

**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

30 / 09 / 2024

The previous notice was given to the company on

13 / 02 / 2024

The previous notice was dated

13 / 02 / 2024

**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)	35,786,834	18.86%	43,809,403	22.34%

**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
01/03/24	QGold	On-market purchase	\$18,821.02	198,116 ordinary shares	198,116
05/03/24		On-market purchase	\$6,043.12	65,331 ordinary shares	65,331
05/03/24		On-market purchase	\$24,618.30	259,140 ordinary shares	259,140
07/03/24		On-market purchase	\$8,638.35	90,930 ordinary shares	90,930
08/03/24		On-market purchase	\$18,145.00	191,000 ordinary shares	191,000
13/03/24		On-market purchase	\$7,020.00	78,000 ordinary shares	78,000
19/03/24		On-market purchase	\$4,300.00	50,000 ordinary shares	50,000
20/03/24		On-market purchase	\$1,720.00	20,000 ordinary shares	20,000

28/03/24		On-market purchase	\$15,304.68	170,052 ordinary shares	170,052	
02/05/24		On-market purchase	\$1,992.00	24,000 ordinary shares	24,000	
13/05/24		On-market purchase	\$6,307.09	75,989 ordinary shares	75,989	
14/05/24		On-market purchase	\$0.91	11 ordinary shares	11	
22/05/24		On-market purchase	\$12,897.08	149,966 ordinary shares	149,966	
23/05/24		On-market purchase	\$946.00	11,000 ordinary shares	11,000	
24/05/24		On-market purchase	\$516.00	6,000 ordinary shares	6,000	
03/06/24		On-market purchase	\$9.12	106 ordinary shares	106	
04/06/24		On-market purchase	\$2,831.81	32,928 ordinary shares	32,928	
27/06/24		On-market purchase	\$1,254.00	19,000 ordinary shares	19,000	
28/06/24		On-market purchase	\$11,946.00	181,000 ordinary shares	181,000	
30/09/24		Private placement	\$416,000.00	6,400,000 ordinary shares	6,400,000	
01/03/24	Queensland Gold Holdings Pty Ltd as trustee for the Christopher Wallin Family Trust No.2 (QGH)					
05/03/24						
05/03/24						
07/03/24						
08/03/24						
13/03/24						
19/03/24						
20/03/24						
28/03/24						
02/05/24			Purchases by QGold	Nil	8,022,569 ordinary shares	8,022,569
13/05/24						
14/05/24						
22/05/24						
23/05/24						
24/05/24						
03/06/24						
04/06/24						
27/06/24						
28/06/24						

30/09/24					
01/03/24	Christopher Ian Wallin	Purchases by QGold	Nil	8,022,569 ordinary shares	8,022,569
05/03/24					
05/03/24					
07/03/24					
08/03/24					
13/03/24					
19/03/24					
20/03/24					
28/03/24					
02/05/24					
13/05/24					
14/05/24					
22/05/24					
23/05/24					
24/05/24					
03/06/24					
04/06/24					
27/06/24					
28/06/24					
30/09/24					

#### 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	43,809,403 ordinary shares	43,809,403
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.	43,809,403 ordinary shares	43,809,403

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.	43,809,403 ordinary shares	43,809,403
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#### 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:

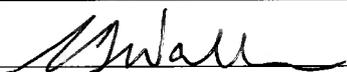
Name and ACN/ARSN (if applicable)	Nature of association
QGold, QGH, Strategic Minerals Corporation Pty Ltd (SMC), Signature Resources Pty Ltd (SR), Telluride Mining Pty Ltd (TM), Alpha Uranium Pty Ltd (AU), Carawine Resources Limited (CRL)	Each of the named parties is controlled by Christopher Ian Wallin.

#### 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	01 October 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)

- (6) 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.