



1 June 2018

Dear Venus Metals Shareholder

Venus Metals Corporation Limited - Share Purchase Plan Offer Document and Terms and Conditions

1. Introduction

On behalf of the Directors of Venus Metals Corporation Limited (ABN 99 123 250 582) (**Company**), I am pleased to offer Eligible Shareholders (as defined in paragraph 3 of the enclosed Terms and Conditions) the opportunity to participate in the Venus Metals Corporation Limited Share Purchase Plan (**Plan**).

Under the Plan, Eligible Shareholders may apply to purchase up to \$15,000 worth of new fully paid ordinary shares in the Company (**New Shares**) at an issue price of \$0.12 per New Share (**Issue Price**) (subject to a cap of \$400,000 and any pro-rata scale back) without paying brokerage or other transaction costs. The Issue Price represents a discount of 5.9% to the volume weighted average price of fully paid ordinary shares (**Shares**), calculated over the last 5 days on which sales of Shares were recorded before the day on which the Plan was announced.

The Plan will allow all Eligible Shareholders to subscribe for New Shares at the same price as the placement of 3,400,000 Shares to professional and sophisticated investors which raised A\$408,000 before costs, as announced on 28 May 2018 (**Tranche 1 Placement**).

The Plan will be capped to a maximum of \$400,000, subject to any pro-rata scale back as set out in paragraph 3(e) below.

2. Purpose of the Plan and use of funds

As announced on 28 May 2018, the Company proposes to raise up to \$400,000 under the Plan, which, along with the funds raised pursuant to the Tranche 1 Placement, will be used for exploration, due diligence and working capital purposes.

3. Summary of the offer

The following is a summary of the key details in relation to the offer of New Shares under the Plan (**Offer**). Please carefully read the full terms and conditions of the Offer, as you will be bound by them.

(a) Offer to Eligible Shareholders only: you are eligible to apply for New Shares under the Offer if:

- (i) your registered address, as recorded in the Company's register of members, is in Australia or New Zealand; and

- (ii) you were registered as a holder of fully paid ordinary shares in the Company as at 5.00pm (WST) on 25 May 2018 (being the **Record Date** for the Offer),

(**Eligible Shareholder**).

- (b) **Optional, but not transferable:** participation in the Plan is optional, but the right of Eligible Shareholders to participate in the Plan is not transferable.
- (c) **Issue Price:** The issue price of New Shares under the Offer is \$0.12 per New Share. The Issue Price represents a discount of 5.9% to the volume weighted average price of Shares, calculated over the last 5 days on which sales of Shares were recorded before the day on which the Plan was announced.

The Issue Price is the same as the subscription price for the Tranche 1 Placement.

- (d) **Maximum/minimum amounts and increments:** If you are an Eligible Shareholder, you may apply to purchase a parcel of New Shares for a minimum price of \$1,800 and up to a maximum price of \$15,000. Eligible Shareholders have the ability to subscribe for four different parcels of New Shares as follows:

	Subscription Amount (\$A)	New Shares to be issued calculated at the Issue Price
Option A	\$1,800 (minimum)	15,000
Option B	\$4,500	37,500
Option C	\$9,000	75,000
Option D	\$15,000 (maximum)	125,000

If you have two or more registered holdings of shares in the Company, the total value of all your applications must not exceed \$15,000. The Company reserves the right to decline applications from multiple registered holdings if the total exceeds \$15,000, including where those registered holdings are in similar, but not identical names, are held directly or indirectly, or are held alone or with others.

- (e) **Scale back:** The Company intends to raise up to \$400,000 under the Plan.

Any determination by the Directors in respect of any scaling back will be final.

The allocation of New Shares will be at the absolute discretion of the Directors from time to time - the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the Plan, or no New Shares, in its absolute discretion or if the Company believes it is not permitted to issue the New Shares as a result of any law or ASX Listing Rule.

The Company will refund any excess application money to Eligible Shareholders (without interest).

4. Application procedure

The Offer opens at 7.00am (WST) on 1 June 2018 and closes at 5.00pm (WST) on 15 June 2018. No late applications will be accepted; however, the Directors reserve the right to extend the closing date at their discretion. To apply for New Shares under the Plan, Eligible Shareholders may either:

- (i) return the enclosed Application Form, completed in accordance with the instructions on that form, together with a cheque, bank draft or money order; or
- (ii) pay directly via BPAY® on the internet or by telephone, in accordance with the instructions on the enclosed Application Form (for shareholders with an eligible Australian bank account only).

Application Forms must be received by the Company's share registry, or a BPAY® payment must be received by no later than 5.00pm (WST) on 15 June 2018.

Full details of how to apply for New Shares under the Plan are set out in the enclosed Terms and Conditions and Application Form.

5. Additional information

You should be aware that the market price of Shares on ASX may rise and fall between the date of the Offer and the date that the New Shares are issued under the Plan. This means that the price you pay per New Share under this Offer may be either higher or lower than the price of Shares at the date of this Offer.

The New Shares are a speculative investment and there can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

The Plan does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent legal, financial and taxation advice before making a decision whether or not to accept the Offer.

Please carefully read the accompanying Terms and Conditions relating to the Offer, as you will be bound by them if you accept the Offer.

If you have any questions in respect of the Plan, the Offer, or the Terms and Conditions, please contact the Company on (08) 9321 7541.

This document may not be released or distributed in the United States

Venus Metals Corporation Limited
SHARE PURCHASE PLAN TERMS AND CONDITIONS

Venus Metals Corporation Limited (ABN 99 123 250 582) (**the Company**), would like to offer Eligible Shareholders (as defined in paragraph 3 below) the opportunity to participate in the Venus Metals Corporation Limited Share Purchase Plan (**Plan**) and subscribe for new fully paid ordinary shares in the Company (**New Shares**) on the terms and conditions set out below (**Terms and Conditions**). By accepting the offer to subscribe for New Shares under the Plan, you will have agreed to be bound by these Terms and Conditions and the Company's constitution.

1. Class order 09/425 issued by the Australian Securities and Investments Commission

The Offer has been structured to comply with the Australian Securities and Investments Commission Class Order 09/425 (as may be amended from time to time) (**ASIC Class Order 09/425**) to enable the Company to issue the New Shares without a prospectus.

2. Key dates

Event	Date
Record Date for determining entitlement	5.00pm (WST) on 25 May 2018 (Record Date)
Opening date	7.00am (WST) on 1 June 2018
Closing date	5.00pm (WST) on 15 June 2018
Issue of New Shares under the Plan	22 June 2018
Trading of New Shares expected to commence	25 June 2018
Despatch of holding statements / refund advice (if applicable)	25 June 2018

The above timetable is indicative only and the directors reserve the right to vary the times or dates without notice.

3. Who is eligible to participate in the Offer?

You are eligible to apply for New Shares in the Offer if:

- your registered address, as recorded in the Company's register of members, is in Australia or New Zealand; and
- you were registered as a holder of fully paid ordinary shares in the Company as at 5.00pm (WST) on 25 May 2018 (being the Record Date for the Offer),

(**Eligible Shareholder**).

The Offer to each Eligible Shareholder is made on the same terms and conditions.

The Offer is non-renounceable, which means you may not transfer your right to subscribe for New Shares under the Offer to anyone else.

4. Foreign offer restrictions

This document may not be released or distributed outside Australia and New Zealand.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

The New Shares being offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

5. Is the Offer optional?

The Offer is entirely optional and is subject to these Terms and Conditions. You do not have to participate if you don't want to.

6. How was the Issue Price determined?

The issue price of New Shares under the Offer is \$0.12 per New Share (**Issue Price**). The Issue Price represents a discount of at 5.9% to the volume weighted average price of Shares, calculated over the last 5 days on which sales of fully paid ordinary shares in the Company (**Shares**) were recorded before the day on which the Plan was announced. This is the same price as that offered under the Tranche 1 Placement.

7. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of shares in the Company, which can be obtained from the financial pages of your daily newspaper, your stockbroker, your financial adviser, or ASX by searching the Company's code/ticker; VMC. Please note that the market price of Shares in the Company may rise or fall between the date of this Offer and the date when the New Shares are issued to you under the Plan. This means that the price you pay per New Share under this Offer may be either higher or lower than the price of Shares at the date of this Offer.

The New Shares are a speculative investment and there can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

In determining whether you wish to participate in this Offer and the extent to which you participate, you should seek your own personal legal, financial and/or taxation advice referable to your own circumstances.

8. How much can you invest in the Offer?

Subject to paragraph 9, if you are an Eligible Shareholder under the Plan, you can subscribe for New Shares as follows:

	Subscription Amount (\$A)	New Shares to be allotted calculated at the Issue Price
Option A	\$1,800 (minimum)	15,000
Option B	\$4,500	37,500
Option C	\$9,000	75,000
Option D	\$15,000 (maximum)	125,000

Please note that the maximum limit of 125,000 New Shares applies to you even if you receive more than one Offer from the Company.

If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of Shares.

If you are registered with one or more persons as the joint shareholders of a holding of Shares, that joint holding is considered to be a single registered holding for the purposes of the Plan and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$15,000 worth of Shares.

No fractions of New Shares will be issued. The number of New Shares to be issued to you will be, subject to paragraph 9, calculated by dividing the aggregate application money that you pay in applying for New Shares by the Issue Price of \$0.12, then rounding down to the nearest whole number.

9. Scale back

The Company intends to raise up to \$400,000 under the Plan. Should total demand exceed this amount, the Directors will scale back applications on a pro-rata basis.

Without limiting the above, the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the Plan, or no New Shares and any determination by the Directors in respect of any scaling back will be final.

In the event the Company wishes to allot fewer New Shares than an Eligible Shareholder applies for or is not permitted to issue all the New Shares offered as a result of any law or ASX Listing Rule, the allocation of New Shares will be at the absolute discretion of the Directors from time to time.

If a scale back occurs, the Company will refund any excess application money to Eligible Shareholders (without interest).

10. Plan cap

While the maximum number of Shares able to be issued under the ASX Listing Rules equates to 30% of the issued capital of the Company being 24,674,407, the Company has decided to cap the Plan to a maximum of \$400,000 which represents 3,333,333 shares to be issued under this Plan.

11. Issue of New Shares

The New Shares will be allotted within 6 business days after the closing date of the Offer.

The Company's share registry, Security Transfer Australia Pty Ltd, will send to you a holding statement for the New Shares in due course.

12. What rights will the New Shares carry?

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights, and entitlements to dividends, rights issues and bonus issues.

13. Custodian certificate

If on the Record Date you are a custodian within the definition of "custodian" in ASIC Class Order 09/425 (**Custodian**) and hold shares in the Company on behalf of one or more persons (each a **Participating Beneficiary**), you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company on application for New Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in shares in the Company on behalf of one or more other persons (each a Participating Beneficiary), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (iii) where paragraph 13(a)(i) applies - the Custodian; and
 - (iv) where paragraph 13(a)(ii) applies - the Downstream Custodian,to apply for New Shares on their behalf under the Plan;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 13(a)(i) applies - the number of shares in the Company that the Custodian holds on their behalf; and

- (ii) where paragraph 13(a)(ii) applies - the number of shares in the Company to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 13(a)(i) applies - the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 13(a)(ii) applies - the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - (i) the New Shares applied for by the Custodian on their behalf under the Plan with the instructions referred to in paragraph 13(e); and
 - (ii) any other shares in the Company issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Plan;
- (g) that a copy of the Offer Document and these Terms and Conditions were given to each Participating Beneficiary; and
- (h) where clause paragraph 13(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the shares in the Company held by the Custodian in relation to each Participating Beneficiary.

In providing a certificate under this paragraph 13, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the shares in the Company held by the Custodian.

For the purpose of ASIC Class Order 09/425, you are a Custodian if you are a registered holder of Shares:

- (a) that holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or
 - (ii) covers the operation of an IDPS (as defined in ASIC Class Order [CO 13/763]); or
- (b) that is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (Cth) (Regulations); or
 - (ii) paragraph 7.6.01(1)(na) of the Regulations; or
 - (iii) ASIC Class Order [CO 14/1000] or ASIC Class Order [CO 14/1001]; or
 - (iv) Schedule 2 to the *ASIC Corporations (Repeal and Transitional) Instrument 2016/396*; or

- (v) an instrument, not being a legislative instrument, made by ASIC and which applies to the person on terms similar to Schedule 2 of the legislative instrument referred to in subparagraph (iv) or any of the ASIC Class Orders repealed by that legislative instrument; or
 - (vi) paragraph 911A(2)(h) of the Corporations Act 2001 (Cth); or
- (c) that is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust;
- (d) that is the responsible entity of an IDPS-like scheme; or
- (e) that is the registered holder of Shares and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 8 apply.

14. Shareholder certificate

Subject to paragraph 13, an Eligible Shareholder, by submitting an Application Form, together with the appropriate payment in the manner specified in 18(a), or by making a BPAY® payment in the manner specified in 18(b), does certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the total of the application price for the following does not exceed \$15,000:

- (a) the New Shares the subject of the application under the Plan;
- (b) any other New Shares issued to the Eligible Shareholder under the Plan or any similar arrangement in the 12 months before the application under the Plan;
- (c) any other New Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other shares in the Company issued to a Custodian in the 12 months before the application under the Plan as a result of an instruction given by the Eligible Shareholder to the Custodian to apply for Shares on their behalf under an arrangement similar to the Plan.

15. Costs of participation

The only cost to you associated with the Offer is the Issue Price of the number of New Shares you wish to subscribe for. Under the Offer you do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire shares in the Company on market.

16. Can the Company change the Plan?

The Plan may be changed, suspended or terminated by the Company at any time. If the Company changes, suspends or terminates the Plan it will advise ASX. The accidental omission to give notice of changes to or suspension or termination of the Plan or the non-receipt of any such notice will not invalidate the change, suspension or termination.

17. Directors' participation

The Directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other Eligible Shareholders in the Company.

18. How do you pay for the New Shares?

All amounts in this Offer are expressed in Australian dollars.

- (a) You must pay for the New Shares by cheque, bank draft or money order in Australian dollars. Please make your cheque, bank draft or money order payable to "Venus Metals Corporation Limited" and ensure cheques are crossed "**Not Negotiable**". Applicants must not forward cash. Receipts will not be issued.

Please post your application moneys, together with a completed Application Form (a copy of which is **enclosed** with this document) to:

Security Transfer Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

OR

- (b) Make payment using BPAY® in accordance with the instructions on the Application Form. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Eligible Shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and you will not need to return the Application Form. Ensure that your BPAY® payment reaches the Company by the closing date of the Offer being no later than 5.00pm (WST) on 15 June 2018. **No late payments will be accepted, although the Directors reserve the right to extend the closing date.**

If paying by BPAY®, please make sure you use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive. The maximum investment any shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Application Form (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

19. Please provide a cheque, bank draft or money order or make the BPAY payment for the exact amount

If you do not provide the exact amount, the Company reserves the right to return your BPAY® payment or your Application Form and cheque, bank draft or money order. If the Company returns your BPAY® payment or Application Form and cheque, bank draft or money order (without interest), no New Shares will be issued to you.

20. Will the New Shares be quoted on ASX?

The Company will apply for the New Shares issued to you to be quoted on ASX, within the relevant period specified in the ASX Listing Rules.

21. How is a dispute resolved?

The Company may settle any dispute in connection with the Plan in any manner it thinks fit, whether generally or in relation to any participant, application or New Share. The Company's decision shall be final and binding.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

HOW DO YOU APPLY FOR NEW SHARES UNDER THE OFFER

1. If you want to participate in this Offer please carefully read the Terms and Conditions relating to the Offer.
2. Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the closing date of the Offer, being 5.00pm (WST) on 15 June 2018.

If your payment is to be by cheque, bank draft and money order

3. Complete all the required details in the enclosed Application Form, noting that all amounts are expressed in Australian dollars:
 - (i) Enter the exact number of New Shares you want to subscribe for noting that the minimum number of New Shares is 15,000 and the maximum number of New Shares is 125,000, as per the parcel options set out in paragraph 8.
 - (ii) To work out the exact amount payable, multiply the number of New Shares subscribed for by the Issue Price of \$0.12 and insert the total amount payable (in Australian dollars).
 - (iii) Complete the cheque details section and ensure that the "Amount" section corresponds to the exact amount payable for the New Shares you wish to subscribe for. **Remember, the minimum is \$1,800 worth of New Shares and the maximum is \$15,000 worth of New Shares as per the parcel options set out in paragraph 8.**
 - (iv) Insert your telephone contact numbers so that we may contact you if necessary.
 - (v) You do not need to sign the Application Form.
4. Ensure your cheque, bank draft or money order is made out for the exact amount of the New Share parcel you want to subscribe for, payable to "Venus Metals Corporation Limited" and cheques crossed **"Not Negotiable"**.
5. Return the completed Application Form, together with the original cheque, bank draft or money order to:

Security Transfer Australia Pty Ltd
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

If your payment is to be made using BPAY®

6. Make payment using BPAY® in accordance with the instructions on the Application Form. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Eligible Shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and **you will not need to return the Application Form**. Ensure that your BPAY® payment reaches the Company by the closing date of the Offer being no later than 5.00pm (WST) 15 June 2018. **No late payments will be accepted, although the Directors reserve the right to extend the closing date.**

If paying by BPAY®, please make sure you use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive. The maximum investment any shareholder may apply for will remain \$15,000 (please refer to the parcel options set out in paragraph 8) even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account).

7. Ensure that your completed Application Form and payment reach Security Transfer Australia by the closing date of the Offer being no later than 5.00pm (WST) 15 June 2018. **No late applications will be accepted, although the Directors reserve the right to extend the closing date.**

In determining whether you wish to participate in this Offer you should seek personal financial and/or taxation advice referable to your own circumstances.

By accepting this Offer you agree to be bound by the Terms and Conditions of the Offer and the Constitution of the Company.

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