Rule 3.19A.2

Appendix 3Y

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

Name of entity	**VENUS METALS CORPORATION LIMITED**
ABN	**99 123 250 582**

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.

Name of Director	Barry Fehlberg
Date of last notice	26 November 2019

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Bazco Pty Ltd
Date of change	2 December 2019
No. of securities held prior to change Barry Fehlberg Yafco Pty Ltd <3 Bears Super Fund No 1 Account > Pinot 89 Pty Ltd Bazco Pty Ltd	 400,000 Ordinary Shares 1,300,000 Ordinary Shares 750,000 Unlisted Options ex-price 25c expiring 30/11/2021 635,000 Ordinary Shares 1,250,000 Ordinary Shares
Class	Ordinary shares

+ See chapter 19 for defined terms.

Number acquired	1,000,000
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration is non-cash as the ordinary shares were issued upon conversion of the convertible instrument with Bazco Pty Ltd (as approved by shareholders at the Annual General Meeting on 25 November 2019) at a deemed issued price of $0.20 per share.
No. of securities held after change Barry Fehlberg Yafco Pty Ltd <3 Bears Super Fund No 1 Account> Pinot 89 Pty Ltd Bazco Pty Ltd	 400,000 Ordinary Shares 1,300,000 Ordinary Shares 750,000 Unlisted Options ex-price 25c expiring 30/11/2021 635,000 Ordinary Shares 2,250,000 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Full and final repayment of outstanding principal amount of the convertible loan with Bazco Pty Ltd through issue of ordinary shares in accordance with the terms of the convertible loan agreement dated 3 September 2018 (as approved by shareholders at the Annual General Meeting on 25 November 2019).

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.

Detail of contract	Not Applicable
Nature of interest	Not Applicable
Name of registered holder (if issued securities)	Not Applicable
Date of change	Not Applicable
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not Applicable

+ See chapter 19 for defined terms.

Interest acquired	Not Applicable
Interest disposed	Not Applicable

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not Applicable
Interest after change	Not Applicable

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.