



Venus Metals Corporation Limited

ABN 99 123 250 582

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

3 February 2017

Time of Meeting

10.30am (WST)

Place of Meeting

Ground Floor, Conference Room, BGC Centre, 28 The Esplanade, Perth, Western Australia 6000

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

VENUS METALS CORPORATION LIMITED

ABN 99 123 250 582

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Venus Metals Corporation Limited ABN 99 123 250 582 (Company) will be held at Ground Floor, Conference Room, BGC Centre, 28 The Esplanade, Perth, Western Australia, 6000 on 3 February 2017 at 10.30am (WST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

AGENDA

1. Resolution 1 – Proposed issue of Options

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 31,449,491 Options at an issue price of \$0.005 per Option, with each Option having an exercise price of \$0.20 and an expiry date of 30 November 2019, on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 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 a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) 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.

2. Resolution 2 – Participation of a related party in placement – Mr Timothy Hogan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Mr Timothy Hogan, a related party, or his nominee(s), may participate in the issue of Options the subject of Resolution 1 by subscribing for a maximum of 1,000,000 Options at an issue price of \$0.005 per Option, with each Option having an exercise price of \$0.20 and an expiry date of 30 November 2019."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 2 by Mr Timothy Hogan and any Associate of Mr Timothy Hogan. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Participation of a related party in placement – Mrs Wendy Hogan

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Mrs Wendy Hogan, a related party, or her nominee(s), may participate in the issue of Options the subject of Resolution 1 by subscribing for a maximum of 4,625,500 Options at an issue price of \$0.005 per Option, with each Option having an exercise price of \$0.20 and an expiry date of 30 November 2019."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 3 by Mrs Wendy Hogan and any Associate of Mrs Wendy Hogan. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Mr Matthew Hogan
Managing Director and Company Secretary

Dated: 22 December 2016

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. However, in exceptional circumstances, the Chair of the Meeting may change his voting intention, in which case an ASX announcement will be made. These rules are explained in this Notice.

- To be effective, proxies must be received by 10.30am (WST time) on 1 February 2017. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:

- By Mail
Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West
VIC 8007

- by fax
+61 8 9315 2233;

- by Online
www.securitytransfer.com.au;

or

- by Email
registrar@securitytransfer.com.au;

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10.30am (WST time) on 1 February 2017. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (WST time) on 1 February 2017.

VENUS METALS CORPORATION LIMITED

ABN 99 123 250 582

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

RESOLUTION 1 – PROPOSED ISSUE OF OPTIONS

As announced on 22 December 2016 and subject to receipt of Shareholder approval, the Company proposes to undertake an offer of up to 31,499,491 Options to investors who held listed Options expiring 30 November 2016 (**Expired Options**) on the basis of 1 Option for every Expired Option held on the expiry date (**Offer**). The Options will have an issue price of \$0.005 per Option, with each Option having an exercise price of \$0.20 and an expiry date of 30 November 2019. The full terms and conditions of the Options are set out in Annexure A.

Subject to receipt of Shareholder approval, the Offer will be made pursuant to a prospectus which is expected to be lodged with the Australian Securities and Investments Commission on or about 2 February 2016.

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Company will issue up to 31,499,491 Options;
- (b) the Company will issue the Options no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Options will be issued at \$0.005 per Option;
- (d) the Options will be issued investors who held Expired Options on 30 November 2016 all of whom are unrelated parties of the Company (other than those persons noted in Resolutions 2 and 3);
- (e) the terms and conditions of the Options are set out in Annexure A;
- (f) a total of \$157,497 will be raised by the issue of the Options (before costs). The funds raised are intended to be used for general working capital and the expenses of the Offer. Further funds raised if the Options are exercised will be used for general working capital; and
- (g) the Options will be issued on one date.

RESOLUTION 2 – PARTICIPATION BY A RELATED PARTY IN PLACEMENT – MR TIMOTHY HOGAN

The Company intends to undertake the Offer as set out in Resolution 1 (as described above).

Mr Timothy Hogan held 1,000,000 Expired Options on the expiry date and is therefore entitled to apply for 1,000,000 Options pursuant to the Offer. Mr Timothy Hogan is Mr Terence Hogan's (a Director) son, and is therefore considered to be a related party of the Company. Mr Terence Hogan does not have a relevant interest in any securities in the Company held by Mr Timothy Hogan.

Mr Timothy Hogan's participation in the Offer will be on exactly the same terms as any unrelated parties who are entitled to participate in the Offer.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Mr Timothy Hogan, a related party of the Company to participate in the Offer.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Options will be issued to Mr Timothy Hogan (or his nominee);
- (b) the maximum number of Options to be issued is 1,000,000;
- (c) the Options will be issued on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (d) Mr Timothy Hogan is Mr Terence Hogan's (a Director) son, and is therefore considered to be a related party of the Company;
- (e) the Options will be issued at issued at \$0.005 per Option. The terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum; and
- (f) a total of \$5,000 will be raised by the issue of the Options. The funds raised are intended to be used for general working capital and the expenses of the Offer. Further funds raised if the Options are exercised will be used for general working capital.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

RESOLUTION 3 – PARTICIPATION BY A RELATED PARTY IN PLACEMENT – MRS WENDY HOGAN

The Company intends to undertake the Offer as set out in Resolution 1 (as described above).

Mrs Wendy Hogan held (or was entitled to hold) 4,625,500 Expired Options on the expiry date and is therefore entitled to apply for 4,625,500 Options pursuant to the Offer. Mrs Wendy Hogan is Mr Terence Hogan's spouse and Mr Matthew Hogan's mother (both of whom are Directors), and is therefore considered to be a related party of the Company. Neither Mr Terence Hogan of Mr Matthew Hogan have a relevant interest in any securities in the Company held by Mrs Hogan.

Mrs Wendy Hogan's participation in the Offer will be on exactly the same terms as any unrelated parties who are entitled to participate in the Offer.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Mrs Wendy Hogan, a related party of the Company to participate in the Offer.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Options will be issued to Mrs Wendy Hogan (or her nominee);
- (b) the maximum number of Options to be issued is 4,625,500;
- (c) the Options will be issued on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (d) Mrs Wendy Hogan is Mr Terence Hogan's spouse and Mr Matthew Hogan's mother (both of whom are Directors), and is therefore considered to be a related party of the Company;
- (e) the Options will be issued at issued at \$0.005 per Option. The terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum; and
- (f) a total of \$23,127.50 will be raised by the issue of the Options. The funds raised are intended to be used for general working capital and the expenses of the Offer. Further funds raised if the Options are exercised will be used for general working capital.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is “the designated body” for the purposes of that section. A related party of a director or officer of the Company or of a child entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the Directors.

Chair or Chair means the individual elected to chair any meeting of the Company from time to time.

Company means Venus Metals Corporation Limited ABN 123 250 582.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Expired Option has the meaning set out on page 4 of the Explanatory Memorandum.

Offer has the meaning set out on page 4 of the Explanatory Memorandum.

Option means an option with an exercise price of \$0.005 and an expiry date of 30 November 2019 and otherwise on the terms and conditions set out in Annexure A.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

WST means western standard time as recognised in Perth, Western Australia.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

- (a) Each Option entitles the holder to subscribe for one ordinary share in the Company upon the payment of \$0.20.
- (b) The Options will lapse at 5.00pm, Western Standard Time on 30 November 2019 (**Expiry Date**).
- (c) The Options are transferable.
- (d) The Company will apply for the Options to be quoted on ASX.
- (e) There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in issues of capital that may be offered to shareholders during the currency of the Option.
- (f) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 6 business days before books closing date to exercise the Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the rights of the Option holders will be changed to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation, but in all other respects the terms of exercise will remain unchanged.
- (h) The Options shall be exercisable at any time before the Expiry Date (**Exercise Period**) by the delivery to the registered office of the Company of a notice in writing (**Notice**) stating the intention of the Optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company for the subscription monies for the shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Optionholder to the balance of the Options held by the Optionholder.
- (i) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
- (j) The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary Shares of the Company in all respects.
- (k) There is no right to change the exercise price of Options nor the number of underlying fully paid ordinary shares over which the Options can be exercised, if the Company completes any bonus or pro rata issue.

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VENUS METALS CORPORATION LIMITED

ABN: 99 123 250 582

REGISTERED OFFICE: +

MEZZANINE LEVEL
BGC CENTRE
28 THE ESPLANADE
PERTH WA 6000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO Box 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

VMC

Holder Number:

«HOLDER_NUM»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE»

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting Chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:30am WST on Friday 3 February 2017 at Ground Floor, Conference Room, BGC Centre, 28 The Esplanade, Perth, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Proposed issue of Options
2. Participation of a related party in placement - Mr Timothy Hogan
3. Participation of a related party in placement - Mrs Wendy Hogan

For Against Abstain*

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:30am WST on Wednesday 1 February 2017.

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

