



ASX Release: 10 April 2019

ASX Code: VMC

## VENUS JOINS FORCES WITH ROX RESOURCES LTD AT YOUANMI

### SETTLEMENT PROCEEDING OF VENUS'S TRANSFORMATIONAL DEAL TO UNLOCK YOUANMI GOLDEN POTENTIAL

- Venus Metals Corporation Ltd (ASX:VMC) has entered a binding term sheet with Rox Resources Ltd (ASX:RXL) to enable VMC to settle the Youanmi Gold Mine purchase and Rox will fund aggressive exploration in the project area through three Joint Ventures formed with VMC.
- The Youanmi Gold Mine option-to-purchase transaction was announced by VMC on 28<sup>th</sup> May 2018 -see ASX release for full details "*Transformational Deal for Venus – Youanmi Gold Mine Purchase Option*"
- Under the existing VMC call option deeds that enable VMC to purchase the Youanmi Gold Mine (Figure 1), total consideration payable by Venus is \$5.45m. VMC intends to issue \$3m of its securities (voluntary escrowed ) and pay approximately \$1,800,000 in cash to the vendor of Oz Youanmi Gold Pty Ltd and pay \$650,000 to St Clair Resources Pty Ltd (St Clair) contemporaneously on the completion date of the transaction entered into with Rox.
- Rox will earn a 50% interest in the new Youanmi Gold Mine Joint Venture (**OYG Joint Venture**) by paying VMC \$3,000,000 in cash consisting of a \$250,000 exclusivity fee already paid and on the completion date \$2,550,000 and issuing 25,000,000 Rox securities @ 0.008c to VMC valued at \$200,000); additionally Rox will sole fund \$2,000,000 towards drilling programmes and other relevant on-ground expenditure within the OYG Joint Venture tenements (Figures 2 and 3) and cover costs of holding the project. Rox will manage this Joint Venture.
- Rox can increase its stake in the OYG Joint Venture on or before 30 June 2021 at its election by acquiring an additional 20% from VMC for a further payment of \$3,000,000 in cash to VMC or at VMC's election at that time the payment of \$1,500,000 in cash and issue \$1,500,000 of Rox securities to VMC.
- VMC's expenditure commitment in the OYG Joint Venture once Rox has earned its interest in the joint venture will be carried by Rox at VMC's election via a non-recourse loan in the unincorporated JV, which is also linked to further Rox funding clauses on a favourable decision to mine involving project finance for VMC's interest in the OYG Joint Venture at that time.
- VMC will be entitled to a 0.7% Net Smelter Royalty on all gold and other minerals produced from tenements of the OYG Joint Venture, this is in addition to VMC interest in the OYG Joint Venture.

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- Rox will sole fund \$1,000,000 into VMC 's regional exploration tenement package at Youanmi. Rox can earn a 50% interest **in gold rights only** via two additional exploration Joint Ventures entered with VMC known as the **Venus Joint Venture and Youanmi Joint Venture**. VMC will be the manager of the regional exploration Joint Ventures. Following the Rox earn-in, the Joint Ventures will be standard contributing or dilute arrangements. Venus retains 100% of its interest in all other minerals including Vanadium, Lithium, Zinc, Cobalt and base metals in relation to the tenements regarding these two Joint Ventures.

The binding term sheet entered into between VMC and Rox is subject to various conditions precedent, usual for a transaction of this nature, completion is expected to take place as soon as possible (completion date).

Commenting on the transaction, Mr Matthew Hogan, MD for Venus said:

*"Joining Forces with Rox Resources at Youanmi is a great deal for Venus, in regard to the way in which the Company has managed to arrange the settlement of the Youanmi Gold Mine acquisition which is with minimal dilution to VMC shareholders coupled with mitigating risk.*

*The mine site is highly prospective for further additions to the established JORC resource estimates for 1.19 million ounces within the mining leases, and significant drill testing programs will commence as soon as possible on numerous geochemical and EM anomalies identified along strike to the north and south from the recent Penny West discovery site by Spectrum Metals Limited.*

*Venus looks forward to a long and constructive engagement with Rox Resources at Youanmi".*

## BACKGROUND

VMC has an extensive tenement holding in the Youanmi Greenstone belt in Western Australia VMC holds all the exploration rights north and south of the Penny West deposit where high grade gold discovery extensions have recently been announced by Spectrum Metals Limited (Figure 4).

In 2018, VMC entered into two option agreements to enable it to purchase the historical Youanmi Gold Mine Mining Leases (Figure 2), and all associated infrastructure and the mine village (refer ASX release 28 May 2018) (Figure 5). The Youanmi gold mine is located 480km to the northeast of the city of Perth, Western Australia, and is accessed by the sealed Great Northern Highway for a distance of 418km from Perth to Paynes Find and thence for 150km by the unsealed Paynes Find to Sandstone road.

Widenbar and Associates produced a **total JORC 2012 compliant resource estimate for the Youanmi Gold Mine of 1,190,600 ounces of gold (combined Near Surface and Youanmi Deeps)** (refer ASX releases 28 May and 29 June 2018) (Tables 1 and 2; Figure 6).



**Table 1. Youanmi Near-Surface Deposits JORC2012 Mineral Resource Estimate**

Resource	Cut-off	Tonnes	Au	Au
Classification	g/t Au	(Millions)	g/t	Ounces
Indicated	0.5	4.72	1.76	266,200
Inferred	0.5	5.36	1.55	266,500
<b>Total</b>	<b>0.5</b>	<b>10.07</b>	<b>1.65</b>	<b>532,700</b>

**Table 2. Youanmi Deeps JORC2012 Mineral Resource Estimate**

Resource	Cut-off	Tonnes	Au	Au
Classification	g/t Au	(Millions)	g/t	Ounces
Indicated	4.0	0.808	8.1	210,200
Inferred	4.0	1.605	8.7	447,700
<b>Total</b>	<b>4.0</b>	<b>2.413</b>	<b>8.5</b>	<b>657,900</b>

(refer ASX release 29 June 2018)

## EXPLORATION POTENTIAL AROUND THE MINE

In addition to the above resources, considerable potential remains within the Youanmi Project to further define additional gold resources, both near surface and underground. Five separate open pits occur over a 2km strike zone. The gold mineralization occurs in multiple shear zone lodes throughout and at the current gold price there is potential to develop a single “super pit” to connect the separate open pits into one big open cut. Significant drill intersections from some 200m below the defined underground resources indicate that the main ore shoots may have strong continuity down plunge.

Widenbar and Associates estimate a near-surface exploration target\* of 2.0 to 2.6 million tonnes at 1.05 to 1.30 g/t Au and a Deeps exploration target\* of 135,000 to 200,000 tonnes at 10 to 15 g/t Au. Importantly, these targets are in addition to the JORC 2012 Resource Estimates already provided (ASX release 29 June 2018).

\* An estimate of the exploration target potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade, relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource.

A substantial RC drilling programme has been scheduled to commence on the OYG Joint Venture Mining Leases as soon as all required statutory approvals have been received and after the completion date.



## REGIONAL EXPLORATION POTENTIAL

A Heli-borne EM Xcite™ (HEM) survey was carried out over the VMC Joint Venture tenements in February 2018 (ASX release 21 February 2018). The HEM survey targeted potential conductive horizons along 23 kilometres of the Youanmi Shear Zone. Several EM conductors were identified (ASX release 23 March 2018) and may represent increased sulphide contents related to gold mineralisation such as at the historical Youanmi Gold Mine and the high-grade Penny West Gold Mine, both located along the Youanmi shear zone.

VMC is planning to drill test priority conductor targets along the Youanmi Shear Zone north of the recent discovery by Spectrum Metals Limited (Figure 4) near the historical Penny West Gold Mine (SPX: ASX release 5 March 2019). In addition, several other priority targets north and south of the Penny West Gold Mine and within the Youanmi greenstone sequence have been identified (Figure 4) from historical geochemical and drill data, and will also be drill tested.

A substantial RC drilling programme has been scheduled to commence as soon as all statutory approvals are in place and after the completion date.

### Forward-Looking Statements

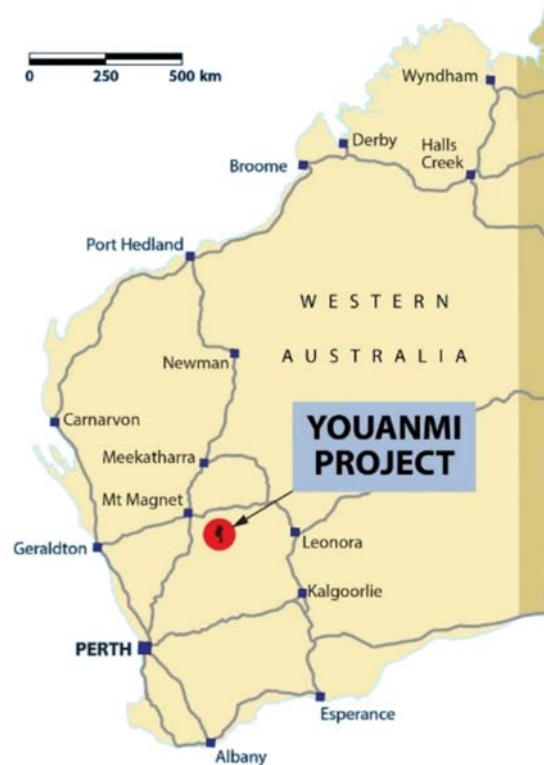
This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Venus Metals Corporation Limited planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements.

### Competent Persons Statement

The information in this report that relates to Youanmi Gold Mineral Resources and Exploration Targets has been compiled by Mr Lynn Widenbar. Mr Widenbar, who is a Member of the Australasian Institute of Mining and Metallurgy, is a full time employee of Widenbar and Associates and produced the Mineral Resource Estimate based on data and geological information supplied by Venus Metals Corporation Limited. Mr Widenbar has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves. Mr Widenbar consents to the inclusion in this report of the matters based on his information in the form and context that the information appears.

The information in this release that relates to the Youanmi Gold Project is based on information compiled by Mr Barry Fehlberg, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Fehlberg is Exploration Director of Venus Metals Corporation Limited. Mr Fehlberg has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Mr Fehlberg consents to the inclusion in the release of the matters based on his information in the form and context that the information appears.





**THE HISTORIC YOUANMI GOLD MINE LOCATION PLAN**

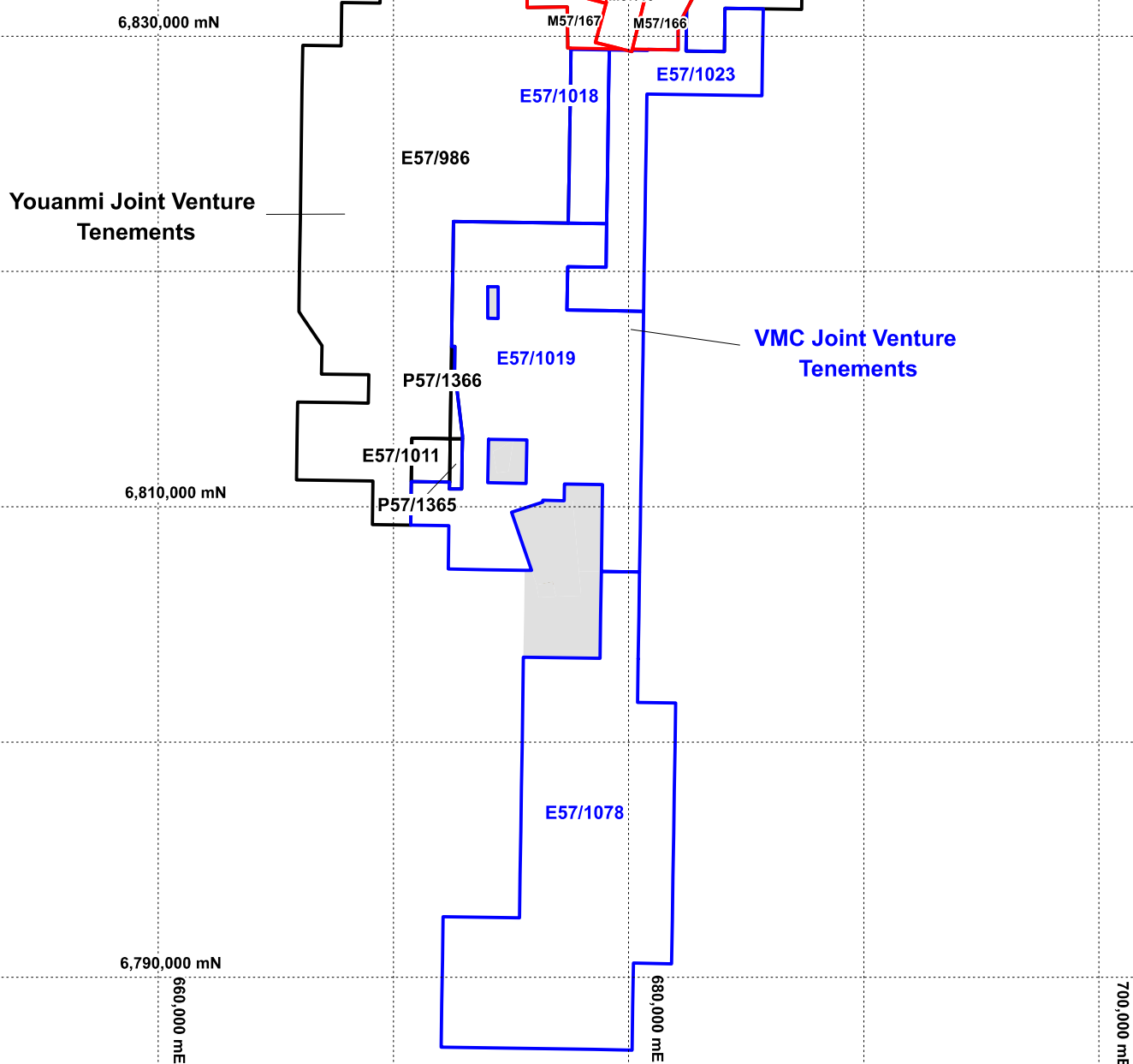


**THE HISTORIC YOUANMI GOLD MINE OPEN PITS LOOKING SOUTHEAST**





**FIGURE 1**



**VENUS METALS**  
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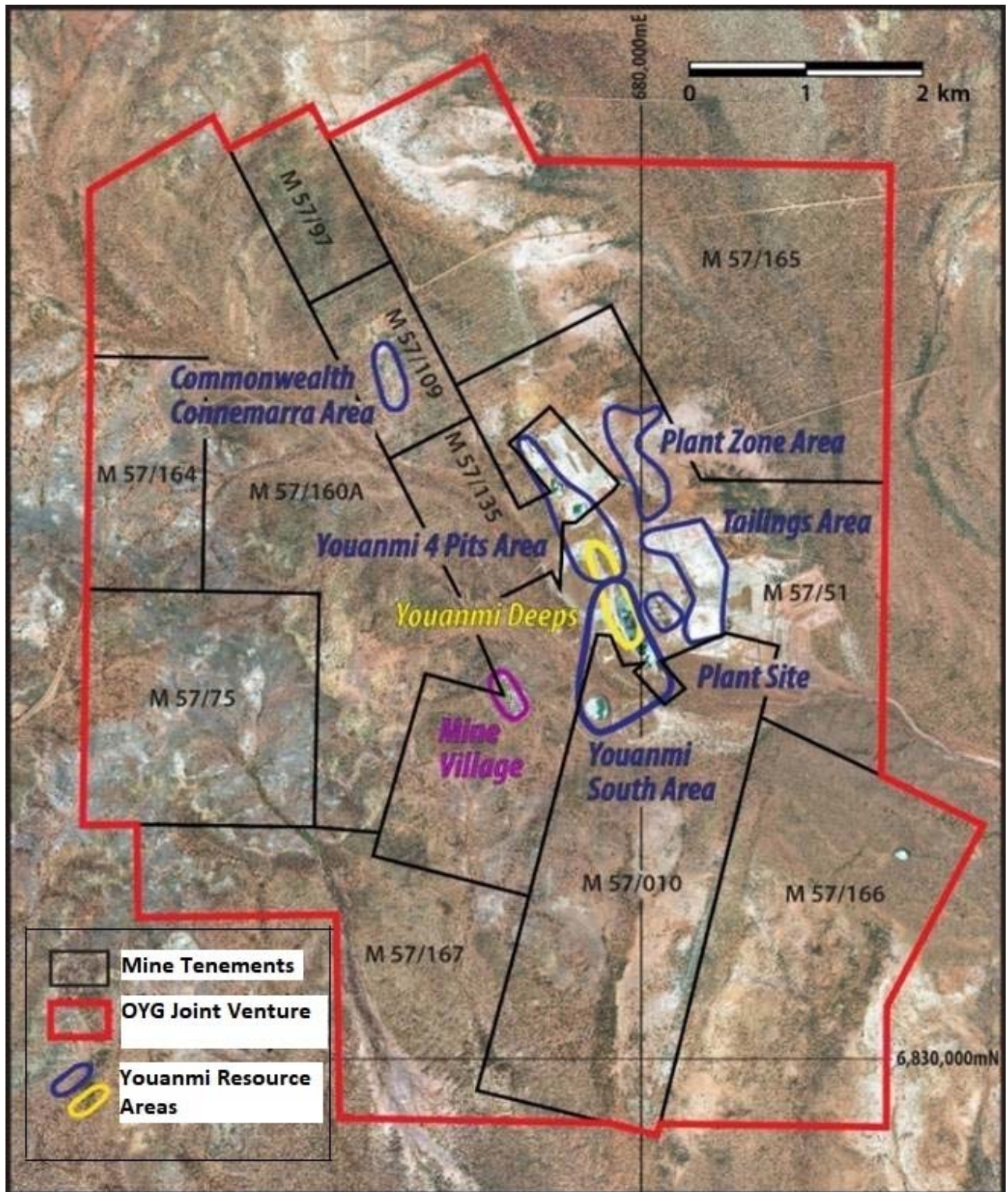
### LEGEND

	<b>VMC Joint Venture Tenements</b> (E57/982, E57/1018, E57/1019-I, E57/1023-I and E57/1078)		<b>OYG Joint Venture Tenements</b> (M57/10, M57/51, M57/75, M57/97, M57/109, M57/135, M57/160A, M57/164, M57/165, M57/166 and M57/167)
	<b>Youanmi Joint Venture Tenements</b> (E57/985, E57/986, E57/1011-I, P57/1365 and P57/1366)		<b>Others Tenements</b> (not held by VMC)

**Youanmi Tenement Location Plan**

**FIGURE 2**





THE YOUANMI GOLD MINE LEASES- OYG JOINT VENTURE

FIGURE 3



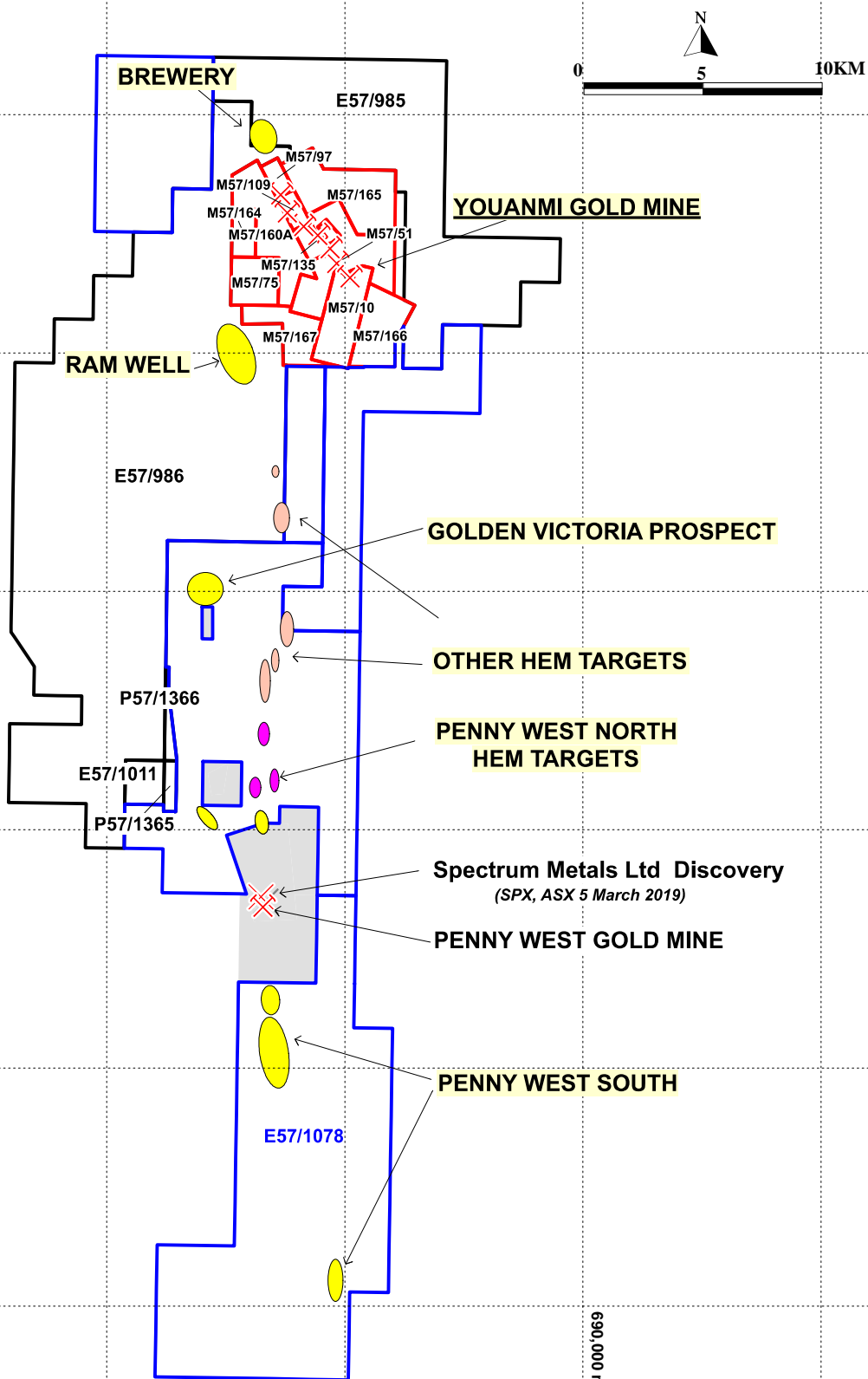
VENUS METALS  
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6,830,000 mN

6,790,000 mN

660,000 mE

690,000 mE



### LEGEND

VMC Tenements Joint Venture

Youanmi Joint Venture

OYG Joint Venture

Others Tenements  
(not held by VMC)

Gold Target Areas

Penny West North HEM targets

Other HEM targets

Gold exploration target areas at Youanmi





**Youanmi Mine Village with Open Pits in the background, looking north**



**Youanmi Mine and Exploration Core Yard and Sample Storage Infrastructure**

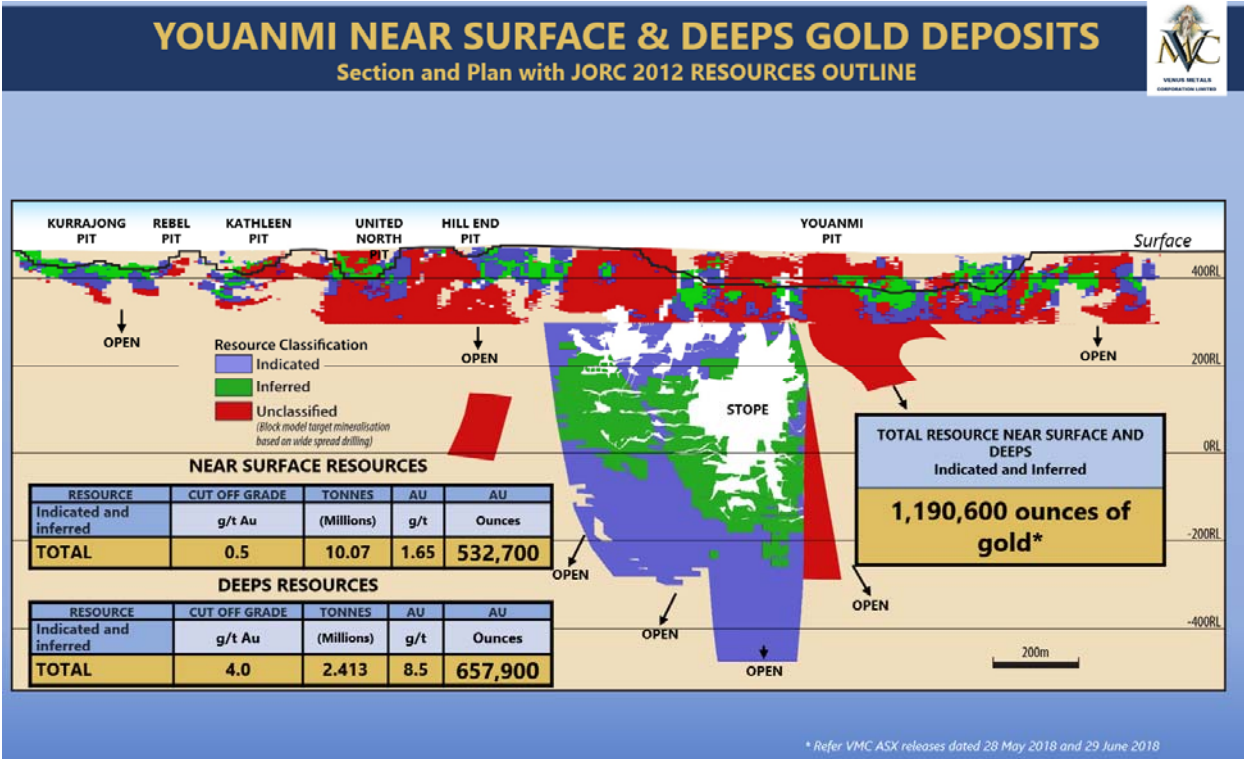
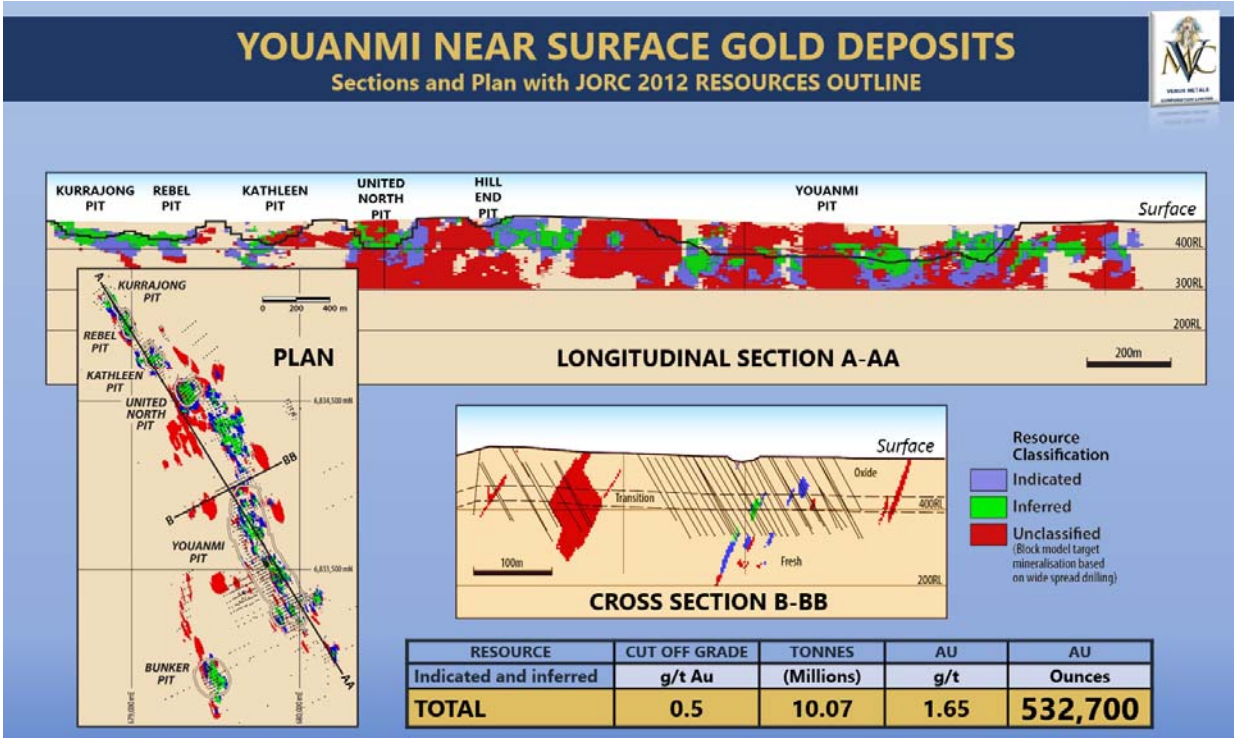


FIGURE 6