



VENUS METALS
CORPORATION LIMITED

ASX Release: 29 July 2020

ASX Code: VMC

QUARTERLY REPORT FOR PERIOD ENDING 30 JUNE 2020

Venus Metals Corporation Limited's (Venus or VMC) activities conducted during the quarter ending 30 June 2020 include:

YOUANMI GOLD PROJECT

(Four Joint Ventures (JVs) with Rox Resources Ltd (RXL)- refer ASX releases 10 April 2019 and 21 June 2019) (Figure 1)

- **Youanmi Gold Mine - OYG JV:**

Drilling at the Youanmi Gold Mine intersected new gold mineralisation at Grace Prospect, Youanmi South and the Commonwealth Prospect. Deepest drilling completed at Grace Prospect has intersected impressive gold grades. Highlights include:

RXRC287: 25m @ 34.79g/t Au from 143m (Grace) including: 6m @ 140.7g/t Au from 150m (RXL ASX release 16 Jun 2020). Deepest intercept to date extending mineralisation both along strike, and down-dip.

- **Sovereign Gold Prospect (VMC JV)**

Best results from the recent reverse circulation (RC) drilling include:

**YSRC10 10m @ 3.64 g/t Au from 79m including 2m @ 10.64 g/t Au from 82m
7m @ 3.97 g/t Au from 59m including 1m @ 8.19g/t Au from 64m
4m @ 1.86 g/t Au from 18m and 3m @ 1.98 g/t Au from 24m**

YSRC09 4m @ 2.68 g/t Au from 116m and YSRC11 3m @ 1.24 g/t Au from 56m
(ASX release 27 July 2020)

- **Youanmi North-East Gold Prospect (Youanmi JV)**

A ground magnetic survey (GMAG) has been completed along the granite – greenstone contact 5km northeast of the Youanmi mine. Historical gold intersections in drilling and widespread gold anomalism in historical soil and auger surveys along the contact enhance the prospectivity of this area. RC drilling is planned to test the contact zone delineated from the GMAG results for high-grade gold mineralization within the granite similar to the style of mineralization discovered by the OYG JV at Grace Prospect (see above).

- **Currans & Pincher JV (VMC 45% - RXL 45% - Prospector 10%)**

A GMAG survey was completed across ML57/641 and ML57/642 to assist with targeting. A preliminary interpretation of the data has defined new targets on M57/641 and of significance is an interpreted intrusion in the southwest of the mining lease. An aircore (AC) drilling program is scheduled to commence shortly targeting potential gold mineralisation associated with pressure shadows around the interpreted intrusion (Figure 2) (ASX release 19 June 2020).

Please Direct Enquiries to:

Mezzanine level, BGC Centre 28 The Esplanade, Perth WA 6000

Tel +618 9321 7541 | Fax +618 9486 9587 | www.venusmetals.com.au

ABN 9912 3250 582.

Matthew Hogan
Managing Director
Ph: 08 9321 7541

Kumar Arunachalam
Executive Director
Ph: 08 9321 7541



Bell Chambers Gold Project (90% Venus, 10% Prospector)

RC drilling is in progress to test the mineralization below the current Bell Chamber Gold deposit resource model (refer ASX release 20 March 2015) and to explore a potential continuation of the Southern Zone prospect towards the northeast.

Nardoo Hill REE-Ta-Nb Project (100% Venus):

A new exploration licence, E09/2362, has been granted near Nardoo Hill in the Gascoyne Province of Western Australia (Figure 3), an area highly prospective for rare earth elements (REE) and tantalum-niobium (Ta-Nb) mineralization associated with pegmatites (refer ASX release 14 July 2020).

Option Agreement to acquire a large tenement package at the Narndee-Windimurra Layered Intrusions

The Company has entered into an option agreement to acquire a 90% interest in the tenement package from the prospectors. The extensive tenement package at the Narndee – Windimurra layered intrusions “**Narndee Gold-Copper-PGE Project**” (Figure 4) provides Venus with a highly prospective base metals and gold package to complement its significant Youanmi landholdings (ASX release 27 May 2020).

YOUANMI GOLD PROJECT (Four JVs with RXL, see Figure 1)

YOUANMI GOLD MINE - OYG JOINT VENTURE

The total JORC 2012 compliant resource estimate for the Youanmi Gold Mine stands at 1,190,600 ounces of gold (refer ASX release 29 June 2018). In addition to the above resources, considerable potential remains within the Youanmi Project to define additional gold resources, both near surface and underground.

Widenbar and Associates estimate a near-surface exploration target* of 2.0 to 2.6 million tonnes at 1.05 to 1.30 g/t Au and a Deeps exploration target* of 135,000 to 200,000 tonnes at 10 to 15 g/t Au. Importantly, these targets are in addition to the JORC 2012 Resource Estimates already provided (ASX release 29 June 2018).

* An estimate of the exploration target potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade, relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource.

Youanmi Gold Mine - OYG Joint Venture is owned 30% by Venus and 70% by Rox (manager of the OYG JV) (refer ASX Release 16 June 2020).

Recent RC drilling at the Youanmi Gold Mine intersected new gold mineralisation at Grace Prospect, Youanmi South and the Commonwealth Prospect. The deepest drilling completed at Grace Prospect has intersected impressive gold grades. Highlights include:

RXRC287: 25m @ 34.79g/t Au from 143m (Grace) including

6m @ 140.7g/t Au from 150m



VENUS METALS
CORPORATION LIMITED

6,850,000 mN

YOUANMI GOLD PROJECT

OWNERSHIP/FUNDING STRUCTURE



6,830,000 mN

6,810,000 mN

6,790,000 mN

670,000 mE

690,000 mE

710,000 mE

YOUANMI GOLD MINE LEASES

VENUS 100% OWNERSHIP
EL/ ELA's

OYG JOINT VENTURE
YOUANMI GOLD MINE
VENUS 30%/ ROX 70%

VMC JOINT VENTURE
VENUS 50%/ROX 50% (Gold Rights Only)

Rox earning 50% by spending \$800,000 over 2 years then becoming contributing JV
No further option to increase
Standard contribute or direct provisions apply
Venus- Manager of the JV

YOUANMI JOINT VENTURE
VENUS 45%/ ROX 45%(Gold rights only)
10% Prospector (free carried)

Rox earning 45% by spending \$200,000 over 2 years then becoming contributing JV
No further option to increase
Standard contribute or dilute provisions apply
Venus- Manager of the JV

Agreement between VENUS and Prospector to extract Calcrete for potential future processing (signed 30/08/2018)

Pinchers JV

SOVEREIGN PROSPECT

Penny North Discovery

PENNY WEST GOLD MINE

MANINDI Zn Deposit

CURRANS FIND & PINCHER JV

VENUS	45%
ROX	45%
D. Taylor	10% (Free carried)

Contributing Joint Venture
No further option to increase
Standard contribute or dilute provisions apply
Venus- Manager of the JV

ELA 57/1149
100% VMC

ELA 57/1150
100% VMC

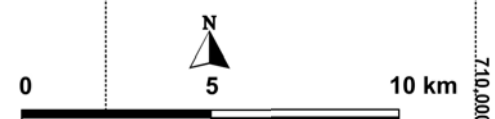


Figure 1



The deepest intercept to date extends the gold mineralisation both along strike and down-dip (refer RXL ASX release 16 June 2020).

Metallurgical Test Work: In total, 81 samples were selected for metallurgical test work from 32 RC holes across the project area. Intervals were selected to cover a range of gold grades, mineralisation styles, and representing varying degrees of weathering/oxidation. Samples were analysed by the LeachWELL Accelerated Cyanide Leach technique to determine the cyanide extractable gold via this industry standard method and provide an indication of the potential recoveries in standard gold processing circuits (i.e., CIL). The results from the oxide, transitional and fresh zones at Grace are exceptionally encouraging with gold recoveries averaging 97%, 94% and 95% respectively. These results indicate that gold mineralisation encountered in recent drilling at the Youanmi Project in general, and especially at Grace, is amenable to conventional cyanide extraction methods (refer RXL ASX release 1 July 2020).

SOVEREIGN GOLD PROSPECT (VMC JV)

Sovereign Prospect is located on E57/1019 that is part of the Youanmi Gold Project, VMC JV (VMC 50% and RXL earning 50% - gold rights only).

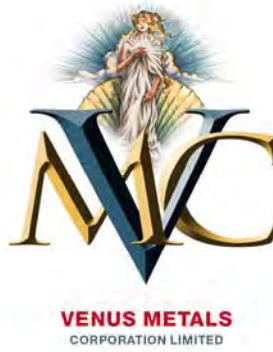
Historical airborne magnetic data show a magnetic low within which the Penny West gold deposit and the Columbia-Magenta prospects are located (refer ASX release 12 August 2019). An initial AC drilling program targeted these highly prospective aeromagnetic trends and generated geochemical anomalies (for lead and other base metals) that were interpreted to resemble the geochemical signatures of Currans North and Penny West high-grade gold mineralization (refer ASX release 15 October 2019). Follow-up Aircore (AC) drilling intersected significant gold mineralization in VRAC151; **4m @ 7.02 g/t Au** from 24m, and **5m @ 2.41 g/t Au** from 60m to EOH, and in VRAC161: **4m @ 0.94 g/t Au** from 32m (refer ASX release 4 November 2019).

Follow-up RC drilling showed the presence of significant gold mineralization in YSRC005 (**3m @ 6.61 g/t Au** from 78m including **1m @ 11.61 g/t Au** from 79m) confirming previously encountered gold intercepts in hole VRAC151 (refer ASX release 28 Nov 2019).

During the current quarter, three RC holes for 530m were completed with best results as follows:

YSRC10 **10m @ 3.64 g/t Au** from 79m
 including **2m @ 10.64 g/t Au** from 82m
 7m @ 3.97 g/t Au from 59m
 including **1m @ 8.19g/t Au** from 64m
 4m @ 1.86 g/t Au from 18m and
 3m @ 1.98 g/t Au from 24m

YSRC09 **4m @ 2.68 g/t Au** from 116m
 including **1m @ 5.43g/t Au** from 118m



YSRC11 3m @ 1.24 g/t Au from 56m

The gold-mineralized zone appears to trend approximately south southeast and is **open at depth and along strike**, coinciding with an aeromagnetic low. The continuation of gold mineralization at depth (Figures 5&6) is highly encouraging and further RC drilling is planned (refer ASX release 27 July 2020).

YOUANMI NORTH-EAST GOLD PROSPECT (Youanmi JV)

A high resolution ground magnetic (GMAG) survey was completed along the granite – greenstone contact on E57/985, 5km northeast of the Youanmi mine. Gold intersections in historical drilling and widespread gold anomalism in historical soil and auger surveys along the contact and the shear zone, located under cover, enhance the prospectivity of this area. The GMAG survey was conducted on east-west lines with a nominal 50m line spacing. A total of 76 lines for 126 line km were completed.

The results clearly highlight a north northwest trending magnetic contact that corresponds to an interpreted shear zone (Youanmi 2640 100k geological map sheet, GSWA). The GMAG data also partially defines a parallel structure in the southeast portion of the survey area. Subtle north northwest trending magnetic anomalies and fabric in the GMAG data imply lithological trends and structures. The survey area is variably covered by near-surface maghemite in drainage and sheet wash, evident as high-frequency magnetic response. This type of magnetic signature also defines a palaeochannel in the north of the survey area that appears to be oriented east - west (Figures 7a and 7b).

RC drilling is planned to test the granite-greenstone contact zone and the continuation of the Youanmi Shear Zone delineated from the GMAG survey.

PENNY WEST DEEP SOUTH GOLD PROSPECT (VMC JV)

A ground magnetic survey totalling 232 line kilometres (with 50m line spacing) was completed at the Penny West Deep South Prospect (E57/1078) covering 8.3km strike of the Youanmi Shear Zone south of the historical Penny West Gold Mine. The survey highlights six prospective stratigraphic and structural target positions for Penny West-style gold mineralization.

Previously an Xcite electromagnetic survey (HEM) had identified five high-priority anomalies (PWDS1 to PWDS3, PWDS5 and PWDS13) that were considered most significant as they lie south and along strike from the Penny West gold deposit, and are adjacent to the interpreted Youanmi Shear Zone (ASX release 7 April 2020).

Initial RC drilling (Figure 8) tested two EM gold targets and a gold anomaly in historical RAB drilling; results for the four-meter composite samples show anomalous base metals. In addition, AC drilling is due to commence shortly to test a target identified by the recent ground magnetic survey (refer ASX release 19 June 2020) and located along a lithological trend that extends south from the Penny West Gold mine. Testing of the other high-priority anomalies is planned.



CURRANS & PINCHER JV (VMC 45% - RXL 45% - PROSPECTOR 10%)

A ground magnetic survey was recently completed across ML57/641 and ML57/642 to assist with targeting. A preliminary interpretation of the data has defined new targets on M57/641. Of significance is an interpreted intrusion in the southwest of the mining lease (Figure 2). Transported soil partly covers this target and may have rendered historical exploration less effective. The interpreted intrusion may be related to diorite / granodiorite that is associated with the gold mineralization at the Red White and Blue Prospect.

An aircore drilling program is scheduled to commence shortly targeting potential gold mineralisation within pressure shadows around the interpreted intrusion (ASX release 19 June 2020).

BELL CHAMBERS GOLD PROJECT (90% Venus, 10% Prospector)

RC drilling is in progress to explore for gold mineralization below the Bell Chamber Gold JORC 2012 inferred resource model (219,000 tonnes @ 2.0 g/t Au for 14,000 Ounces) (refer ASX release 20 March 2015) and to explore a potential continuation of the Southern Zone prospect towards the northeast.

FINANCIAL

As at 30 June 2020, the Company's cash balance was \$2.98 million. The Company holds Australian Treasury Bonds which have a market value of approximately \$5 million. In addition, the Company holds 35 million shares in E-metals (ASX: EMT) which have a market value of \$0.56 million.

In total, the Company's cash and liquids (shares & bonds) are \$8.54 million.

During the quarter, the Company received \$2 million cash on the sale of further 20% interest in Youanmi Gold Project from Rox Resources Limited (RXL). In addition, \$160,000 was received from E-Metals Limited from the sale of tenements in Poona Project.

The Company received \$50,000 from the Federal Government under the COVID-19 stimulus measure Cash Flow Boost. It is anticipated that a further \$50,000 will be received over the next two quarters.

Exploration expenditure cash outflow for the quarter was \$216K, net of cash calls received from Rox Resources on the joint ventures related projects.

This announcement is authorised by the Board of Venus Metals Corporation Limited.

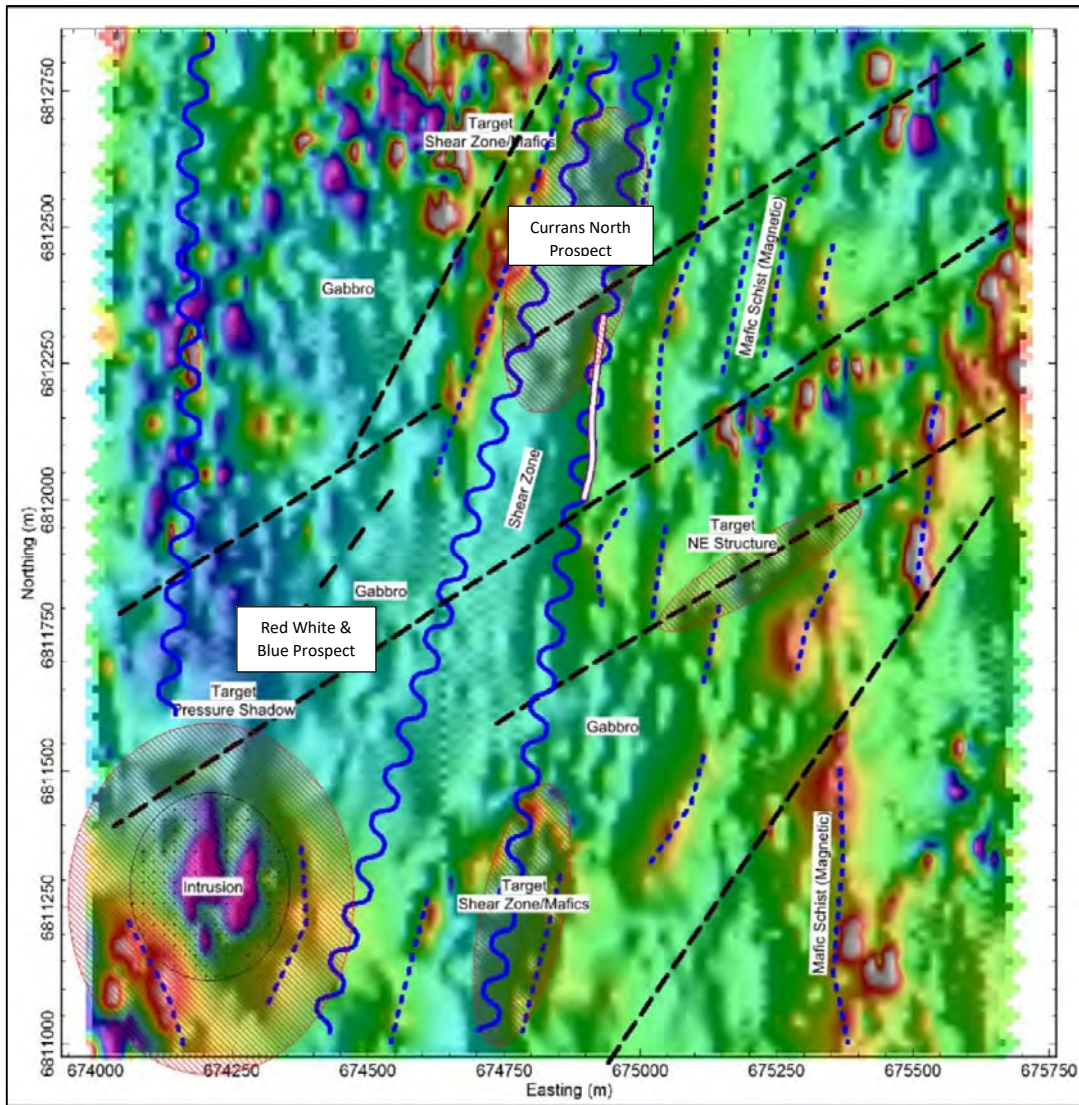


Figure 2. Currans Find M57/641 – structural interpretation of GMAG data and targets outlined.

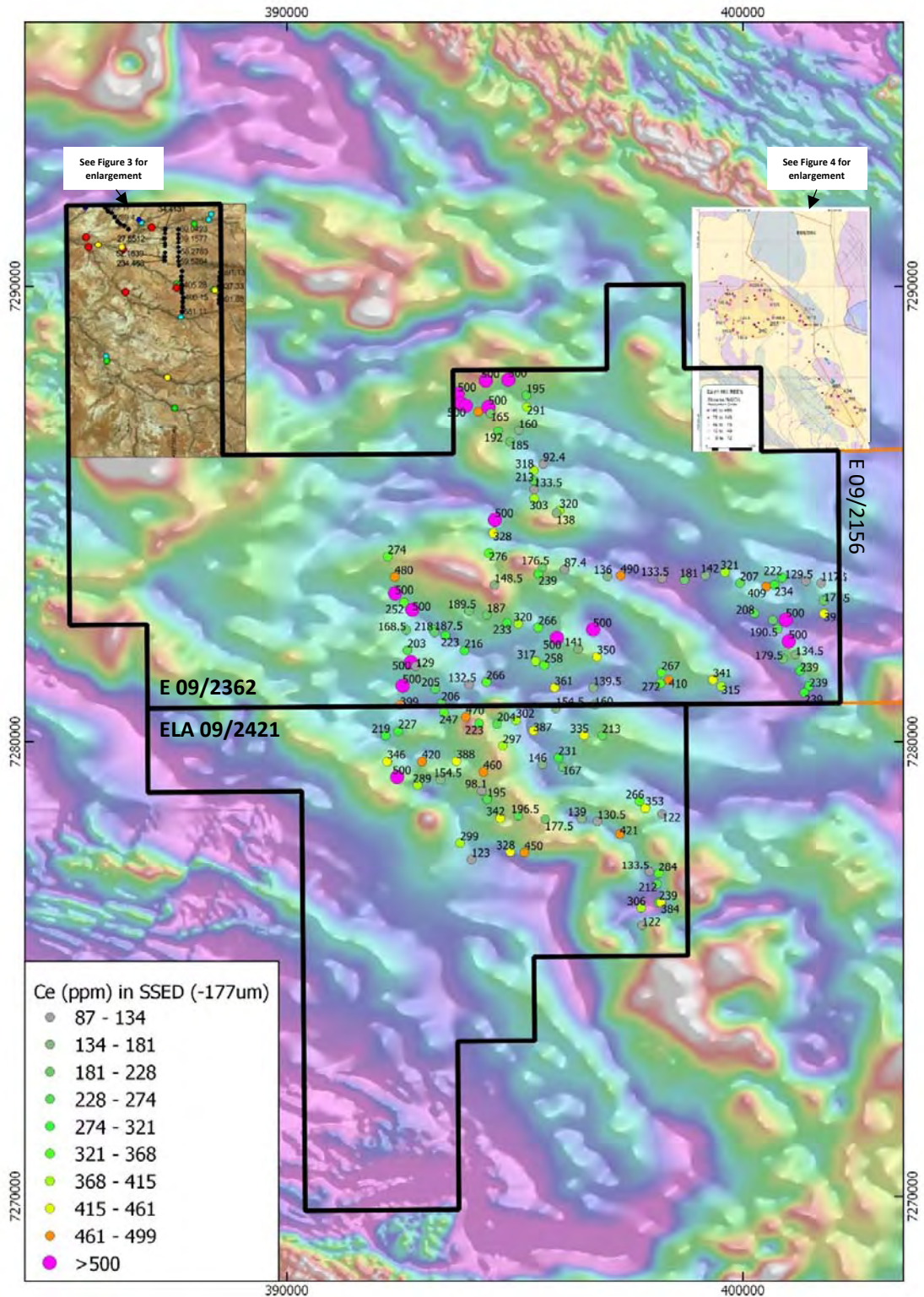


Figure 3. Location of Historical total REE in stream sediments (Independence Group), Nd anomalies in stream sediments (eMetals Ltd) and Ce results in stream sediments (Arrow Minerals Ltd) on regional aeromagnetic image.

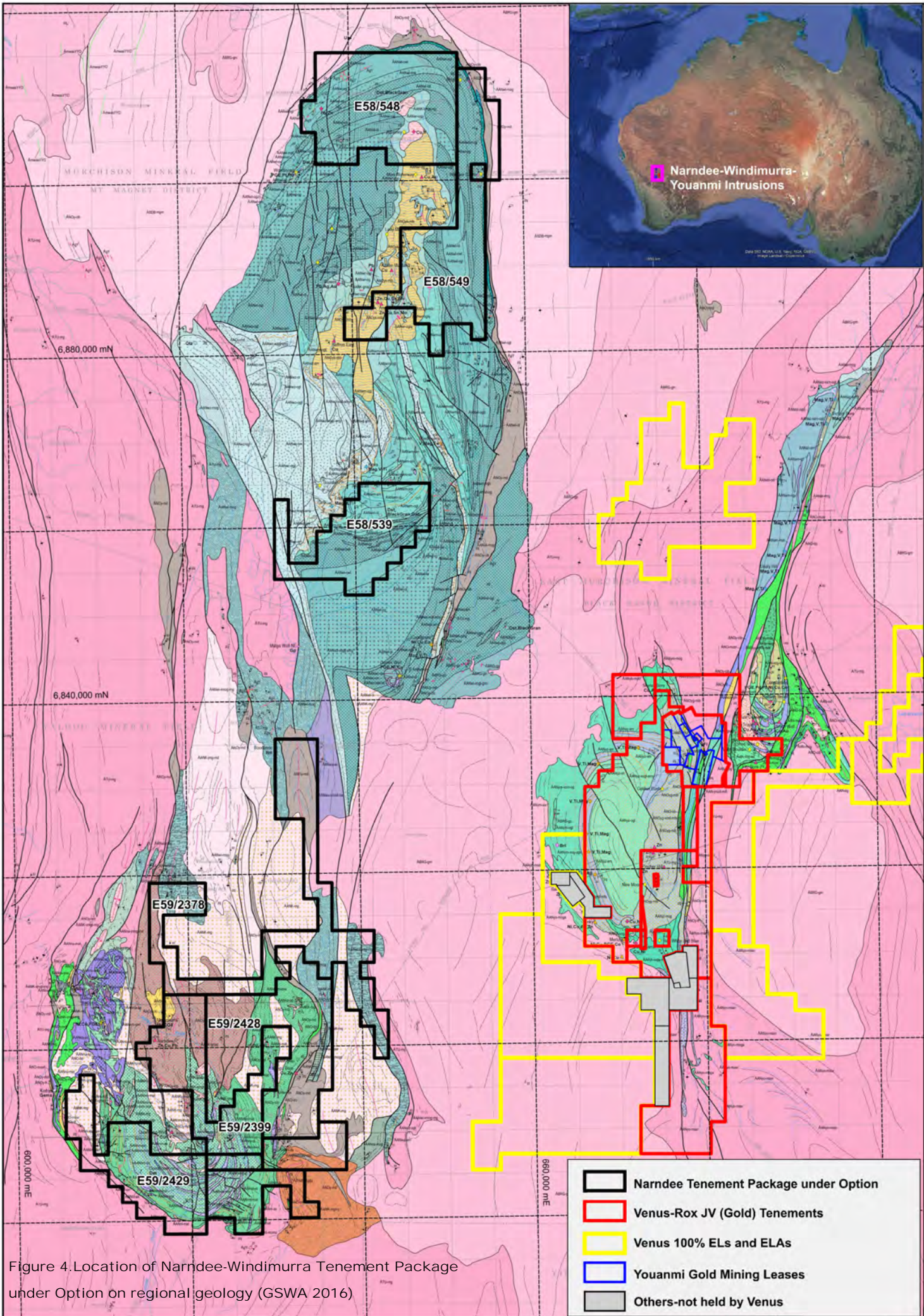


Figure 4. Location of Nardee-Windimurra Tenement Package under Option on regional geology (GSWA 2016)

- Nardee Tenement Package under Option
- Venus-Rox JV (Gold) Tenements
- Venus 100% ELs and ELAs
- Youanmi Gold Mining Leases
- Others-not held by Venus

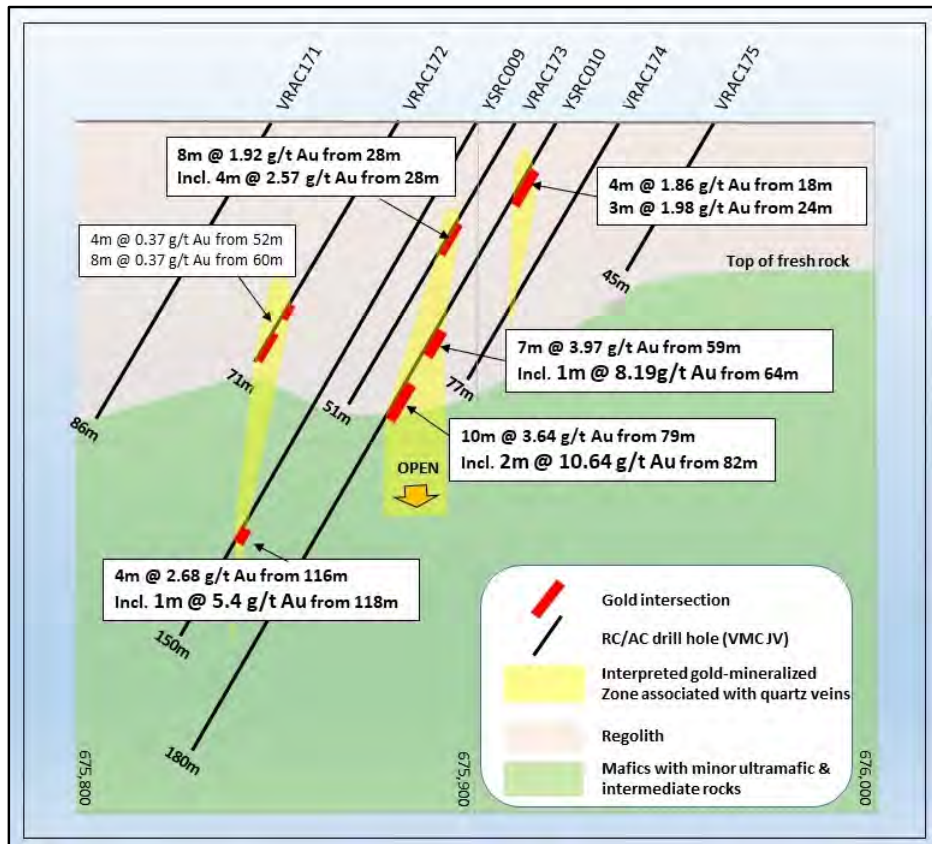


Figure 5. Sovereign Gold Prospect (VMC JV) Schematic Cross Section showing AC and RC drill holes along traverse 6,811,915 N with significant gold intercepts

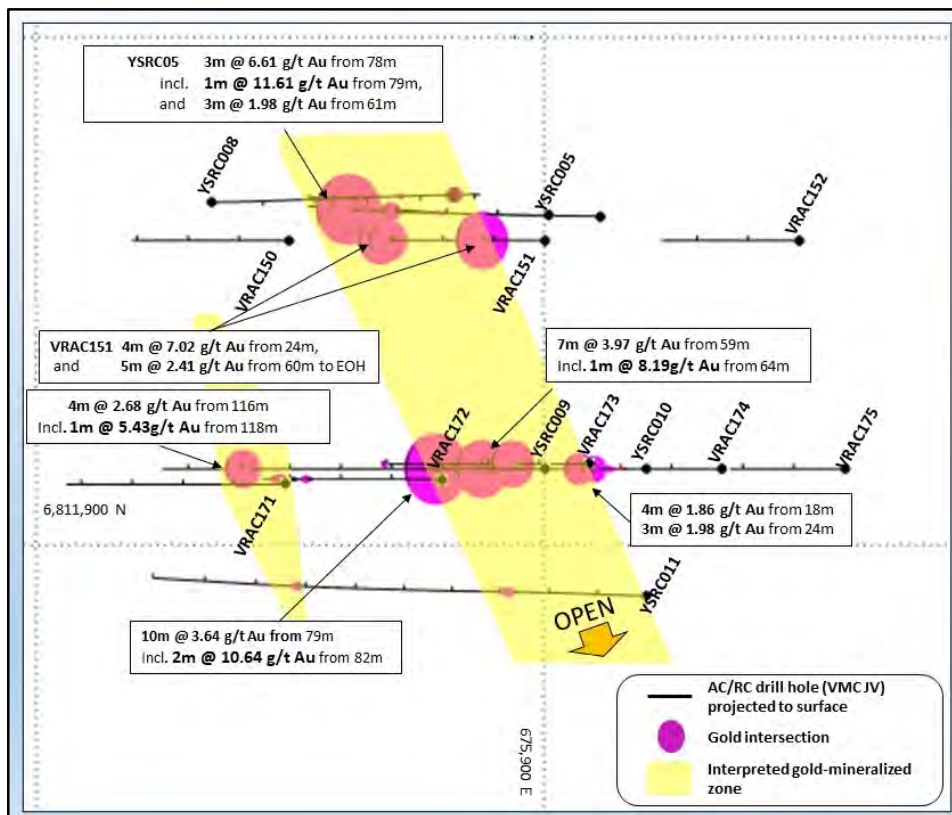


Figure 6. Schematic Plan View showing AC and RC drill holes with gold intercepts

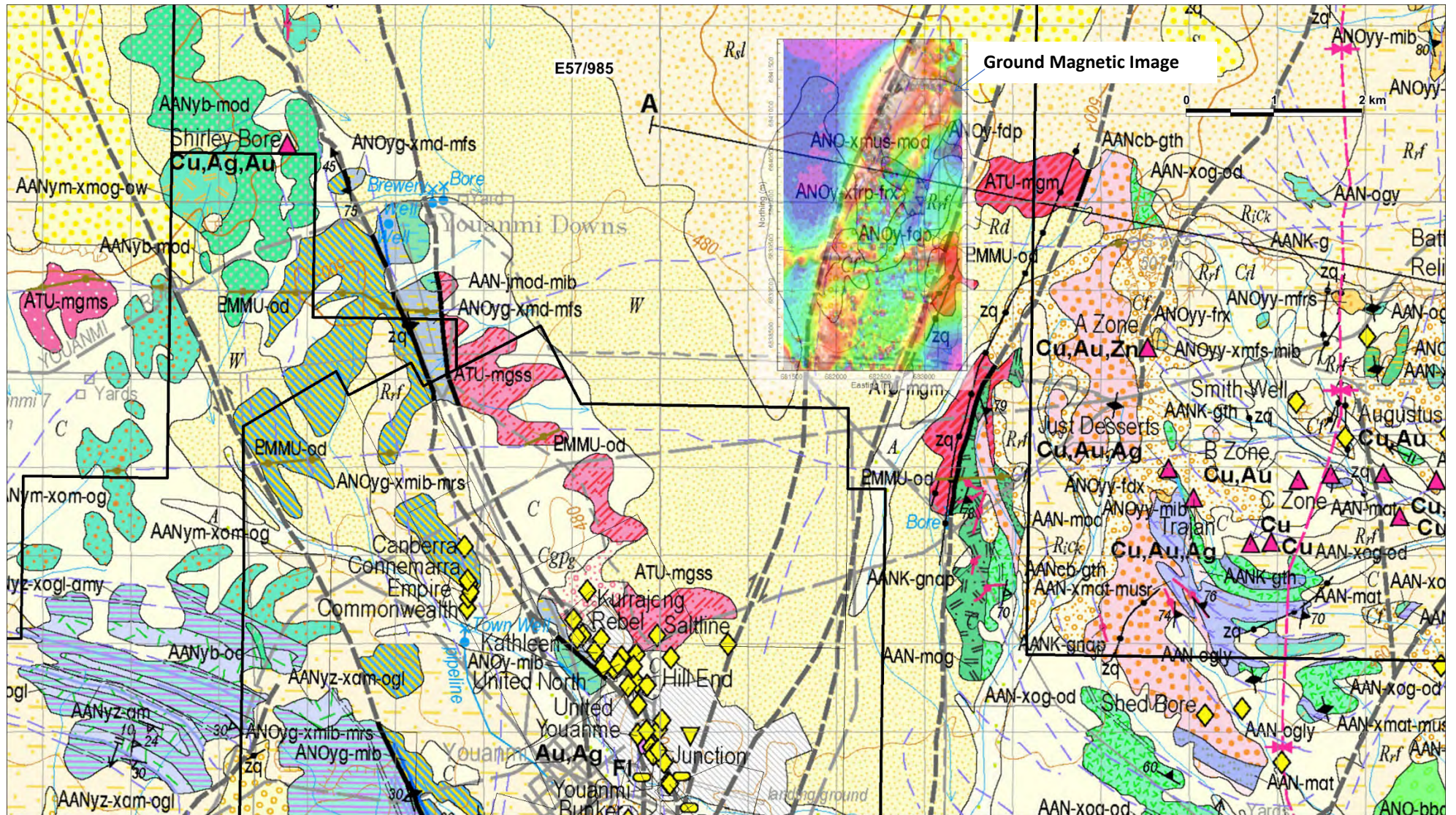


Figure 7a. Ground-Magnetic (GMAG) Image showing the contact zone of greenstone-granite along the NE trending shear on 100k GSWA geology map

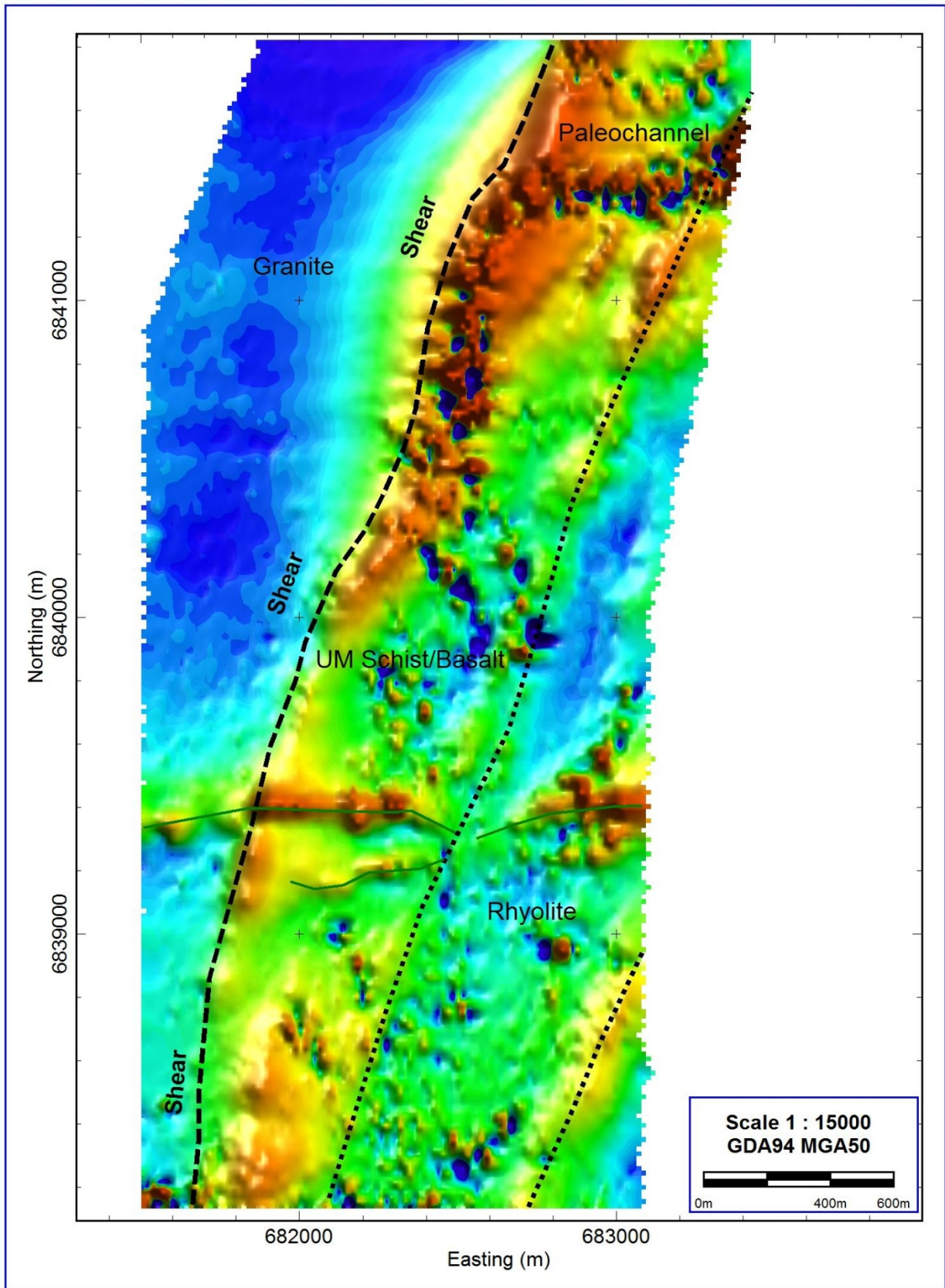


Figure 7b. Interpreted Ground-Magnetic TMI Image showing the contact zone of greenstone-granite along the NE trending shear

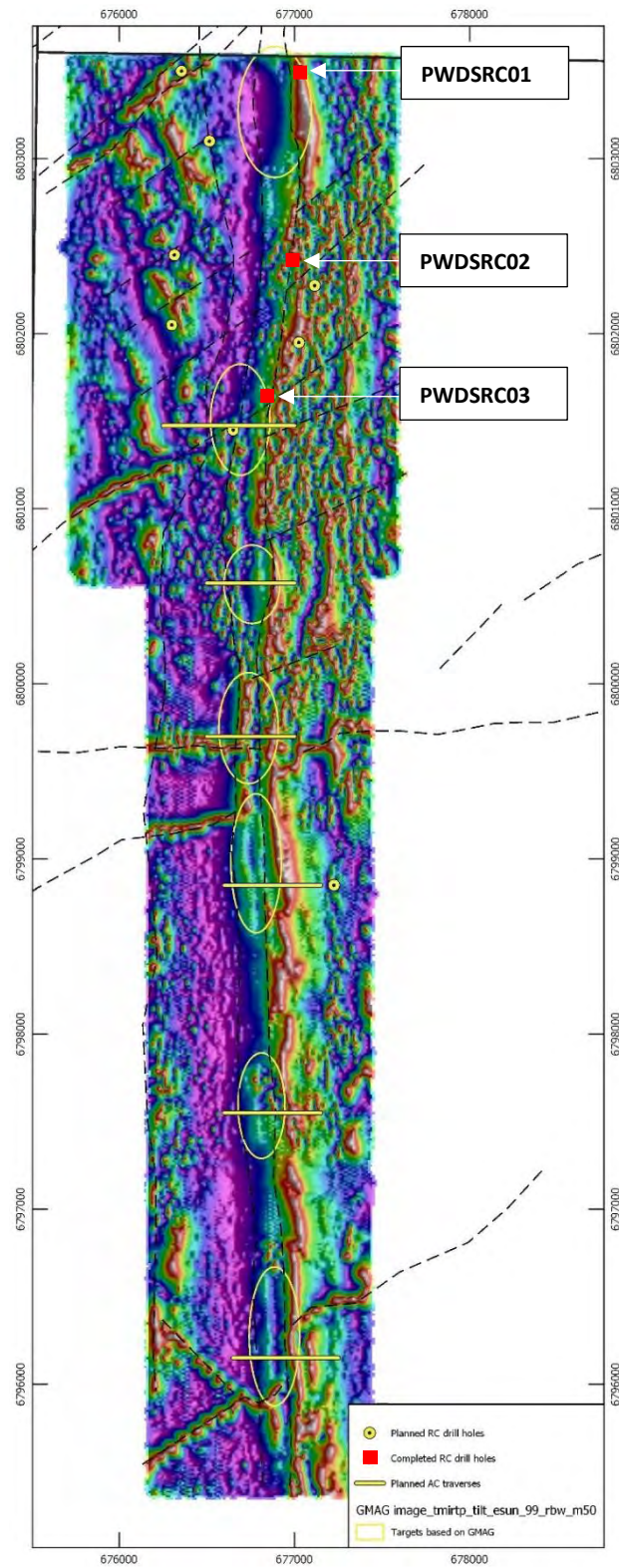


Figure 8. Penny West Deep South Prospect – completed RC and planned RC/AC drill holes on ground magnetic image.

Table 1. RC drill hole data

Prospect	Hole ID	Drill type	Easting (GDA94 Z50)	Northing (GDA94 Z50)	Elevation (m)	Depth (m)	Azimuth (collar)	Dip (collar)
Penny West Deep South	PWDSRC01	RC	677030	6803500	480	144	270	-60
	PWDSRC02	RC	676990	6802450	480	100	270	-60
	PWDSRC03	RC	676850	6801650	480	200	270	-60



Exploration Targets

The term 'Exploration Target' should not be misunderstood or misconstrued as an estimate of Mineral Resources and Reserves as defined by the JORC Code (2012), and therefore the terms have not been used in this context.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Venus Metals Corporation Limited planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Venus Metals Corporation Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Competent Person's Statement

The information in this announcement that relates to HEM and GMAG Survey Results is based on information compiled by Mr Mathew Cooper who is a member of The Australian Institute of Geoscientists. Mr Cooper is Principal Geophysicist of Core Geophysics Pty Ltd who are consultants to Venus Metals Corporation Limited. Mr Cooper has sufficient experience which is relevant to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Cooper consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Exploration Results is based on information compiled by Dr M. Cornelius, geological consultant and part-time employee of Venus Metals Corporation Ltd, who is a member of The Australian Institute of Geoscientists (AIG). Dr Cornelius has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Cornelius consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Kumar Arunachalam, who is a Member of The Australasian Institute of Mining and Metallurgy and a full-time employee of the Company. Mr Arunachalam has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Arunachalam consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

VENUS METALS CORPORATION LIMITED

ABN

99 123 250 582

Quarter ended ("current quarter")

30 June 2020

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(216)	(1,306)
(b) development	-	-
(c) production	-	-
(d) staff costs	(220)	(620)
(e) administration and corporate costs	(159)	(1,576)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	67	69
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	50	332
1.8 Other (provide details if material)	-	12
1.9 Net cash from / (used in) operating activities	(478)	(3,089)

2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) tenements	-	(30)
(c) property, plant and equipment	(29)	(75)
(d) exploration & evaluation	-	-
(e) investments	(37)	(1,468)
(f) other non-current assets (Aust. Treasury Bonds)	-	(4,998)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	2,160	2,330
	(c) property, plant and equipment	-	14
	(d) investments	-	2,779
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	2,094	(1,448)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	6,901
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	270
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	(855)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	1,000
3.10	Net cash from / (used in) financing activities	-	7,316

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,359	196
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(478)	(3,089)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	2,094	(1,448)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	7,316

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	2,975	2,975

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	2,975	1,359
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	2,975	1,359

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	-
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	-	-
7.4 Total financing facilities	-	-
7.5 Unused financing facilities available at quarter end		-
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(478)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(479)
8.4 Cash and cash equivalents at quarter end (item 4.6)	2,975
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	2,975
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	6
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: N/A	
8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: N/A	

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes

- (1) The Company purchased a spread of Australian Treasury Bonds worth \$5M and they can be liquidated any time if necessary. Interest payments are receivable from the yield of the Bonds. The funds are protected and guaranteed by the Australian Government.
- (2) Potential cash \$2.25M from sale of Yalgoo Iron Project held in a trust account awaiting FIBR approval.
- (3) Shares to be issued by Rox Resources Ltd to Venus Metals approved by Rox's shareholders at General Meeting on 28/7/20 for 41,666,667 shares to be issued @ \$0.024 each (current market value \$2.63M).
- (4) Cash Flow Boost from Government's COVID-19 Stimulus measures- Up to \$50K in next 6 months.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date:29/07/2020.....

Authorised by:By the Board.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Details of Mining tenements at Quarter ended 30 June 2020

(ASX Listing Rule 5.3.3)

Tenement ID	Project Location in WA	% of Interest at the beginning of quarter	% of Interest at the end of quarter
R59/1	Yalgoo	50% interest in Iron and 100% interest in other minerals	50% interest in Iron and 100% interest in other minerals
E59/1508-I	Yalgoo	50% interest in Iron and 100% interest in other minerals	50% interest in Iron and 100% interest in other minerals
E59/2187	Yalgoo	50% interest in Iron and 100% interest in other minerals	50% interest in Iron and 100% interest in other minerals
E57/986	Youanmi	90%	90%
E57/985	Youanmi	90%	90%
P57/1365	Youanmi	90%	90%
P57/1366	Youanmi	90%	90%
E57/1011-I	Currans Well	90%	90%
E57/983	Youanmi	100%	100%
E57/982	Youanmi	100%	100%
E57/1023-I	Youanmi	100%	100%
E57/1078	Youanmi South	100%	100%
E57/1018	Pincher Well	100%	100%
E57/1019-I	Pincher Well	100%	100%
E57/981	Bellchambers/Sandstone	100%	100%
E57/984	Bellchambers/Sandstone	90%	90%
E52/3068	DeGrussa North	100%	100%
E52/3486	DeGrussa North	100%	100%
E52/3069	Curara Well	100%	100%
E52/3488	Curara Well	100%	100%
E52/3489	Curara Well	100%	100%
E52/3487	Jenkin Well	100%	100%
E 52/3320-I	Orient Well (Curara East)	100%	100%
E20/885	Poona	90%	0%
E20/896	Poona	100%	0%
E 45/4627	Wodgina South	100%	0%
P 45/3004	Wodgina South	100%	0%
E57/1103	Youanmi East	100%	100%
E57/1128	PennyWest East	100%	100%
M57/641	Currans Find JV	45%	45%
M57/642	Pinchers JV	45%	45%
M57/164	Youanmi ML	50%	30%
M57/165	Youanmi ML	50%	30%
M57/166	Youanmi ML	50%	30%
M57/167	Youanmi ML	50%	30%
M57/51	Youanmi ML	50%	30%
M57/109	Youanmi ML	50%	30%
M57/75	Youanmi ML	50%	30%
M57/97	Youanmi ML	50%	30%
M57/10	Youanmi ML	50%	30%
M57/135	Youanmi ML	50%	30%
M57/160A	Youanmi ML	50%	30%

Appendix-1

JORC Code, 2012 Edition – Table 1

Youanmi Gold Project

Section 1 Sampling Techniques and Data

Criteria	Commentary
<i>Sampling techniques</i>	<ul style="list-style-type: none"> 3 RC holes for a total of 444m were drilled at the Penny West Deep South prospect. Composite samples were collected for 4-meter intervals by combining sub-samples (300-400g) taken from a representative split (c. 3kg) that was taken for every meter drilled using a cone splitter. The individual one-meter samples were bagged and temporarily stored on site.
<i>Drilling techniques</i>	<ul style="list-style-type: none"> RC holes were first drilled down to 6m depth with a 5.5-inch hammer to fit a PVC collar, and the remainder was drilled with a 5-inch hammer. Holes were drilled at an angle of -60° to the west and set up using a Suunto compass. Downhole surveys were done for all holes using a Gyro instrument.
<i>Drill sample recovery</i>	<ul style="list-style-type: none"> No recovery issues were reported in the drilling reports. The recovery was good and samples were generally kept dry. Strong groundwater flow was, however, encountered in hole PWDSRC001 and this hole had to be terminated before reaching the target depth.
<i>Logging</i>	<ul style="list-style-type: none"> A qualified VMC geologist logged all holes in full and supervised the sampling. Small sub-samples were washed and stored in chip trays for reference. Photographs were taken of all chip trays.
<i>Sub-sampling techniques and sample preparation</i>	<ul style="list-style-type: none"> Sampling was by reverse circulation (RC) drilling, collected every meter through a cyclone and cone splitter. All RC samples were analysed for gold and a suite of elements, including base metals, at a Perth Laboratory using a mixture of nitric and hydrochloric acids to digest a 25g aliquot followed by an ICPMS finish.
<i>Quality of assay data and laboratory tests</i>	<ul style="list-style-type: none"> Quality control procedures include certified reference materials, blanks and replicates. All QC results are satisfactory.
<i>Verification of sampling and assaying</i>	<ul style="list-style-type: none"> No independent verification of sampling and assaying has been carried out.
<i>Location of data points</i>	<ul style="list-style-type: none"> RC drill hole locations (collar) were located using a GPS with an accuracy of +/-2m. Grid systems used were geodetic datum: GDA94, Projection: MGA, Zone 50.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> RC drilling was at three separate locations several hundred meters apart. The RC drilling was designed to test EM targets and a historical RAB gold intersection. The drilling was not designed for mineral resource calculation at this stage.

Criteria	Commentary
	<ul style="list-style-type: none"> All RC samples were composited to 2 to 4m intervals, depending on the interval length.
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> RC drilling was inclined at -60°; for azimuth and collar details see Table 1. The drilling was approximately perpendicular to the strike of the targeted EM plates and the lithologies but due to variable dips and strikes, reported intervals are not necessarily representative of true widths.
<i>Sample security</i>	<ul style="list-style-type: none"> All drill samples were transported directly to the Perth laboratory by VMC staff.
<i>Audits or reviews</i>	<ul style="list-style-type: none"> No audits or reviews have been carried out to date.

Section 2 Reporting of Exploration Results

Criteria	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> E57/1078 is held by Venus Metals Ltd and is part of the VMC Joint Venture (VMC 50% and RXL earning 50% (gold rights only). To the best of Venus' knowledge, there are no known impediments to operate on E57/1078 as Manager of the JV.
<i>Exploration done by other parties</i>	<ul style="list-style-type: none"> Gold Mines of Australia (GMA) 1989 -1996 systematic soil sampling and RAB drilling. Aquila Resources 2000 – 2001 Lach Drummond Resources Ltd (2003-2004) – air core drilling of soil anomalies Goldcrest Mines Pty Ltd (2008 – 2013) Beacon Minerals Ltd 2013 - 2015
<i>Geology</i>	<ul style="list-style-type: none"> The Penny West Deep South Project is located in the southern portion of the Youanmi greenstone belt. In the project area, the greenstone sequence is narrowing and appears to be dominated by mafic and mafic-ultramafic rocks, minor BIF/chert and felsic-intermediate intrusives. The Youanmi fault is a major north-trending structure that hosts gold mineralization further north and intersects the tenement and the Penny West Deep South prospect area. The current exploration activities by the JV target Archean lode gold associated with quartz veining and sulphide hosted in shear zones within a structurally controlled setting potentially similar to that at the historical Penny West Gold mine c. 4km to the north.
<i>Drill hole Information</i>	<ul style="list-style-type: none"> For drill hole collar information refer to Table 1. All assay results for four-meter composite samples are less than 0.1 g/t Au. Drill hole locations are shown on Figure 8.
<i>Data aggregation methods</i>	<ul style="list-style-type: none"> No aggregation methods used.

Criteria	Commentary
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> Based on the limited RC drilling to date, the geometry, extent and tenor of the mineralization is not determined yet.
<i>Diagrams</i>	<ul style="list-style-type: none"> Plans are attached to the report (Figure 8)
<i>Balanced reporting</i>	<ul style="list-style-type: none"> No results reported; further assaying of individual one-meter samples for base metals is in progress.
<i>Other substantive exploration data</i>	<ul style="list-style-type: none"> No other substantive exploration data.
<i>Further work</i>	<ul style="list-style-type: none"> AC and/or RC drilling programs are planned to continue.

JORC Code, 2012 Edition – Table 1

Section 1 Sampling Techniques and Data Ground Magnetic Survey

Criteria	Commentary
<i>Sampling techniques</i>	<ul style="list-style-type: none"> • A ground magnetic survey was conducted over the area in E57/985 as shown in Figure 7a and 7b. • The survey was commissioned by Venus Metals Corporation and completed by Core Geophysics Pty Ltd. • A total of 126 line km were collected with the specifications summarised below. <ul style="list-style-type: none"> - Line Spacing: 50m - Line Orientation : 090-270° - Station Spacing: 1m or better - Sensor: GEM GSM19 Overhauser <p>Other details of sampling techniques is not applicable</p>
<i>Drilling techniques</i>	<ul style="list-style-type: none"> • No Drilling activity undertaken
<i>Drill sample recovery</i>	<ul style="list-style-type: none"> • No drill samples collected
<i>Logging</i>	<ul style="list-style-type: none"> • Geophysical survey and hence no logging
<i>Sub-sampling techniques and sample preparation</i>	<ul style="list-style-type: none"> • The survey was achieved using a two person crew. Field measurements were taken with a GEM GSM-19 Overhauser magnetometer with in-built GPS. A GEM GSM-19 proton magnetometer was used for the base.
<i>Quality of assay data and laboratory tests</i>	<ul style="list-style-type: none"> • No Assays carried out for this survey
<i>Verification of sampling and assaying</i>	<ul style="list-style-type: none"> • All gravity data was transferred to Atlas personnel on a daily basis for verification.
<i>Location of data points</i>	<ul style="list-style-type: none"> • All data has been collected in GDA94 MGA Zone 50 grid system, automatically by the on-board GPS of the magnetometer. The GPS uses enhanced SBAS and GLONASS constellations to achieve accuracy of the positioning around 1m.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> • The line spacing was between 50m with data recorded every 1second to provide stations every 1m. The data density is considered appropriate to the purpose of the survey. The base station recorded every 15 seconds.
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> • The line path is approximately perpendicular to the regional strike direction of geological formations and is sufficient to locate discrete anomalies.

Criteria	Commentary
<i>Sample security</i>	<ul style="list-style-type: none">• Not applicable for geophysical survey
<i>Audits or reviews</i>	<ul style="list-style-type: none">• The data were verified by Core Geophysics.