–current assets may be significantly less than book values.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD (Trading as Stantons International)

(An Authorised Audit Company)

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Martin Michalik Director

West Perth, Western Australia 13 March 2017