



Risk Committee Charter

Venus Metals Corporation Limited ABN 99 123 250 582 (Company)

1. Composition

The full Board performs the function of the Risk Committee. The Company's Chief Executive Officer also attends meetings of the full Board in its capacity as a Risk Committee.

From time to time, non-Board members may be invited to attend Board meetings when risk matters are being discussed.

2. Role

The Board oversees the Company's risk management framework.

The Board's function as a Risk Committee is to review:

- (a) the adequacy of the Company's processes for managing risk;
- (b) any incident involving fraud or other break down of the Company's internal controls;
- (c) the Company's insurance program, having regard to the Company's business and the insurable risks associated with its business; and
- (d) perform such other functions as assigned by law, the Company's Constitution of the Board.

3. Operations

The full Board shall meet in its capacity as the Risk Committee at least quarterly, and otherwise as required. Minutes of such meetings must be kept, and the meetings are to be governed by the same rule as set out in the company's constitution as they apply meetings of the Board.

4. Authority and resources

The Board may, when it considers it necessary or appropriate, obtain independent expert advice.



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5. Review of Charter

The Risk Committee will review this Risk Committee Charter at least annually, and update it as required.