Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

VENTURE MINERALS LIMITED

ABN	Quarter ended ("current quarter")
51 119 678 385	31 December 2008

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (6 months) $A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for:		
	(a) exploration and evaluation	(1,354)	(3,034)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(241)	(607)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	14	66
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
	Net Operating Cash Flows	(1,581)	(3,575)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a)prospects	-	-
	(b)equity investments	-	-
	(c) other fixed assets	-	(23)
1.9	Proceeds from sale of:		
	(a)prospects	-	-
	(b)equity investments	-	-
	(c)other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
	Net investing cash flows	-	(23)
1.13	Total operating and investing cash flows (carried forward)	(1,581)	(3,598)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(1,581)	(3,598)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	1,000	1,163
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Cost of issuing shares	(74)	(302)
	Net financing cash flows	926	861
	Net increase (decrease) in cash held	(655)	(2,737)
1.20	Cash at beginning of quarter/year to date	2,413	4,495
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	**Cash at end of quarter**	1,758	1,758

Payments to directors of the entity and associates of the directors
Payments to related entities of the entity and associates of the related entities

		Current quarter $A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	215
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments to Directors	
Salaries, Fees and Superannuation	120
Payments to Director related entities	
Gryphon Minerals Limited (Recharge of shared resources)	95

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Nil.

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Nil.

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	258
4.2	Development	-
	Total	**258**

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter $A'000	Previous quarter $A'000
5.1	Cash on hand and at bank	567	438
5.2	Deposits at call	1,191	1,975
5.3	Bank overdraft	-	-
5.4	Option funds held on trust	-	-
	Total: cash at end of quarter (item 1.22)	1,758	2,413

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	E37/862 E37/864 E39/1237		100% 100% 100%	Nil Nil Nil
6.2	Interests in mining tenements acquired or increased	Nil.			

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	**Preference +securities** *(description)*	-	-		
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions	- -	- -	- -	- -
7.3	**+Ordinary securities**	86,650,000	86,650,000		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	10,000,000 -	10,000,000 -	10.0 cents -	10.0 cents -
7.5	**+Convertible debt securities** *(description)*	-	-		
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted	- -	- -	- -	- -
7.7	**Options** *(description and conversion factor)*			*Exercise price*	*Expiry date*
		3,470,000	-	48.0 cents	30 November 2009
		3,170,000	-	58.0 cents	30 November 2009
		6,000,000	-	25.0 cents	30 June 2009
		1,000,000	-	50.0 cents	30 June 2009
		650,000	-	35.0 cents	19 February 2009
		4,100,000	-	25.0 cents	28 February 2010
		50,000	-	37.0 cents	11 July 2010
		9,730,000	-	50.0 cents	31 August 2011
		5,000,000	-	10.0 cents	31 December 2009
7.8	Issued during quarter	5,450,000 5,000,000	- -	50.0 cents 10.0 cents	31 August 2011 31 December 2009
7.9	Exercised during quarter	-	-	-	-
7.10	Expired during quarter	250,000 100,000	- -	58.0 cents 25.0 cents	30 November 2009 30 November 2008
7.11	**Debentures** *(totals only)*	-	-		

+ See chapter 19 for defined terms.

7.12	**Unsecured notes** *(totals only)*	-	-

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).

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

Sign here: .... Date: 30/01/09
(Company secretary)

Print name: Brett Dunnachie

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities.** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Cash Flow Statements* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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