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VENUS METALS



"Venus Metals Corporation holds a significant and wide-ranging portfolio of Australian gold and base metals exploration projects in Western Australia that has been carefully assembled over time."

VENUS METALS CORPORATION LIMITED

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info@venusmetals.com.au
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ABN: 99 123 250 582

DIRECTORS

Peter Charles Hawkins
Non-Executive Chairman

Matthew Vernon Hogan
Managing Director

Kumar Arunachalam
Executive Director

Barry Fehlberg
Non-Executive Director

COMPANY SECRETARY

Patrick Tan

Ordinary shares on Issue	151m
Share Price	$0.255
Market Cap.	$39m
Cash & Investments	$9.8m

(As at 28 Oct 2020)

ASX ANNOUNCEMENT

ASX CODE: VMC

29 October 2020

QUARTERLY ACTIVITIES REPORT ENDING 30 SEPTEMBER 2020

Venus Metals Corporation Limited's (VMC) activities conducted during the quarter ending 30 September 2020 include:

YOUANMI GOLD PROJECT

(Four JVs with Rox Resources Ltd- refer ASX releases 10 April 2019 and 21 June 2019) (Figure 1)

- **Youanmi Gold Mine - OYG JV**: The drilling at the Youanmi Gold Project has continued to deliver impressive gold grades. New, very high-grade results encountered at Grace extend strike length of mineralised envelope to 700m. Best intercepts include RXRC239: **13m @ 60.49g/t Au from 177m**, including **4m @ 191.56g/t Au** from 181m; RXRC310: 4m @ 18.53g/t Au from 88m and RXRC308: 3m @ 22.67g/t Au from 10m. A new high-grade gold zone was also identified within the Youanmi granite 3km north of Grace in: RXAC022 4m @ 15.95g/t Au from 36m. Significant exploration activities continue at Youanmi (RXL ASX releases 1 September and 7 October 2020).

- **Sovereign Gold Prospect (VMC JV):** Sovereign Gold Prospect is a recent discovery by the Venus team that is located along the Penny West-Youanmi Shear Zone, approximately 5km north of the Penny West Gold mine, and approximately 1.3km east of the Currans Find gold prospects. **Gold grades at Sovereign are increasing with depth and are hosted in multiple lodes**. Best results to date are from **YSRC014** with **8m @ 5.03 g/t Au** from 160m including **2m @ 15.83 g/t Au** from 160m (VMC ASX release 18 September 2020).

- **Taylor's Reef Gold Prospect (Currans JV)**: Recent RC drilling discovered high-grade, near-surface gold mineralization at the Taylor's Reef prospect with best results of **3m @ 19.58g/t Au** from 21m including **1m @ 55.81g/t Au** from 23m, and **3m @ 14.30g/t Au** from 73m including **1m @ 19.86g/t Au** from 74m (VMC ASX release 11 September 2020).

BRIDGETOWN EAST Ni-Cu-PGE PROJECT:

- Venus recently acquired two Exploration Licences (E70/5315 and E70/5316) at Bridgetown East, Western Australia. Bridgetown East Ni-Cu-PGE project tenement E70/5315 includes the prospective north-eastern part of the " 'Julimar lookalike' Ni-Cu-PGE target: a ~20km long interpreted mafic-ultramafic complex with a strong magnetic signature and massive sulphide occurrence (the Thor Target)" (VMC ASX release 1 October 2020). Venus is planning to commence geological ground-truthing and geochemical studies, and ground electro-magnetic (EM) surveys over the target areas.

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BELL CHAMBERS GOLD PROJECT (90% Venus)

- A New JORC 2012 resource estimate is 536,000 tonnes @ 1.27 g/t for 21,800 ounces. Importantly, a major portion of 425,000 tonnes @ 1.34 g/t Au for 18,400 ounces has now been classified in the Indicated Mineral Resource category, an increase of 58% in tonnes and 29% in ounces at 0.5 g/t Au cut-off (compared to the resource reported in 2015) (ASX release 25 September 2020).

1. YOUANMI GOLD PROJECT

Following the settlement of the acquisition of the Youanmi Gold Mine, four separate Joint ventures were formed between Venus Metals and Rox Resources Ltd (RXL). These are: OYG JV (Venus 30%; RXL 70%), VMC JV (Venus 50%; RXL 50%), Youanmi JV (Venus 45%; RXL 45%) and Currans Find JV (Venus 45%; RXL 45%) (ASX releases 21 June 2019 and 15 April 2019). The Youanmi Gold Project JV ownership structure is presented in Figure 1. Importantly, the joint venture (VMC JV and Youanmi JV) agreements only apply to the gold rights; all other commodities remain with Venus.

Youanmi Gold Mine (OYG JV) (30% Venus and 70% RXL- Manager)

The total JORC 2012 compliant resource estimate for the Youanmi Gold Mine stands at 1,190,600 ounces of gold (refer ASX release 29 June 2018). In addition to the above resources, considerable potential remains within the Youanmi Project to define additional gold resources, both near surface and underground.

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.

The Reverse Circulation (RC) drilling program completed by RXL as part of the OYG JV totals 317 RC holes for 32,984m in the Youanmi Gold Mine leases. Exploration is focussed along the mineralised corridor within the Youanmi granite which extends for circa 1.5km to the north of historical mine infrastructure and totals around 2.5km in strike length. Exciting new discoveries at the Youanmi Gold Mine have been made at the Grace prospect in footwall granites where very high grades of free milling gold have been intersected, including **25m @34.7g/t Au** from 143m (RXRC 287) and **13m @ 60.49g/t Au** from 177m, including **4m @ 191.56g/t Au** from 181m (RXRC 239) (refer RXL ASX releases 16 June 2020, 1 September 2020).

Ongoing drilling continues to build confidence in the scale and continuity of this recently discovered high-grade structural corridor (RXL ASX release 1 September 2020).

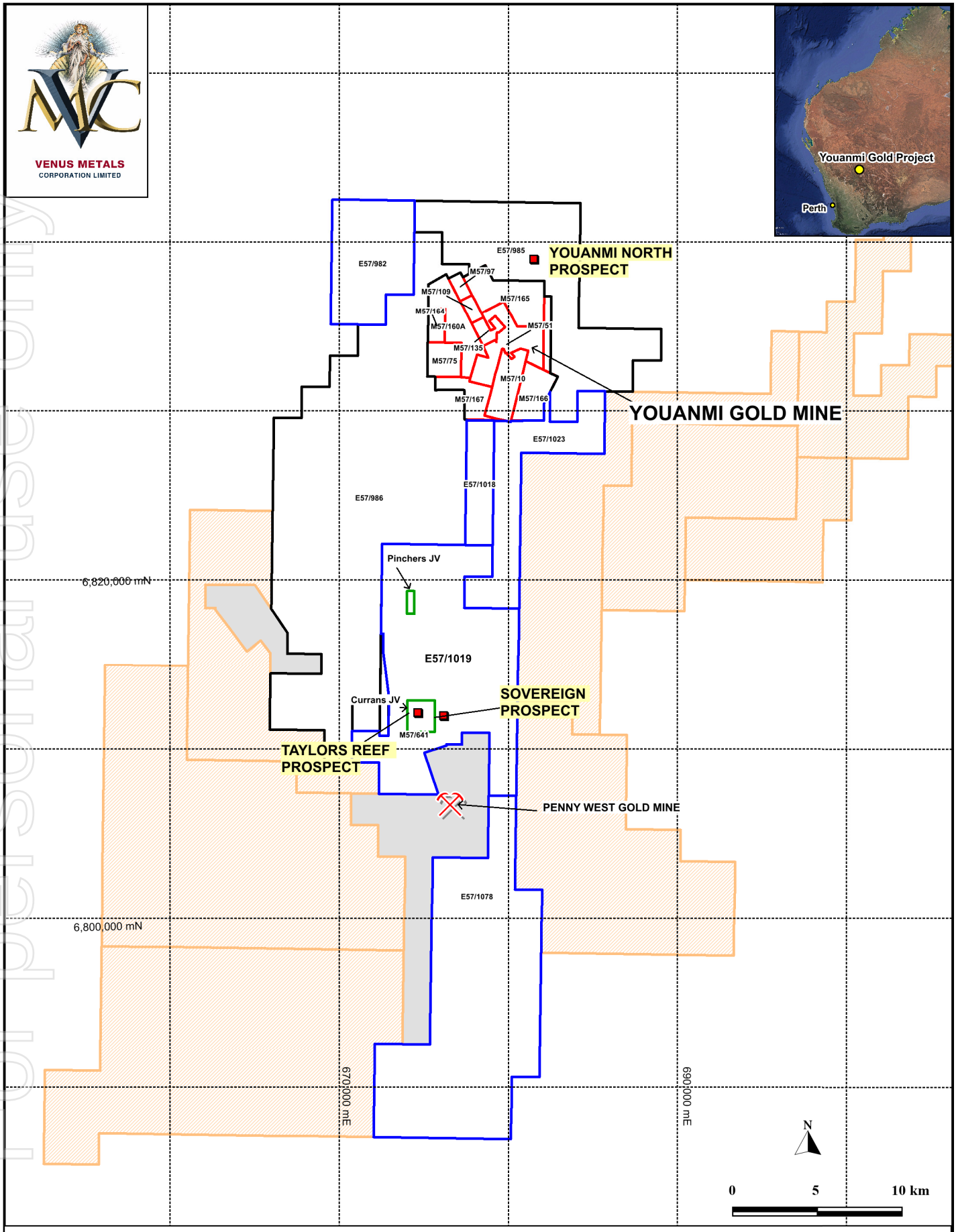


Figure 1. Youanmi Gold Project Location Map

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SOVEREIGN GOLD PROSPECT (VMC JV) (VMC 50% and RXL 50% - gold rights only).

Sovereign Gold Prospect was discovered by Aircore (AC) drilling along the Penny-Youanmi Shear Zone in 2019 (refer ASX release 15 October 2019). Subsequent AC drilling intersected gold mineralization in VRAC151; **4m @ 7.02 g/t Au** from 24m, and **5m @ 2.41 g/t Au** from 60m to EOH, and in VRAC161**: 4m @ 0.94 g/t Au** from 32m (refer ASX release 4 November 2019).

Follow-up RC drilling confirmed and extended the gold mineralization (refer ASX releases 28 November 2019 and 27 July 2020) in holes YSRC05: **3m @ 6.61 g/t Au** from 78m including **1m @ 11.61 g/t Au** from 79m, YSRC09: **4m @ 2.68 g/t Au** from 116m including **1m @ 5.43g/t Au** from 118m, YSRC10: **7m @ 3.97 g/t Au** from 59m including **1m @ 8.19g/t Au** from 64m, **10m @ 3.64 g/t Au** from 79m including **2m @ 10.64 g/t Au** from 82m, and YSRC11: **3m @ 1.24 g/t Au** from 56m.

Recent RC drilling followed up on these AC and RC results and extended the high-grade gold mineralization down dip. Best results were encountered in **YSRC014: 8m @ 5.03 g/t Au** from 160m including **2m @ 15.83 g/t Au** from 160m. **Gold grades at Sovereign are increasing with depth and are hosted in multiple lodes** (Figure 2) (ASX release 18 September 2020). An interpretation of ground-magnetic survey data shows prominent NE-NNE trending structures that align with the orientation of high-grade gold mineralization at the Taylor's Reef, Currans North and Red White and Blue prospects to the west (Figure 3). Six priority targets have been identified along NE trends in the eastern part of the survey area. RC drilling is in progress west and southwest of the Sovereign discovery to test one of the priority targets, and beneath previous high-grade gold intersections in YSRC014 and YSRC010.

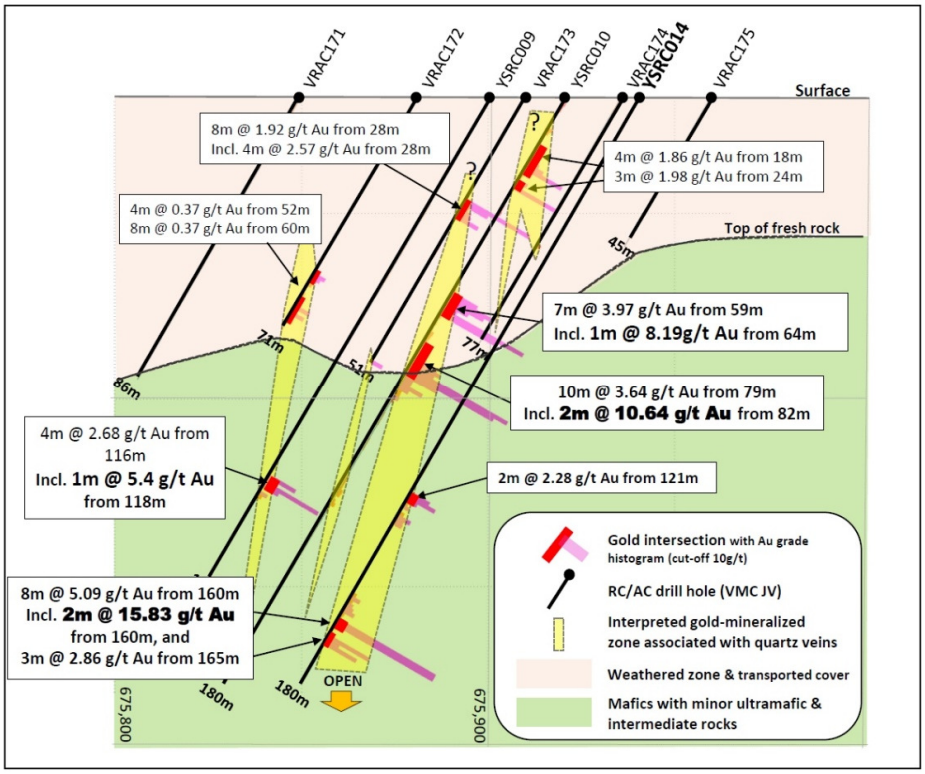


Figure 2. Schematic cross section with AC and RC drill holes along E-W traverse showing significant gold intersections

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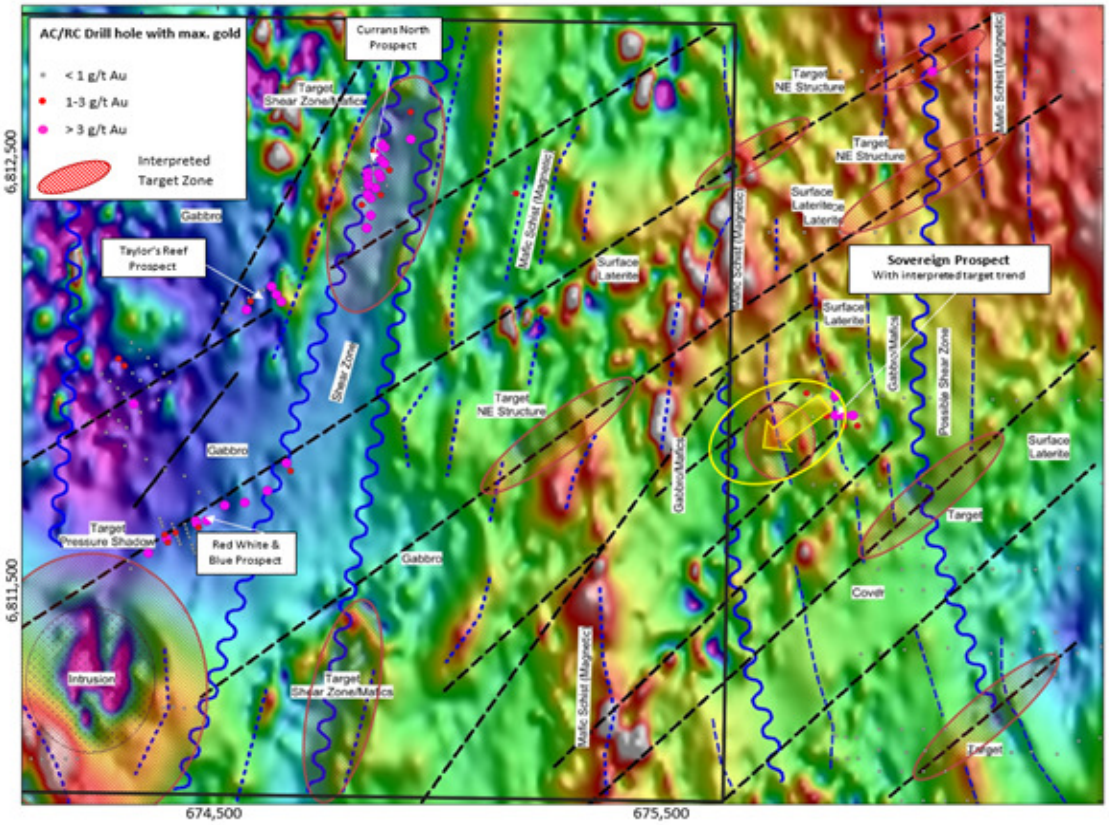


Figure 3. Ground magnetic image with gold prospects, interpreted targets and structures, and recent AC and RC drilling (collars color-coded).

Taylor's Reef Gold Prospect (Currans JV) (VMC 45% , RXL 45% and Prospector 10%):

The Currans Find Mining Lease is a historical high-grade gold producer. Gold mineralization at Currans Find is hosted in multiple ENE-trending quartz veins within mafic, intermediate and ultramafic rocks. These rock types are also host to the Penny West and Columbia –Magenta deposits south of Currans Find. At Currans North Prospect, previous RC drilling intersected multiple high-grade gold intercepts (Figure 4) associated with stacked quartz lodes (ASX releases 13 June 2019, 24 June 2019, 5 August 2019, 27 August 2019, 5 September 2019 and 30 Jan 2020).

Two recently drilled AC holes c. 50m east-northeast of the original gold-mineralized reef (refer ASX release 23 April 2019) intersected shallow high-grade gold mineralization. A follow-up RC hole, CFRC084, drilled beneath high-grade gold intersections in these AC holes confirmed the extension of the mineralization at depth. In addition, the RC hole discovered a third, very high-grade, lode at shallow depth (ASX release 11 September 2020).

Best results from the recent drilling at Taylor's Reef Prospect include: CFRC084 **3m @ 19.58g/t Au** from 21m Incl. **1m @ 55.81g/t Au** from 23m, and **3m @ 14.30g/t Au** from 73m Incl. **1m @ 19.86g/t Au** from 74m; CFAC047 **2m @ 6.67 g/t Au** from 57m Incl. **1m @ 12.27g/t Au** from 58m. RC drilling is in progress along strike of Taylor's Reef Prospect and beneath the recent high-grade gold

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intersections to explore the potential depth extension of the multiple gold-mineralized quartz veins (Figure 5).

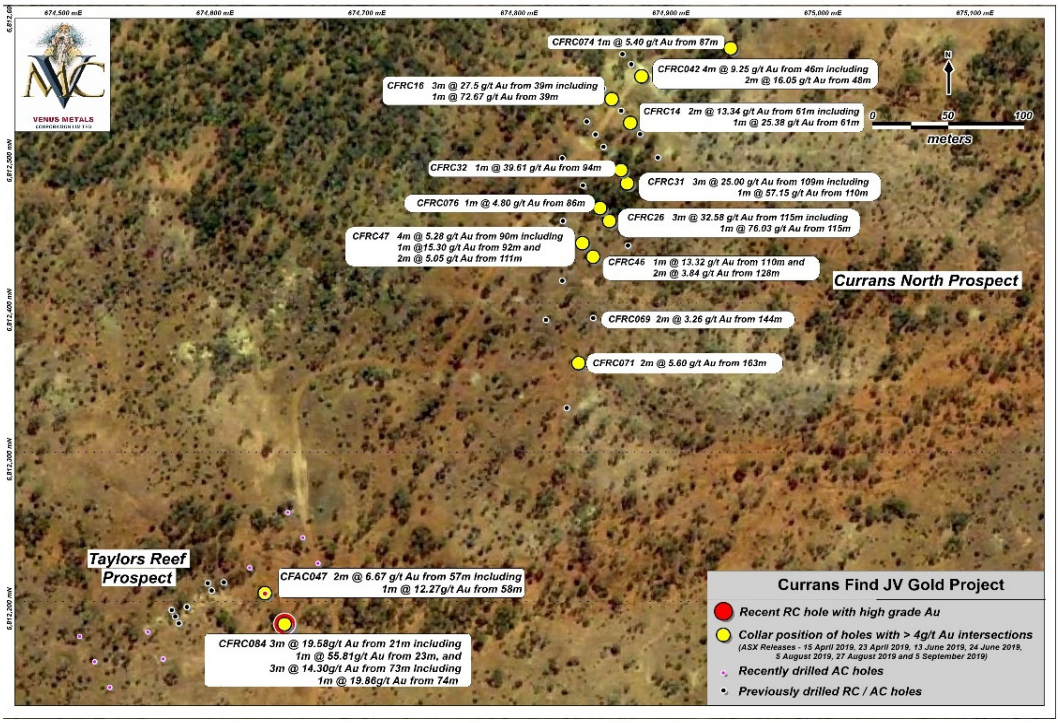


Figure 4. Location of drillholes with high-grade gold intersections at Taylor's Reef and Currans North Prospects

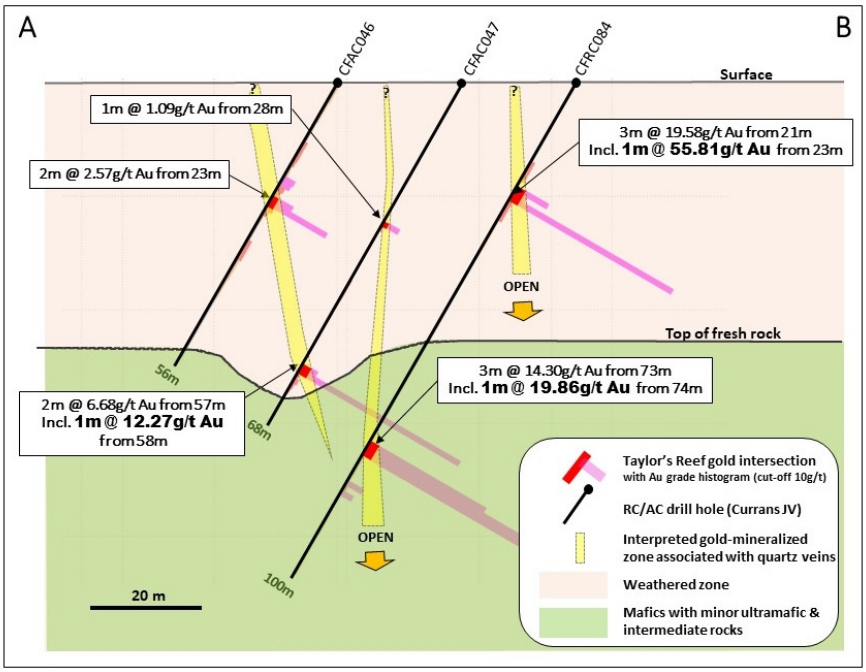


Figure 5. Schematic Cross Section showing AC and RC drill holes with significant gold intercepts

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2. BRIDGETOWN EAST Ni-Cu-PGE PROJECT:

Venus has recently acquired two Exploration Licences (E70/5315 and E70/5316) at Bridgetown East, Western Australia (ASX release 1 October 2020). Bridgetown East Ni-Cu-PGE project tenement E70/5315 includes the prospective north-eastern part of the " 'Julimar lookalike' Ni-Cu-PGE target: a ~20km long interpreted mafic-ultramafic complex with a strong magnetic signature and massive sulphide occurrence (the Thor Target)" (Figure 6) (VMC ASX release 1 October 2020).

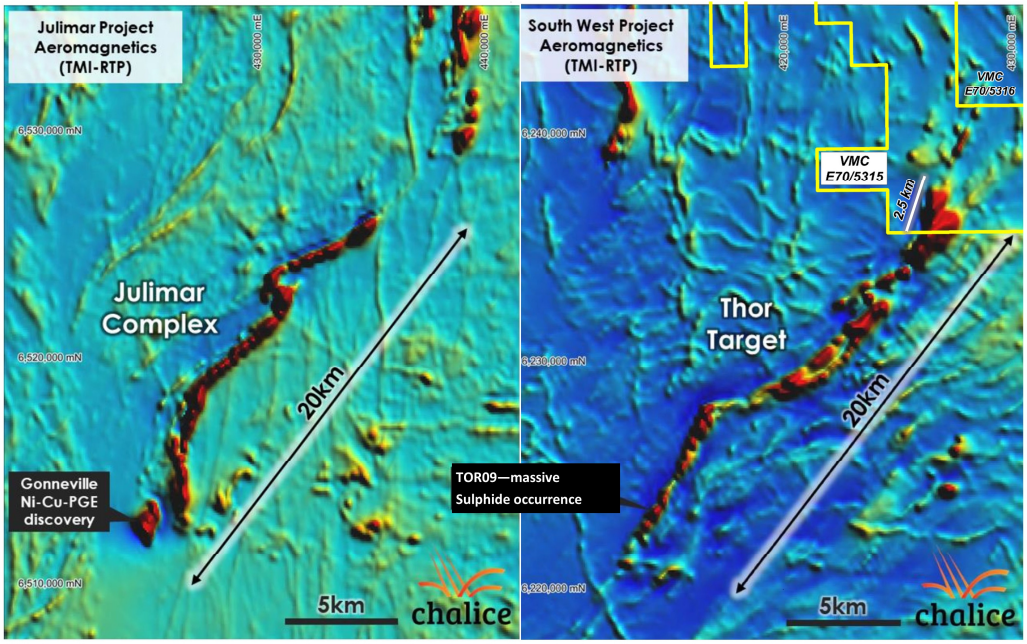


Figure 6. Chalice's Julimar and South West Projects Aeromagnetic Signatures
(modified after CHN ASX release 21 July 2020)

The prospectivity of the area has been demonstrated by the recently announced JV between Chalice Gold Mines (ASX CHN) and Venture Minerals (Chalice may earn up to a 70% interest by spending $3.7 million on exploration over 4 years) to test for Julimar-style mineralisation over Venture's South West Project, covering the Thor prospect where drilling by Venture intersected 2.4m of massive sulfide averaging 0.5% Cu with 0.05% Ni, 0.04% Co and anomalous Au & Pd (VMS and CHN ASX releases 21 July 2020).

Historical Heliborne Electromagnetic (HEM) survey results indicate a conductor on E70/5315 closely associated with a strong magnetic anomaly that appears to be the northern extension of the Thor magnetic trend. A recent review of the geophysical data including a new 3D inversion of the magnetics has been undertaken by the company. The results of the modelling further highlight a coincident HEM/magnetic target (Figures 7 &8), that is considered a priority target for follow-up work (ASX release 1 October 2020).

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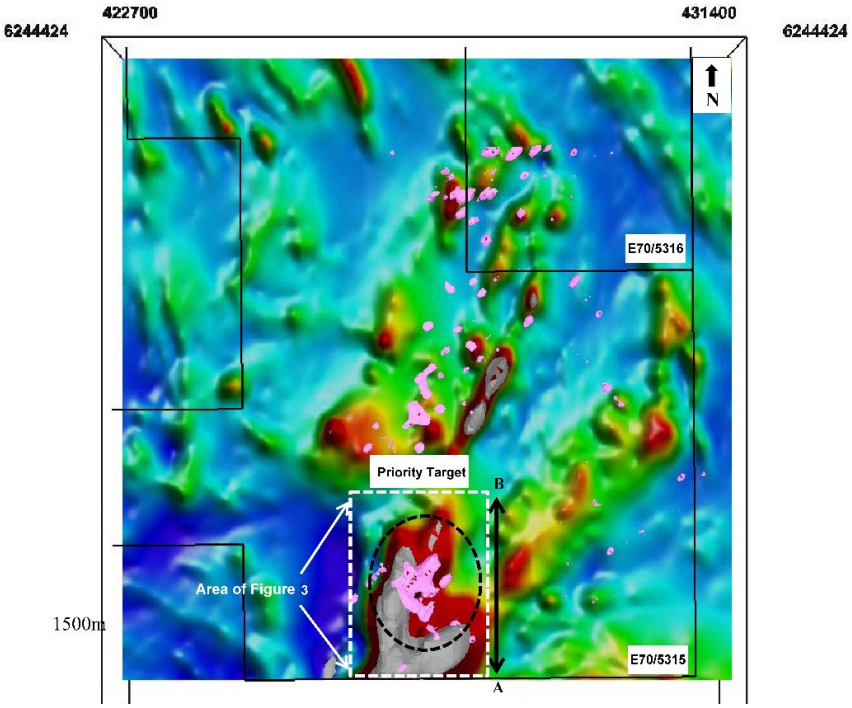


Figure 7.Top view of HEM (pink) and Magnetic (grey) inversion model results within E70/5315 on regional aeromagnetic image

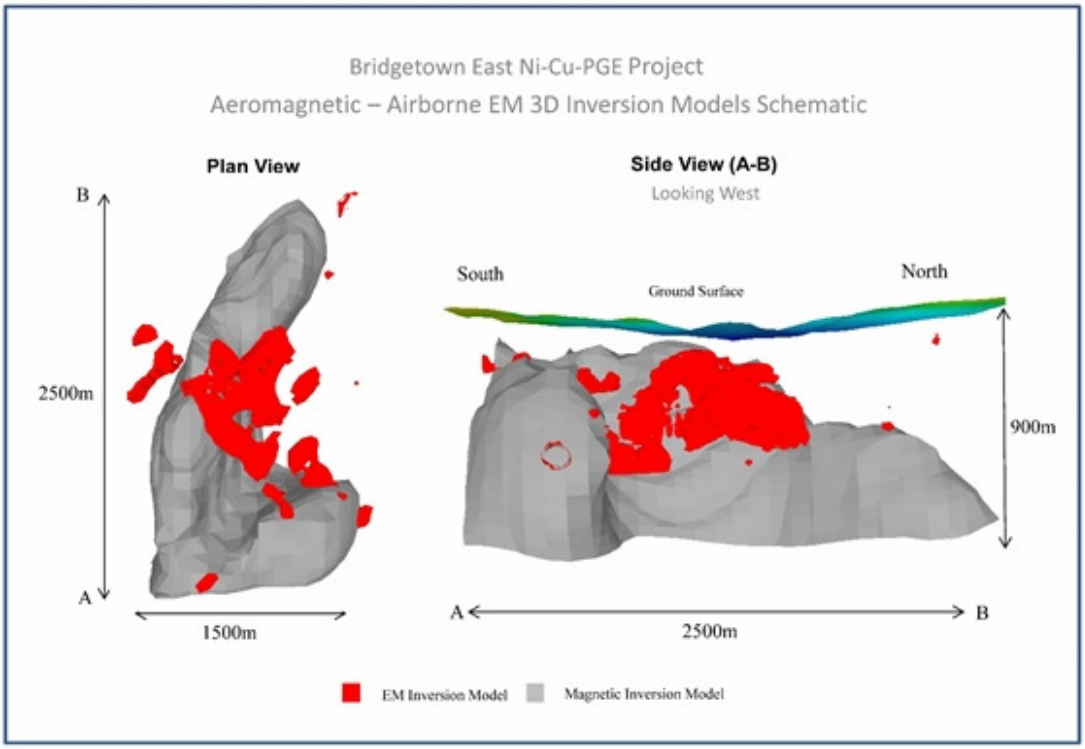


Figure 8. Bridgetown East Ni-Cu-PGE Project Model Schematic Plot

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This priority target is characterised by a discrete HEM anomaly and conductivity inversion model evident over 300m, located along the strong magnetic anomaly interpreted to represent the extension of the Thor magnetic trend. The HEM inversion model is outlined by an anomalous average conductivity of 10mS/m located approximately 100m from surface and suggests a dip to the east and plunge to the north. Importantly, the magnetic anomalies are broadly coincident with previously mapped ultramafic bodies (Wamex report A5170).

Venus has commenced geological ground-truthing and geochemical studies, and is planning ground electro-magnetic (EM) surveys over specific target areas.

3. BELLCHAMBERS GOLD PROJECT

The Bellchambers Project is located on the tenement E57/984 (208 km2), approximately 500 km northeast of Perth and 23km southwest of Sandstone , Western Australia. Venus holds a 90% interest and the prospector holds a 10% interest in this tenement.

Venus recently drilled an additional 9 holes to test depth extensions of the north and south mineralised zones (Figure 9). Based on these additional drill data, Widenbar and Associates revised the total mineral resource in accordance with the 2012 JORC Code as shown below.

Table 1. Revised Bellchambers Project Resource Summary at 0.5 gm/t Au cut-off

Bellchambers Resource Estimate September 2020						
Class	Cut-off	Volume	Tonnes	Density	Au	Ounces
Indicated	**0.5**	**158,000**	**425,000**	**2.70**	**1.34**	**18,400**
Inferred	0.5	40,000	111,000	2.77	0.96	3,400
Total	**0.5**	**198,000**	**536,000**	**2.71**	**1.27**	**21,800**

A New JORC 2012 resource estimate is 536,000 tonnes @ 1.27 g/t for 21,800 ounces. Importantly, **a major portion of 425,000 tonnes @ 1.34 g/t Au for 18,400 ounces has now been classified in the Indicated Mineral Resource category, an increase of 58% in tonnes and 29% in ounces at 0.5 g/t Au cut-off** (compared to the resource previously reported in 2015) (ASX release 25 September 2020). The deposit remains open at depth.

A Stage 2 RC drilling programme is planned to further define the gold resource at Bellchambers. Reconnaissance aircore (AC) drilling is also planned. It will test geophysical targets identified from a recent airborne electromagnetic survey (HEM) (ASX release 31 March 2020), and will also focus on **prospective areas around the intersection of the Western Ridge – Mickey Well gold trend with an interpreted south-easterly trending gold corridor delineated by significant historical gold mines** at Bulchina (Alto Metals Ltd) and Twin Shafts / Goat Farm (Middle Island Resources Ltd) (Figure 10).

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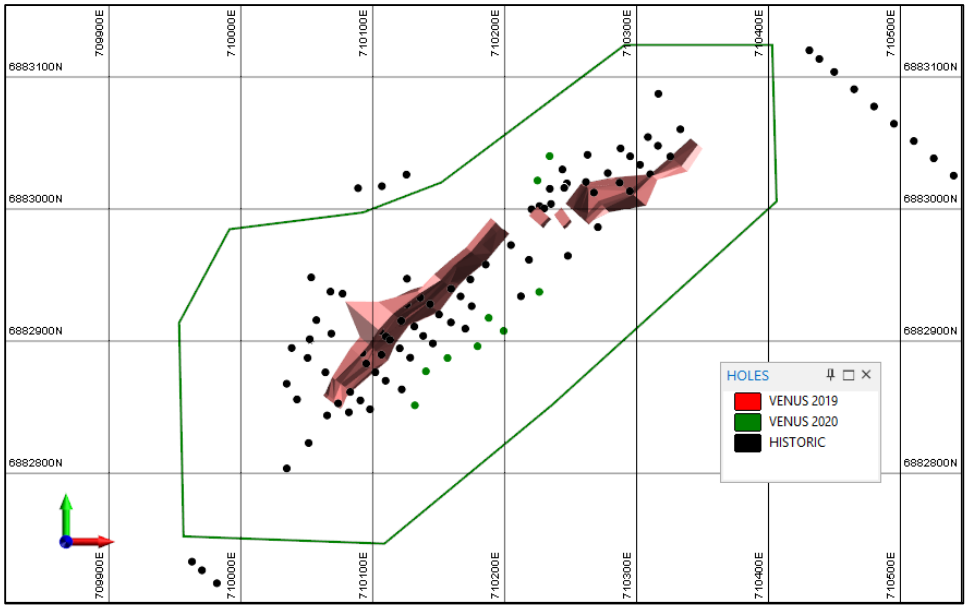


Figure 9. Location of Venus 2020 RC and Historic Drillholes in Resource Area

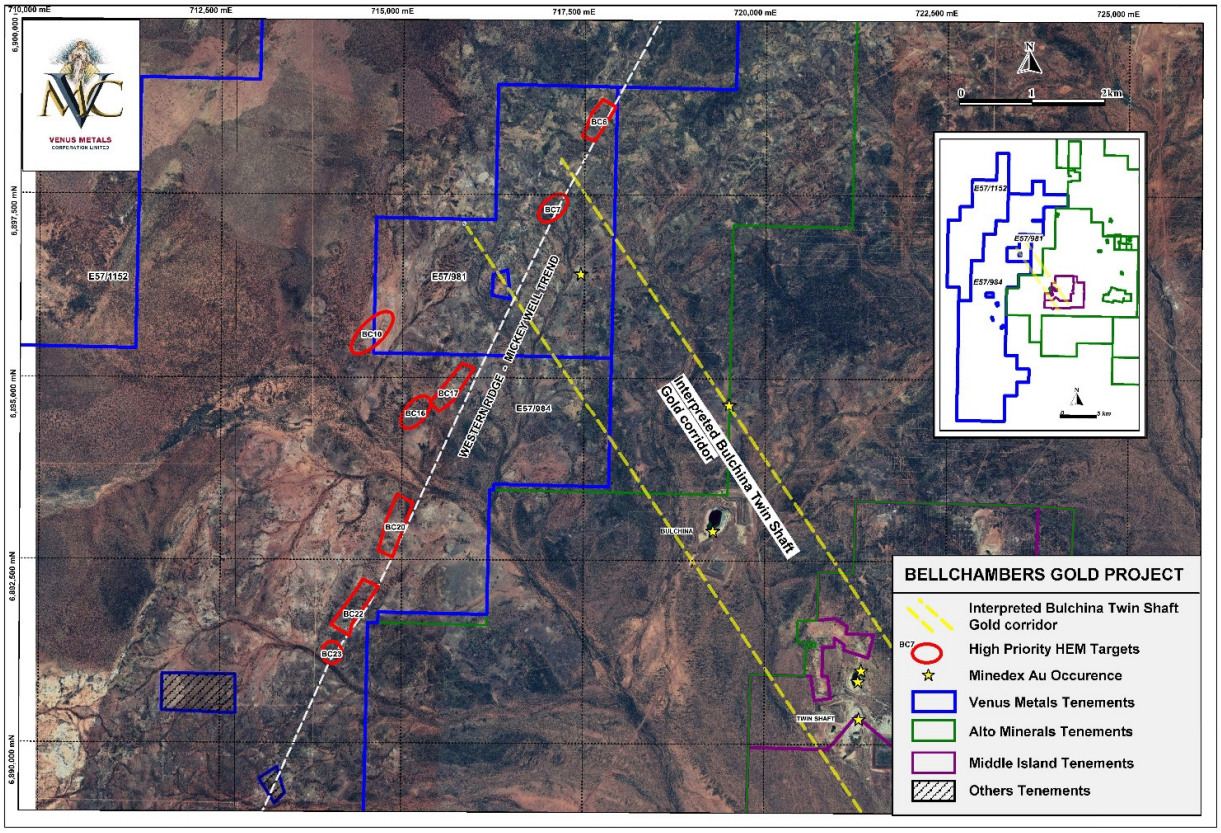


Figure 10. Interpreted Regional Gold Mineralisation Trends on Aerial Image

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4. YOUANMI VANADIUM OXIDE PROJECT

Venus' Youanmi Vanadium deposit is located on the exploration licence 57/986 (198.5 km^2), approximately 40km southeast of the very substantial vanadium deposit at Windimurra. The Youanmi Vanadium deposit has good access to major infrastructure such as gas pipeline and roads. Venus holds a 90% interest and the prospector holds a 10% interest in this tenement.

In March 2019, Venus announced a **JORC 2012 Measured, Indicated and Inferred Oxide Resource of 134 million tonnes grading 0.34% V_2O_5, 6.27% TiO_2 and 21.33% Fe** (Table 2) (refer ASX release 20 March 2019)

Table 2. JORC 2012 Youanmi Vanadium Oxide Mineral Resource Estimate - March 2019

Youanmi Vanadium Resource Model 15-03-2019 (Oxide Only)										
Cutoff	Resource	Volume	Tonnes	Density	V2O5	TiO2	Fe	SiO2	Al2O3	V2O5 Metal
V2O5%	Class	BCM Millions	Millions	t/m3	%	%	%	%	%	Tonnes
0.10	Measured	11,995,000	31,548,000	2.63	0.33	5.87	21.21	33.07	16.50	104,100
0.10	Indicated	20,671,000	54,365,000	2.63	0.33	6.28	21.30	32.82	17.33	181,400
0.10	**Meas+Ind**	**32,667,000**	**85,913,000**	**2.63**	**0.33**	**6.13**	**21.26**	**32.91**	**17.02**	**285,400**
0.10	Inferred	18,563,000	48,820,000	2.63	0.36	6.53	21.45	32.32	15.99	173,400
0.10	**Total**	**51,229,000**	**134,733,000**	**2.63**	**0.34**	**6.27**	**21.33**	**32.70**	**16.65**	**458,900**

In 2019, Venus signed a metallurgical research contract with Associate Professor Aleks Nikoloski and his team at Murdoch University, Perth, to advance the Youanmi Vanadium Oxide project (refer ASX release 17 June 2019). A Commonwealth co-funded investigation conducted during 2019-20 has shown that an integrated process which involves beneficiation followed by pyrometallurgical treatment can offer an effective way to produce iron and vanadium from the Youanmi ore.

The process combines three key unit operations

(i) beneficiation by gravity separation to reject 90% of the aluminium and silicon to tailings and increases the grade from 0.38% V_2O_5, 31.4% Fe_2O_3, and 6.5% TiO_2 in the ore to **0.58% V_2O_5, 47.6% Fe_2O_3, and 11.1% TiO_2** in the concentrate,

(ii) roasting under reducing conditions followed by magnetic separation to recover an iron-rich product and

(iii) oxidative salt-roast of the non-magnetic material followed by leaching to recover a vanadium product from the liquor and titanium-enriched residue as a potential by-product.

This testwork data generated in the development of the integrated process flowsheet will be used to develop a process model and preliminary estimation of the capital and operating costs for a full-scale plant. The next phase of work is currently being scoped to look at optimisation of each unit operation. This is expected to further increase the recoveries in each product stream and reduce the overall costs.

In addition to this work, a separate investigation has been commissioned recently with support from AusIndustry to investigate the potential benefits of adopting a **hydrometallurgical approach** for the treatment of the Youanmi feed. This parallel hydrometallurgical options project has commenced at Murdoch University in October 2020 under the leadership of Associate Professor Aleks Nikoloski.

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Other Projects:

1. **The Curara Well Joint Venture**: (AIC 80% with Venus Metals Corporation free carried to decision-to-mine)

   AIC Resources (a wholly-owned subsidiary of AIC Mines Limited) had entered into a farm-in and joint venture agreement with Venus in September 2018 whereby AIC could earn an 80% interest in the Curara Well tenements by spending $175,000 within two years. This expenditure requirement has now been met and the parties have entered into a joint venture agreement providing AIC with an 80% interest in the above five tenements. Venus holds the remaining 20% interest and is free carried through to a decision to mine. Once a decision to mine has been made Venus can elect either to contribute to ongoing expenditure in proportion to its percentage interest or withdraw from the Joint Venture. If Venus withdraws from the Joint Venture it will be entitled to receive a 1.5% net smelter royalty in respect of any production from the Curara Well Joint Venture tenements (A1M ASX release 20 August 2020).

   A review of all available surface and drillhole geochemistry over the Curara Well joint venture tenements has identified a significant DeGrussa VHMS style Cu-Mo-Au-Pb-Zr-Sc geochemical anomaly zoned by barium. The anomaly is located within the Johnston Cairn Formation at the base of the Naracoota Formation and is proximal to the regionally important Jenkins Fault. This is the equivalent setting to Sandfire Resources' DeGrussa Cu-Au mine and Monty Cu-Au deposit. The anomaly has not been drill tested previously (A1M ASX release 22 October 2020). A Heritage Survey by the Traditional Landowners was successfully completed following the end of the September Quarter, and preparations for drilling are now in progress.

2. **Option Agreement to acquire a tenement package at the Narndee-Windimurra Layered Intrusions**

   The Company has previously entered into an option agreement to acquire a 90% interest in the tenement package from the prospectors (ASX release 27 May 2020). The option was not exercised based on a technical review of the historical data.

Financial:

Venus Metals held aggregated cash and investments of $10.3m (as at 30 September 2020), comprising $1.8m in cash, $5m in Australian Government treasury bonds, and $3.5m in ASX-listed shares.

Exploration expenditure cash outflow for the quarter was $588K, net of cash calls received from Rox Resources on the joint ventures related projects.

This Quarterly report has been authorised by the Board of Venus Metals Corporation Limited.

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Competent Person's Statement

The information in this release that relates to the Youanmi Near Surface and Youanmi Deep Deposits Mineral Resources and exploration targets and Youanmi Vanadium Oxide Mineral Resources are based on information compiled by Mr Lynn Widenbar, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Widenbar is a full time employee of Widenbar and Associates Pty Ltd. Mr Widenbar 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 Widenbar consents to the inclusion in the release of the matters based on his information in the form and context that the information appears.

The information in this report that relates to Exploration Results is based on information compiled by Dr M. Cornelius, geological consultant and part-time employee of Venus Metals Corporation Ltd, who is a member of The Australian Institute of Geoscientists (AIG). Dr Cornelius 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 Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Cornelius consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this announcement that relates to GMAG Survey Results is based on information compiled by Mr Mathew Cooper who is a member of The Australian Institute of Geoscientists. Mr Cooper is Principal Geophysicist of Core Geophysics Pty Ltd who are consultants to Venus Metals Corporation Limited. Mr Cooper has sufficient experience which is relevant to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Cooper consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Bellchambers Gold Project Exploration Results, Mineral Resources or Ore Resources is based on information compiled by Dr F Vanderhor, Geological Consultant who is a member of The Australian Institute of Geoscientists (AIG). Dr Vanderhor 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 Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Dr Vanderhor consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report has also been prepared by Mr Kumar Arunachalam, who is a Member of The Australasian Institute of Mining and Metallurgy and a full-time employee of the Company. Mr Arunachalam has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Arunachalam consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

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. Although Venus Metals Corporation Ltd believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

VENUS METALS CORPORATION LIMITED

ABN	Quarter ended ("current quarter")
99 123 250 582	30 September 2020

Consolidated statement of cash flows		Current quarter $A'000	Year to date (3 months) $A'000
1.	**Cash flows from operating activities**		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(588)	(588)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(283)	(283)
	(e) administration and corporate costs	(107)	(107)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	26	26
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material)	-	-
1.9	**Net cash from / (used in) operating activities**	**(952)**	**(952)**

2.	**Cash flows from investing activities**		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	(16)	(16)
	(c) property, plant and equipment	(125)	(125)
	(d) exploration & evaluation	-	-
	(e) investments	(50)	(50)
	(f) other non-current assets	-	-

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Consolidated statement of cash flows		Current quarter $A'000	Year to date (3 months) $A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	**Net cash from / (used in) investing activities**	**(191)**	**(191)**

3.	**Cash flows from financing activities**		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	**Net cash from / (used in) financing activities**	**-**	**-**

4.	**Net increase / (decrease) in cash and cash equivalents for the period**		
4.1	Cash and cash equivalents at beginning of period	2,975	2,975
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(952)	(952)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(191)	(191)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-

Consolidated statement of cash flows		Current quarter $A'000	Year to date (3 months) $A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	**Cash and cash equivalents at end of period**	**1,832**	**1,832**

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter $A'000	Previous quarter $A'000
5.1	Bank balances	1,831	2,975
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	**Cash and cash equivalents at end of quarter (should equal item 4.6 above)**	**1,831**	**2,975**

6.	Payments to related parties of the entity and their associates	Current quarter $A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	-
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

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7.	**Financing facilities** *Note: the term "facility' includes all forms of financing arrangements available to the entity.* *Add notes as necessary for an understanding of the sources of finance available to the entity.*	**Total facility amount at quarter end $A'000**	**Amount drawn at quarter end $A'000**
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	**Total financing facilities**	-	-

7.5	**Unused financing facilities available at quarter end**	-

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

8.	**Estimated cash available for future operating activities**	**$A'000**
8.1	Net cash from / (used in) operating activities (item 1.9)	(982)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(982)
8.4	Cash and cash equivalents at quarter end (item 4.6)	1,831
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	1,831
8.7	**Estimated quarters of funding available (item 8.6 divided by item 8.3)**	1.9

Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.

8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:

8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: Yes

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: No

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8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes

(1) The Company holds a spread of Australian Treasury Bonds worth $5M and they can be liquidated anytime if necessary. Regular interest payments are received from the yield of the bonds.

(2) Investments in ASX-listed shares currently at market value of $3.5M which can be liquidated anytime if necessary.

(3) Potential cash receipt of $2.25M from sale of Yalgoo Iron Project held in a trust account awaiting FIRB approval.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.

2 This statement gives a true and fair view of the matters disclosed.

Date: .....28/10/2020.....

Authorised by: .....By the board.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.

2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.

3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [*name of board committee – eg Audit and Risk Committee*]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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Details of Mining tenements at Quarter ended 30 September 2020			
(ASX Listing Rule 5.3.3)			
Tenement ID	**Project Location in WA**	**% of Interest at the beginning of quarter**	**% of Interest at the end of quarter**
R59/1	Yalgoo	50% interest in Iron and 100% interest in other minerals	50% interest in Iron and 100% interest in other minerals
E59/1508-I	Yalgoo	50% interest in Iron and 100% interest in other minerals	50% interest in Iron and 100% interest in other minerals
E59/2187	Yalgoo	50% interest in Iron and 100% interest in other minerals	50% interest in Iron and 100% interest in other minerals
E57/986	Youanmi	90%	90%
E57/985	Youanmi	90%	90%
P57/1365	Youanmi	90%	90%
P57/1366	Youanmi	90%	90%
E57/1011-I	Currans Well	90%	90%
E57/983	Youanmi	100%	100%
E57/982	Youanmi	100%	100%
E57/1023-I	Youanmi	100%	100%
E57/1078	Youanmi South	100%	100%
E57/1018	Pincher Well	100%	100%
E57/1019-I	Pincher Well	100%	100%
E57/981	Bellchambers/Sandstone	100%	100%
E57/984	Bellchambers/Sandstone	90%	90%
E52/3068	DeGrussa North	100%	100%
E52/3486	DeGrussa North	100%	100%
E52/3069	Curara Well	100%	20%
E52/3488	Curara Well	100%	20%
E52/3489	Curara Well	100%	20%
E52/3487	Jenkin Well	100%	20%
E 52/3320-I	Orient Well (Curara East)	100%	20%
E57/1103	Youanmi East	100%	100%
E57/1128	PennyWest East	100%	100%
M57/641	Currans Find JV	45%	45%
M57/642	Pinchers JV	45%	45%
M57/164	Youanmi ML	50%	30%
M57/165	Youanmi ML	50%	30%
M57/166	Youanmi ML	50%	30%
M57/167	Youanmi ML	50%	30%
M57/51	Youanmi ML	50%	30%
M57/109	Youanmi ML	50%	30%
M57/75	Youanmi ML	50%	30%
M57/97	Youanmi ML	50%	30%
M57/10	Youanmi ML	50%	30%
M57/135	Youanmi ML	50%	30%
M57/160A	Youanmi ML	50%	30%
E09/2362	Nardoo Hill West	0%	100%
E57/1129	Youanmi East	0%	100%
E70/5315	Bridgetown East	0%	100%
E70/5316	Bridgetown East	0%	100%

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