



**VENUS METALS**  
CORPORATION LIMITED

**ASX Release: 4 September 2018**

**ASX Code: VMC**

## **Convertible Loan Agreement - Issue Price 20 cents**

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Venus Metals Corporation Limited (ASX: VMC) (**Company**) has entered into a convertible loan agreement dated 3 September 2018 with Bazco Pty Ltd (**Bazco**), an entity controlled by Mr Barry Fehlberg, an Executive Director of the Company, pursuant to which Bazco will advance A\$400,000 (**Principal**) to the Company (**Convertible Loan**). Further details of the Convertible Loan are set out below.

Matthew Hogan, the Company's Managing Director said "*Venus is delighted to be receiving these funds on behalf of Mr Fehlberg, which it intends to use to rapidly advance the Youanmi Vanadium Project. We believe this demonstrates the Board's confidence in the Project. The Project is an exciting prospect for the Company and we look forward to commencing a drilling program to support the commissioning of a scoping study. Mr Fehlberg has a deep understanding of vanadium ores and extraction going back twenty years to his pioneering work at Julia Creek. His support for the Company through this loan agreement is testament to his belief in the success of the Youanmi vanadium project*".

The Convertible Loan has been negotiated on arm's length terms, and the Company is not required to provide any security for the Convertible Loan. The Convertible Loan will accrue interest at a rate of 8% per annum. The Convertible Loan is repayable on the date that is 12 months following the date of advancement of funds (**Repayment Date**).

On or at any time prior to the Repayment Date, the Company may elect to: (a) repay the Principal in cash; or (b) subject to shareholders approving the conversion under the ASX Listing Rules (**Shareholder Approval**), issue up to 2,000,000 fully paid ordinary shares in the Company, ranking equally with the then existing shares (**Shares**) at an issue price of \$0.20 per Share in satisfaction of the Principal. Any interest accrued on the Principal will be repaid in cash. Shareholder Approval will be sought at the Company's 2018 Annual General Meeting.

If Shareholder Approval is obtained prior to the Repayment Date and provided the Convertible Loan has not already been repaid or converted, Mr Fehlberg may only elect to convert the Convertible Loan into up to 1,000,000 Shares at an issue price of \$0.20 per Share, with the balance of the Convertible Loan and any interest accrued to be repaid in cash or converted at the election of the Company.

Patrick Tan  
Company Secretary  
Venus Metals Corporation Limited