Acuity Capital Facility and Cleansing Notice

Venture Minerals Limited (ASX:**VMS**) (**Venture** or the **Company**) is pleased to announce it has entered into an At-the-Market Subscription Agreement (**ATM**) with Acuity Capital. The ATM provides Venture with up to $10,000,000 of standby equity capital over the period to 31 January 2026.

Importantly, Venture retains full control of all aspects of the subscription process, having sole discretion as to whether or not to utilise the ATM, the maximum number of shares to be issued, the minimum issue price of shares and the timing of each subscription (if any). There are no requirements on Venture to utilise the ATM and Venture may terminate the ATM at any time, without cost or penalty. Acuity Capital and the ATM do not place any restrictions at any time on Venture raising capital through other methods.

If Venture does decide to utilise the ATM, Venture is able to set an issue price floor (at its sole discretion), with the final issue price being calculated as the greater of the nominated floor price and up to a 10% discount to a Volume Weighted Average Price (VWAP) over a period of Venture's choosing (again at its sole discretion).

As security for the ATM, the Company has agreed to place 85,000,000 VMS shares from its LR7.1 capacity to Acuity Capital at nil cash consideration. The Company may at any time cancel the ATM as well as buy back (and cancel) these shares for no cash consideration (subject to shareholder approval).

CLEANSING NOTICE

Venture issued the Shares without disclosure under section 708A(5) of the *Corporations Act 2001* (Cth) (**Act**) and, in accordance with Section 708A(6) of the Act, gives notice under paragraph 708A(5)(e) that:

1. The shares were issued without disclosure under Part 6D.2 of the Corporations Act;
2. As at the date of this notice:
   a. The Company has complied with the provisions of Chapter 2M of the Corporations Act as it applies to the Company
   b. the Company has complied with section 674 of the Corporations Act; and
   c. there is no excluded information within the meaning of sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed under section 708A(6)(e) of the Corporations Act.

Authorised by the Managing Director on behalf of the Board.

Andrew Radonjic
Managing Director