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## **VENTURE MINERALS LIMITED**

**ABN 51 119 678 385**

### **NOTICE OF GENERAL MEETING**

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**TIME:** 10.00 AM (WST)

**DATE:** 26 October 2017

**PLACE:** Suite 3, Level 3  
24 Outram Street  
West Perth, WA 6005

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6279 9428.***

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**IMPORTANT INFORMATION**

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**TIME AND PLACE OF MEETING**

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Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am (WST) on 26 October 2017 at:

Suite 3, Level 3  
24 Outram Street  
West Perth, WA 6005

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**YOUR VOTE IS IMPORTANT**

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The business of the General Meeting affects your shareholding and your vote is important.

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**VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 4:00pm (WST) on 24 October 2017.

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**VOTING IN PERSON**

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To vote in person, attend the General Meeting at the time, date and place set out above.

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**VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
- Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that: if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### ORDINARY BUSINESS

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##### 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES – TRANCHE 1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 46,717,663 Shares at an issue price of 2 cents each and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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##### 2. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES – TRANCHE 2

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

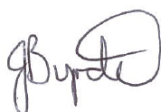
*"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 48,282,337 Shares at an issue price of 2 cents each and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of the security holder, if Resolution 2 is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 22 SEPTEMBER 2017**

**BY ORDER OF THE BOARD**



**MR JAMIE BYRDE**  
**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. RESOLUTION 1 – RATIFICATION ISSUE OF SHARES – TRANCHE 1

#### 1.1 Background

On 11 September 2017, the Company announced it had received commitments for a two-tranche placement of 95,000,000 Shares at an issue price of 2 cents each to raise \$1,900,000 (**Placement**). Tranche 1 of the Placement, being a total of 46,717,663 Shares, was issued on 18 September 2017 under the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### 1.2 Regulatory Requirements – ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in a general meeting ratifies the previous issue of securities made without shareholder approval under ASX Listing Rule 7.1 (and provided the previous issue did not breach ASX Listing Rule 7.1), those securities shall be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 46,717,663 Shares issued by the Company under tranche 1 of the Placement. By ratifying this issue of Shares, the Company will retain the capacity to issue securities in the future up to the 15% threshold without the requirement to obtain Shareholder approval.

#### 1.3 Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the total number of Shares issued was 46,717,663 Shares;
- (b) the issue price of each Share was 2 cents per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing issued Shares;
- (d) the Shares were issued to institutional and sophisticated investors, none of whom are related parties of the Company. No party, either individually or in association with any related entity, was issued securities, which would, if added to existing holdings, result in the holder and their related entities holding in excess of 19.9% of the issued capital of the Company; and
- (e) the Company intends to use the funds raised by the issue of Shares the subject of Resolution 1, being gross proceeds of \$934,353, as follows:
  - i) to fund future drilling programs on the Caesar and South West Projects (including Thor and Odin);
  - ii) towards advancing exploration at the Thali Project; and
  - iii) to fund ongoing working capital commitments.

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## **2. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES – TRANCHE 2**

### **2.1 Background**

As noted in Section 1.1, on 11 September 2017, the Company announced it had received commitments for the Placement. Tranche 2 of the Placement, being a total of 48,282,337 Shares, is to be issued subject to approval by Shareholders. Resolution 2 seeks that approval.

The Company has engaged the services of Max Capital Pty Ltd (ACN 152 214 956), a licensed securities dealer (AFSL 411136) to manage the Placement. The Company will pay a Lead Manager fee of 2% and Placement Fee of 4% (exclusive of goods and services tax) on the amount raised under the Placement. The Directors, consider the engagement to be on arm's length terms as the fee charged is comparable to unrelated licensed securities dealers.

A summary of ASX listing Rule 7.1 is set out in Section 1.2 above.

The effect of Resolution 2 will be to allow the Company to issue the Shares pursuant to Tranche 2 of the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **2.2 Technical information required by ASX Listing Rule 7.1**

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of Shares to be issued under Resolution 2 is 48,282,337 Shares;
- (b) the Shares will be issued no later than three (3) months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price of the Shares will be 2 cents per Share to raise gross proceeds of \$965,647;
- (d) the Shares in respect of Resolution 2 will be issued to institutional and sophisticated investors, none of whom will be related parties of the Company. No subscriber, either individually or in association with any related entity, will be issued securities, which would, if added to existing holdings, result in the holder and their related entities holding in excess of 19.9% of the issued capital of the Company;
- (e) the Shares to be issued will all be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing issued Shares; and
- (f) the Company intends to use the funds raised as follows:
  - i) to fund future drilling programs on the Caesar and South West Projects (including Thor and Odin);
  - ii) towards advancing exploration at the Thali Project; and
  - iii) to fund ongoing working capital commitments.

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## GLOSSARY

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**\$** means Australian dollars.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Company** means Venture Minerals Limited (ABN 51 119 678 385).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** or **Notice of General Meeting** means this notice of General Meeting including the Explanatory Statement and the Proxy Form.

**Placement** has the meaning given in Section 1.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## PROXY FORM

**VENTURE MINERALS LIMITED**  
**ACN 119 678 385**

### GENERAL MEETING

I/We

of

being a shareholder of Venture Minerals Limited entitled to attend and vote at the General Meeting, hereby appoint:

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws, as the proxy sees fit, at the General Meeting to be held at 10:00am (WST), on 26 October 2017 at Suite 3, Level 3, 24 Outram Street, West Perth, Western Australia 6005 and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

#### Voting on Business of the General Meeting

Resolution 1 – Ratification of Issue of Shares – Tranche 1

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2 – Approval of Issue of Shares – Tranche 2

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Date:**

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Date:**

**Contact name:**

**Contact ph (daytime):**

**E-mail address:**

**Consent for contact by e-mail  
in relation to this Proxy Form:**

YES ☐ NO ☐

**VENTURE MINERALS LIMITED**  
**ACN 119 678 385**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at the General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If the member is entitled to cast 2 or more votes at the Meeting, the member may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Venture Minerals Limited, PO Box 1175, West Perth WA 6872; or
  - (b) facsimile to the Company on facsimile number +61 8 6500 9986 ;or
  - (c) email to the Company at [jamie@ventureminerals.com.au](mailto:jamie@ventureminerals.com.au),so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**