VENTUREX RESOURCES LIMITED

**ASX Announcement**
**ASX Code: VXR**

**19 June 2009**

# Takeover Bid for CMG Gold Ltd Declared Unconditional

### Satisfaction of Condition

The Directors of Venturex Resources Limited (**Venturex**) are happy to announce that, pursuant to orders given in the Federal Court of Australia yesterday, Venturex can now confirm that it has satisfied the condition outlined in Section 625(3)(c)(i) of the *Corporations Act 2001* (Cth).

Attached is a copy of the Notice served on CMG Gold Ltd (**CMG**) today confirming satisfaction of the condition.

### Venturex Declares the Takeover Bid Unconditional

On the basis of the above, the Directors of Venturex are now pleased to announce that they have determined to waive the remaining conditions of the takeover bid for CMG and declare the takeover bid unconditional.

In accordance with Section 650F(3) of the Corporations Act, Venturex has today lodged the attached notice on CMG confirming that the takeover bid has been freed from the remaining conditions.

As at the release of this announcement, Venturex confirms that it has received acceptances for 44,420,000 CMG Shares, being 99.78% of the total shares on issue in CMG.

Following the close of the takeover bid, Venturex will move to issue the shares to CMG shareholders that have accepted the takeover bid, and it is anticipated at this time, that those shares will be allotted and issued on or around 1 July 2009. Venturex will then attend to the compulsory acquisition of the remaining shares (if any).

As a term of the takeover bid, the CMG Directors (and/or their related parties) have entered into Voluntary Restriction Deeds to have their resultant shares in Venturex placed in voluntary escrow for a period of 12 months from the date of issue. The total number of Venturex shares that will be subject to this escrow is 51,000,000, revised down from 60,000,000 in line with the revised offer dated 8 May 2009.

### Confirmation on Status of Conditions

In accordance with Section 630(3) of the Corporations Act, Venturex also confirms that it has served the attached notice on CMG today.

**TIM SUGDEN**
**Managing Director**


**For further details:**

Dr Tim Sugden
Managing Director
T: +61 8 6424 9188
M: +61 407 085 032
E: tim.sugden@venturexresources.com


**Board**

Allan Trench
Non-Executive Chairman

Tim Sugden
Managing Director

Michael Mulroney
Non-Executive Director

Liza Carpene
Company Secretary


**Contact Details**

Registered Office:
Level 1
35 Richardson Street
West Perth WA 6005
T: +61 8 6424 9188
F: +61 8 9463 7836

E: admin@venturexresources.com
W: www.venturexresources.com

ABN: 28 122 180 205

**NOTICE IN ACCORDANCE WITH SECTION 630(4)**
**OF THE *CORPORATIONS ACT 2001* (CTH)**
**BY**
**VENTUREX RESOURCES LIMITED**
**ACN 122 180 205**
**(Company)**

The Company hereby gives notice that the condition of the takeover bid implied by Section 625(3) of the Corporations Act 2001 (Cth) has been fulfilled.

Tim Sugden
Director

Date: 19 June 2009

**NOTICE IN ACCORDANCE WITH SECTION 650F(1) OF THE *CORPORATIONS ACT 2001* (CTH) BY VENTUREX RESOURCES LIMITED ACN 122 180 205 (Company)**

Pursuant to Section 650F(1) of the *Corporations Act 2001* (Cth), the Company hereby declares the offers made under the Company's Bidder's Statement dated 15 May 2009 are now freed from the following conditions:

(a) the condition in Section 12.8(d) of the Bidder's Statement;

(b) the condition in Section 12.8(e) of the Bidder's Statement;

(c) the condition in Section 12.8(f) of the Bidder's Statement;

(d) the condition in Section 12.8(g) of the Bidder's Statement;

(e) the condition in Section 12.8(h) of the Bidder's Statement;

(f) the condition in Section 12.8(i) of the Bidder's Statement;

(g) the condition in Section 12.8(j) of the Bidder's Statement; and

(h) the condition in Section 12.8(k) of the Bidder's Statement.

In accordance with Section 650F(2)(b) the Company confirms that its voting power in CMG Gold Ltd is 99.78%.

The Company now considers that the offers are unconditional.

Tim Sugden
Director

Date: 19 June 2009

**NOTICE IN ACCORDANCE WITH SECTION 630(3) OF THE *CORPORATIONS ACT 2001* (CTH) BY VENTUREX RESOURCES LIMITED ACN 122 180 205 (Company)**

## STATUS OF DEFEATING CONDITIONS

The Company hereby gives notice that in relation to each of the defeating conditions outlined in Section 12.8 of the Bidder's Statement dated 15 May 2009:

(a) Condition 12.8(a) – has been satisfied;

(b) Condition 12.8(b) – has been satisfied;

(c) Condition 12.8(c) – has been satisfied;

(d) Condition 12.8(d) – the offer has been freed of this condition;

(e) Condition 12.8(e) – the offer has been freed of this condition;

(f) Condition 12.8(f) – the offer has been freed of this condition;

(g) Condition 12.8(g) – the offer has been freed of this condition;

(h) Condition 12.8(h) – the offer has been freed of this condition;

(i) Condition 12.8(i) – the offer has been freed of this condition;

(j) Condition 12.8(j) – the offer has been freed of this condition;

(k) Condition 12.8(k) – the offer has been freed of this condition;

(l) Condition 12.8(l) – has been satisfied; and

(m) Condition 12.8(m) – has been satisfied.

In relation to the conditions outlined in Sections 12.8(d) to (k) of the Bidder's Statement, as far as the Company knows, these conditions were met as at the date of this notice.

The Company confirms that as at the date of this Notice, the Company has a voting power of 99.78% in CMG Gold Ltd as a result of acceptances of the takeover bid.

Tim Sugden
Director

Date: 19 June 2009