



# ELPHINSTONE HOLDINGS PTY LTD

ABN 44 009 508 105

17 September 2020

**Company Announcements Office**  
**ASX Limited**  
**20 Bridge Street**  
**SYDNEY NSW 2000**  
By facsimile: 1300 135 638 (3 pages)

**Copy to: The Company Secretary,**  
**Venture Minerals Limited**  
**Level 3, 24 Outram Street**  
**WEST PERTH WA 6005**  
By email: admin@ventureminerals.com.au

Dear Sirs

**RE ASIC Form 605 (Notice of ceasing to be a substantial holder) – Venture Minerals Limited**

Please find attached ASIC Form 605 (Notice of ceasing to be a substantial holder) given by Elphinstone Holdings Pty Ltd and another in relation to their relevant interests in the securities of Venture Minerals Limited.

Yours faithfully  
**Elphinstone Holdings Pty Ltd**

Dale Elphinstone  
**DIRECTOR**

Encl.

N:\Investments\Investments - Elphinstone Holdings\Venture (VMS)\Substantial Shareholder\VMS-2020.09.17-ASIC Form 605 ASX Ltr.docx

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Venture Minerals LimitedACN/ARSN 119 678 385**1. Details of substantial holder(1)**Name Elphinstone Group - Please refer to Annexure "A" Part 1  
ACN/ARSN (if applicable) \_\_\_\_\_The holder ceased to be a  
substantial holder on09 / 09 / 20

The previous notice was given to the company on

16 / 12 / 19

The previous notice was dated

16 / 12 / 19**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change                      | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change(5) | Class (6) and number of securities affected | Person's votes affected |
|-------------------------------------|----------------------------------------|----------------------|----------------------------------------------|---------------------------------------------|-------------------------|
| Please refer to Annexure "A" Part 2 |                                        |                      |                                              |                                             |                         |
|                                     |                                        |                      |                                              |                                             |                         |

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |
|                                   |                       |

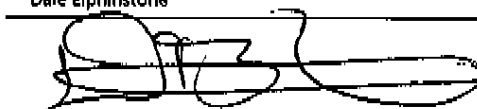
**4. Addressee**

The addresses of persons named in this form are as follows:

| Name                         | Address                                  |
|------------------------------|------------------------------------------|
| Elphinstone Holdings Pty Ltd | 141-143 Wilson St, Burnie, Tas, 7320     |
| Dale Elphinstone             | c/- 141-143 Wilson St, Burnie, Tas, 7320 |

**Signature**print name Dale Elphinstonecapacity Director

sign here

date 17 / 09 / 2020

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**"A"**

This is annexure "A" referred to in ASIC Form 605 (Notice of ceasing to be a substantial holder).

Signed: 

Name: Dale Elphinstone

Date: 17 September, 2020

**Part 1****1. Details of Substantial Holder****Elphinstone Group – Relevant Interest In Venture Minerals Limited**

| <u>Group Member</u>          | <u>ACN</u>  |
|------------------------------|-------------|
| Elphinstone Holdings Pty Ltd | 009 508 105 |
| Dale Brendon Elphinstone     | -           |

**Part 2****2. Changes in relevant interests**

| Date of change | Person whose relevant interest changed                    | Nature of change (4)                                                                                                                                                       | Consideration given in relation to change (5) | Class (6) and number of securities affected                                            | Person's votes affected |
|----------------|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------|-------------------------|
| 09/09/19       | Elphinstone Holdings Pty Ltd,<br>Dale Brendon Elphinstone | Dilution of voting power as a result of shares issued by Venture Minerals Limited under a Share Purchase Plan (SPP). Elphinstone Holdings Pty Ltd participated in the SPP. | \$30,000 in SPP                               | 967,741 ordinary shares purchased in SPP.<br><br>Total ordinary shares held 48,078,995 | 48,078,995              |