



VENUS METALS
CORPORATION LIMITED

ASX Release: 26 October 2017

ASX Code: VMC

OFFER
LETTER TO ELIGIBLE SHAREHOLDERS

Venus Metals Corporation Limited (ASX:VMC) confirms that the attached letter has been sent to shareholders who are eligible to participate in the pro-rata non-renounceable Offer of quoted new options over fully paid ordinary shares announced on 13 October 2017.

Yours faithfully

Dean Calder
Venus Metals Corporation Limited



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26 October 2017

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Dear Shareholder

Non-Renounceable Offer

We write to you as a holder of Venus Metals Corporation Limited (ASX:VMC) (**Company**) fully paid ordinary shares (**Shares**).

On 13 October 2017, the Company announced it would be conducting a pro-rata non-renounceable offer of quoted options over fully paid ordinary Shares (ASX:VMCOA) (**New Options**) on the basis of 1 New Option for every 3 Shares held to raise up to approximately \$512,000 (before costs) (**Offer**).

Funds raised under the Offer will be used for:

- (a) exploration at various gold targets at the Youanmi High Grade Gold Project;
- (b) exploration at Youanmi Currans Cobalt Project;
- (c) exploration for lithium at various other tenements; and
- (d) general working capital purposes.

The Offer is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on 25 October 2017 (**Prospectus**) and released to the Australian Securities Exchange (**ASX**) on the same date.

The Prospectus is available on the Company's website at <http://www.venusmetals.com.au/> or on the ASX website (company announcements section, ASX code: VMC) at www.asx.com.au.

It is anticipated that the Prospectus will be sent to all shareholders in Australia and New Zealand on or around 2 November 2017.

Summary of key features of the Offer

The Offer is open to shareholders who hold Shares as at the Record Date (7.00pm Perth time on 30 October 2017) with registered addresses in Australia and New Zealand (**Eligible Shareholders**). All other shareholders are not eligible to participate in the Offer and will be notified by the Company separately (**Excluded Shareholders**). Excluded Shareholders will not be entitled to subscribe for New Options under the Offer. The Company only has one register on which entitlements will be calculated.



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Under the terms of the Offer, Eligible Shareholders will be entitled to subscribe for 1 New Option for every one 3 Shares held at the Record Date at an issue price of \$0.02 per New Option. The New Options will have an exercise price of \$0.20 and an expiry date of 30 November 2019.

The Company will apply for quotation of the New Options issued pursuant to the Offer on the Official List of ASX. The Shares that will be issued upon the exercise of the New Options will rank equally with the existing Shares from the date of issue.

The number of quoted Company options currently on issue is 31,449,491. Under the Offer, up to 25,588,231 New Options will be issued and the number of quoted options on issue at the completion of the Offer will be up to 57,037,722 (assuming the Offer is fully subscribed).

As no new Shares are being offered pursuant to the Offer, there will be no immediate dilutionary effect of the Offer on Shareholders. If the New Options being issued under this Offer are exercised (which must occur on or before 30 November 2019, if at all), an additional 25,588,231 Shares will be issued by the Company. This equates to approximately 33.33% of all the issued Shares in the Company following completion of the Offer (assuming no other options on issue are exercised).

No shareholder approval is required for the Offer and the Company currently has no dividend policy.

Indicative timetable

The indicative timetable for the Offer is as follows:

Event	Date
Announcement of Offer	13 October 2017
Lodgement of Appendix 3B with ASX	13 October 2017
Prospectus lodged at ASIC and ASX	25 October 2017
Notice sent to Shareholders	26 October 2017
"Ex" Date	27 October 2017
Record Date to determine Entitlements	7.00pm (Perth time) 30 October 2017
Prospectus (together with Entitlement and Acceptance Form) despatched to Shareholders	2 November 2017
Offer opens	2 November 2017
Offer closes (unless extended or withdrawn)	5.00pm (Perth time) 13 November 2017
Notification to ASX of under subscriptions	16 November 2017
Issue date	20 November 2017

The above timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these events, dates and times subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date of the Offer, to accept late applications either generally or in particular cases or to withdraw the Offer without prior notice. The commencement of quotation of New Options is subject to confirmation from ASX.



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Brief instructions for Eligible Shareholders

If you are an Eligible Shareholder, you may participate in the Offer as follows:

- (a) **if you wish to accept your Entitlement in full:**
 - (i) pay the amount indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
 - (ii) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque for the amount indicated on your Entitlement and Acceptance Form;
- (b) **if you only wish to accept part of your Entitlement:**
 - (i) pay a lesser amount than indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
 - (ii) fill in the number of New Options you wish to accept in the space provided on the Entitlement and Acceptance Form and attach your cheque for the appropriate application monies (at \$0.02 per Option); or
- (c) **if you do not wish to accept all or part of your Entitlement**, you are not obliged to do anything.
- (d) you will not be able to apply for additional New Options exceeding your Entitlement.

More information

Before making a decision whether to apply for New Options, please read the Prospectus carefully in its entirety when you receive it. **The Offer is scheduled to close at 5:00pm (WST) on 13 November 2017.**

This letter is not a prospectus and does not constitute an offer of securities. An offer of New Options under the Offer will only be made in, or accompanied by, a copy of the Prospectus sent to all Eligible Shareholders.

The Directors of the Company recommend that if you are in doubt as to the value of the Offer then you should contact your financial adviser. Should you have any queries please contact the Company on +61 8 9321 7541.

Yours faithfully

Dean Calder
Venus Metals Corporation Limited