

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Venus Metals Corporation Limited (VMC)

ACN/ARSN 123 250 582

**1. Details of substantial holder (1)**

Name QGold Pty Ltd (QGold) and each of the persons listed in Section 5 of this notice (each, a Substantial Holder)

ACN/ARSN (if applicable) 149 659 950

There was a change in the interests of the  
substantial holder on

12 / 02 / 2024

The previous notice was given to the company on

27 / 11 / 2023

The previous notice was dated

27 / 11 / 2023

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	33,800,276	17.82%	35,786,834	18.86%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
04/12/23	QGold	On-market purchase	\$2,993.30	29,933 ordinary shares	29,933
05/12/23		On-market purchase	\$10,000.00	100,000 ordinary shares	100,000
06/12/23		On-market purchase	\$1,009.30	10,093 ordinary shares	10,093
07/12/23		On-market purchase	\$6,194.00	61,940 ordinary shares	61,940
12/12/23		On-market purchase	\$7,000.00	70,000 ordinary shares	70,000
13/12/23		On-market purchase	\$5,873.00	58,730 ordinary shares	58,730
20/12/23		On-market purchase	\$11,222.40	112,224 ordinary shares	112,224
29/12/23		On-market purchase	\$1,559.10	15,591 ordinary shares	15,591

04/01/24		On-market purchase	\$6,905.90	69,059 ordinary shares	69,059
10/01/24		On-market purchase	\$5,025.20	50,252 ordinary shares	50,252
11/01/24		On-market purchase	\$8,000.00	80,000 ordinary shares	80,000
15/01/24		On-market purchase	\$199.70	1,997 ordinary shares	1,997
16/01/24		On-market purchase	\$20,700.00	207,000 ordinary shares	207,000
17/01/24		On-market purchase	\$17,554.20	184,781 ordinary shares	184,781
17/01/24		On-market purchase	\$7,275.00	75,000 ordinary shares	75,000
17/01/24		On-market purchase	\$13,387.70	133,877 ordinary shares	133,877
19/01/24		On-market purchase	\$5,880.98	61,905 ordinary shares	61,905
19/01/24		On-market purchase	\$2,644.92	26,989 ordinary shares	26,989
22/01/24		On-market purchase	\$20,928.10	213,552 ordinary shares	213,552
23/01/24		On-market purchase	\$1,519.10	15,501 ordinary shares	15,501
24/01/24		On-market purchase	\$4,900.00	50,000 ordinary shares	50,000
25/01/24		On-market purchase	\$9,207.88	93,958 ordinary shares	93,958
30/01/24		On-market purchase	\$6,731.91	68,693 ordinary shares	68,693
12/02/24		On-market purchase	\$5,037.28	54,753 ordinary shares	54,753
12/02/24		On-market purchase	\$860.81	9,306 ordinary shares	9,306
12/02/24		On-market purchase	\$8,123.86	86,424 ordinary shares	86,424
12/02/24		On-market purchase	\$4,275.00	45,000 ordinary shares	45,000
04/12/23	Queensland Gold Holdings Pty Ltd as trustee for the Christopher Wallin Family Trust No.2 (QGH)	Purchases by QGold	Nil	1,986,558 ordinary shares	1,986,558
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06/12/23					
07/12/23					
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20/12/23					
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12/02/24					
04/12/23	Christopher Ian Wallin	Purchases by QGold	Nil	1,986,558 ordinary shares	1,986,558
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12/02/24					

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
QGold	QGold	QGold	Registered holder	35,786,834 ordinary shares	35,786,834
QGH	QGold	QGold	Relevant interest under section 608(3)(b) of the Act as a result of holding 100% of the issued share capital of QGold.	35,786,834 ordinary shares	35,786,834
Christopher Ian Wallin	QGold	QGold	Relevant interest under section 608(3)(b) of the Act as a result of holding 100% of the issued share capital of QGH and a relevant interest under section 608(1)(b) and section 608(1)(c) of the Act by virtue of control over QGH and QGold.	35,786,834 ordinary shares	35,786,834

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
QGold, QGH, Strategic Minerals Corporation Pty Ltd (SMC), Signature Resources Pty Ltd (SR), Telluride Mining Pty Ltd (TM), Alpha Uranium Pty Ltd (AU), Carawine Resources Limited (CRL)	Each of the named parties is controlled by Christopher Ian Wallin.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
QGold, QGH, SM, SR, TM, AU, CRL	PO Box 10630, Brisbane QLD 4000
CRL	PO Box 2205, Malaga WA 6944
Christopher Ian Wallin	4 Kintyre Street, Brookfield QLD 4069

Signature

print name	Christopher Ian Wallin	capacity	Authorised signatory
sign here		date	13 February 2024

DIRECTIONS

- If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (1) See the definition of "associate" in section 9 of the Corporations Act 2001.
  - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  - (3) The voting shares of a company constitute one class unless divided into separate classes.
  - (4) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (5) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.