VENTURE MINERALS LIMITED
ACN 119 678 385

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00AM (WST)

DATE: 6 October 2020

PLACE: Celtic Club
48 Ord Street
West Perth, WA 6005

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (WST) on 4 October 2020.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES - PLACEMENT

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 129,032,258 Shares on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely the participants in the Placement) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – UNDERWRITTEN PORTION OF SPP

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 48,387,097 Shares on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Canaccord Genuity (Australia) Pty Ltd or its nominee) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:

(d) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(e) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS - UNDERWRITER

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Canaccord Genuity (Australia) Pty Ltd or its nominee) or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 2 September 2020

By order of the Board

Jamie Byrde
Company Secretary

Voting by proxy

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, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

Voting in person

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

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.

EXPLANATORY STATEMENT

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.

1. BACKGROUND TO RESOLUTIONS

1.1 Overview

On 3 August 2020, the Company announced it would be conducting a placement of 129,032,258 fully paid ordinary shares (**Shares**) to sophisticated, professional and institutional investors at an issue price of $0.031 per Share to raise $4,000,000 (**Placement**). The Placement completed on 7 August 2020.

The Placement was conducted by the Company utilising the Temporary Extra Placement Capacity Class Waiver from ASX (**Class Waiver**) which allowed the Company to increase its 15% placement capacity under Listing Rule 7.1 to 25% to make a single placement of fully paid ordinary securities.

The Company also announced on 3 August 2020 that it would be conducting a share purchase plan offer to its existing shareholders at the same issue price as the Placement to raise $1,500,000 (with the Company reserving the right to raise up to an additional $1,000,000) (**SPP**).

The Company engaged the services of Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Underwriter**) to lead manage the Placement and SPP and underwrite the SPP up to a maximum amount of $1,500,000 (48,387,097 Shares). Pursuant to the underwriting agreement between the Underwriter and the Company (**Underwriting Agreement**), the Company agreed to issue 25,000,000 Options to the Underwriter (or its nominees) as a lead management and underwriting fee, subject to shareholder approval.

1.2 Summary of Resolutions

The Company is seeking shareholder approval to:

(a) **Resolution 1**: ratify the issue of 129,032,258 Shares under the Placement (**Placement Shares**);

(b) **Resolution 2**: ratify the issue of up to 48,387,097 Shares to the Underwriter under the underwritten portion of the SPP (**Underwritten Shares**); and

(c) **Resolution 3:** approve the issue of 25,000,000 Options to the Underwriter as a lead management and underwriting fee (**Underwriter Options**).

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES - PLACEMENT

2.1 General

A summary of the Placement and the SPP is set out in Section 1 above. Resolution 1 seeks ratification of the issue of the Placement Shares.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

As set out in Section 1 above, the Company utilised the Class Waiver in undertaking the Placement. While Resolution 1 is seeking ratification of all of the Shares issued under the Placement, this ratification will not enable the Company to utilise the Class Waiver again. Accordingly, after the ratification, the Company can only apply Listing Rule 7.1 by reference to the normal 15% limit.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

2.3 Technical information required by Listing Rule 7.5

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

(a) the 129,032,258 Placement Shares were issued to sophisticated, professional and institutional investors who are existing Shareholders or are clients of the Underwriter. The recipients were identified through a bookbuild process, which involved the Company and the Underwriter seeking expressions of interest to participate in the Placement from non-related parties of the Company, including among the Company's top 20 Shareholders. None of the recipients are related parties of the Company;

(b) 129,032,258 Placement Shares were issued and the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Placement Shares were issued on 7 August 2020;

(d) the issue price was $0.031 per Placement Share. The Company has not and will not receive any other consideration for the issue of the Placement Shares;

(e) the purpose of the issue of the Placement Shares was to raise $4,000,000, which are expected to be applied towards commencing production at the Company's Riley Iron Ore Mine, for exploration at the Company's Kulin Gold Project and Golden Grove North Copper-Gold Project as well as general working capital and to pay the expenses of the Placement;

(f) the Placement Shares were not issued under an agreement; and

(g) a voting exclusion statement is included in Resolution 1 of the Notice.

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – UNDERWRITTEN PORTION OF SPP

3.1 General

As set out in Section 1 above, the Underwriter agreed to underwrite the subscription of 48,387,097 Shares under the SPP (**Underwritten Shares**) at $0.031 per Underwritten Share meaning $1,500,000 of the SPP was underwritten. Resolution 2 seeks ratification of the Underwritten Shares.

The SPP is still open at the date of this Notice (with the closing date being 2 September 2020) and the results of the SPP (including any shortfall to be taken up by the Underwriter or its nominees) will not be announced by the Company until 3 September 2020. Therefore, the number of Underwritten Shares which will be issued to the Underwriter (or its nominees) is not known at the date of this Notice. As such, the Company is seeking Shareholder approval to ratify the maximum number of Shares which can be issued to the Underwriter (or its nominees) under the Underwriting Agreement, being 48,387,097. In the event Shareholders subscribe for at least 48,387,097 Shares under the SPP, no Underwritten Shares will be issued to the Underwriter.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period, subject to a number of exceptions.

The issue of the Underwritten Shares to the Underwriter (or its nominees) does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Underwritten Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Accordingly, Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Underwritten Shares to the Underwriter (or its nominees).

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Underwritten Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Underwritten Shares.

If Resolution 2 is not passed, the Underwritten Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Underwritten Shares.

3.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

(a) the Underwritten Shares (if any) will be issued to the Underwriter (or its nominees) after the date of this Notice but before the date of the Meeting. The Underwriter is not a related party of the Company;

(b) up to 48,387,097 Underwritten Shares can be issued which will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Underwritten Shares (if any) are expected to be issued on 9 September 2020;

(d) the issue price is $0.031 per Underwritten Share. The Company has not and will not receive any other consideration for the issue of the Underwritten Shares;

(e) the purpose of the issue of the Underwritten Shares was to raise up to $1,500,000 under the underwritten portion of the SPP which will be applied as set out in Section 2.3(e) above;

(f) the Underwritten Shares will be issued to the Underwriter under the Underwriting Agreement. A summary of the material terms of the Underwriting Agreement is set out in Schedule 1; and

(g) a voting exclusion statement is included in Resolution 2 of the Notice.

4. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS - UNDERWRITER

4.1 General

As set out in Section 1 above, the Company has agreed to issue the Underwriter 25,000,000 Options (**Underwriter Options**) as a fee for managing the Placement and managing and underwriting a portion of the SPP.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period, subject to a number of exceptions.

The proposed issue of the Underwriter Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Underwriter Options. In addition, the issue of the Underwriter Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Underwriter Options and the Company will be required to reimburse the Underwriter the value of the Underwriter Options calculated using a Black & Scholes valuation as at the date of the Underwriting Agreement, with 50% of such valuation being payable in cash and 50% being satisfied by the issue of Shares with a deemed issue price of $0.031 each.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Underwriter Options.

4.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) the Underwriter Options will be issued to the Underwriter (or its nominees), who is not a related party of the Company;

(b) the maximum number of Underwriter Options to be issued is 25,000,000. The terms and conditions of the Underwriter Options are set out in Schedule 2;

(c) the Underwriter Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Underwriter Options will occur on the same date;

(d) the Underwriter Options will be issued at a subscription price of $0.0001 per option, as a fee for the Underwriter lead managing the Placement and SPP and underwriting a portion of the SPP;

(e) the purpose of the issue of the Underwriter Options is to satisfy the Company's obligations under the Underwriting Agreement;

(f) the Underwriter Options are being issued to the Underwriter under the Underwriting Agreement. A summary of the material terms of the Underwriting Agreement is set out in Schedule 1;

(g) the Underwriter Options are not being issued under, or to fund, a reverse takeover; and

(h) a voting exclusion statement is included in Resolution 3 of the Notice.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Class Waiver has the meaning given in Section 1.1 of the Explanatory Statement.

Company means Venture Minerals Limited (ACN 119 678 385).

Constitution means the Company's constitution.

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.

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 2.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.1 of the Explanatory Statement.

Placement Shares has the meaning given in Section 1.2 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, 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 registered holder of a Share.

SPP has the meaning given in Section 1.1 of the Explanatory Statement.

Underwriter has the meaning given in Section 1.1 of the Explanatory Statement.

Underwritten Shares has the meaning given in Section 1.2 of the Explanatory Statement.

Underwriter Options has the meaning given in Section 1.2 of the Explanatory Statement.

Underwriting Agreement means the underwriting agreement between the Underwriter and the Company summarised in Schedule 1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE UNDERWRITING AGREEMENT

The Company is party to an agreement with Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Underwriter**), pursuant to which the Underwriter agreed to lead manage and underwrite a portion of the SPP (**Underwriting Agreement**).

(a) **Fees**

The Company has agreed to pay the Underwriter a management fee of 2% of the total gross amount raised under the SPP plus a capital raising fee of 4% of the total gross amount raised under the SPP in addition to a corporate advisory fee of $40,000.

The Company has also agreed, subject to Shareholder approval, to issue the Underwriter (or its nominees) 25,000,000 Options on the terms and conditions set out in Schedule 2.

In the event Shareholder approval is not obtained for the issue of the Underwriter Options, the Company will be required to reimburse the Underwriter the value of the Underwriter Options calculated using a Black & Scholes valuation as at the date of the Underwriting Agreement, with 50% of such valuation being payable in cash and 50% being satisfied by the issue of Shares with a deemed issue price of $0.031 each.

(b) **Termination**

The obligation of the Underwriter to underwrite a portion of the SPP is subject to certain standard events of termination.

(c) **General**

The Underwriting Agreement contains indemnities, representations and warranties and undertakings by the Company to the Underwriter and other terms and conditions considered standard for an agreement of this nature.

SCHEDULE 2 – TERMS AND CONDITIONS OF UNDERWRITER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be $0.052 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date which is 2 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

VENTURE MINERALS

Venture Minerals Limited | ACN 119 678 385

GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: VMS

Your proxy voting instruction must be received by **10.00am (WST) on Sunday, 4 October 2020,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, 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.

Contact

Return your completed form

BY MAIL
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL
meetings@automicgroup.com.au

BY FACSIMILE
+61 2 8583 3040

All enquiries to Automic

WEBCHAT
https://automic.com.au/

PHONE
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

AUTOMIC

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Venture Minerals Limited, to be held at **10.00am (WST) on Tuesday, 6 October 2020 as The Celtic Club, 48 Ord Street, West Perth WA 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, 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 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.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1.	Ratification of prior issue of Shares - Placement	☐	☐	☐
2.	Ratification of prior issue of Shares – Underwritten Portion of SPP	☐	☐	☐
3.	Approval to issue options - Underwriter	☐	☐	☐

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 be counted in computing the required majority on a poll.*

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

VMS