

VENTUREX RESOURCES LIMITED

ABN 28 122 180 205

ENTITLEMENT ISSUE PROSPECTUS

For a pro rata non-renounceable entitlement issue of one (1) Share for every ten (10) Shares held by Shareholders at an issue price of 5 cents per Share to raise approximately \$1,951,284 (**Entitlement Issue**).

and

In the event that the Shortfall from the Entitlement Issue is less than 10,000,000 Shares, the Company will offer to the Priority Sub-Underwriters that number of Shares that is equal to the difference between 10,000,000 Shares and the total available Shortfall at an issue price of 5 cents per Share and otherwise on the same terms as the Entitlement Issue (**Top-Up Placement**).

The Entitlement Issue is conditionally underwritten by Argonaut Capital Limited. Refer to Section 7.2 for details regarding the terms of the Underwriting Agreement.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

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1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

TIMETABLE AND IMPORTANT DATES*

Lodgement of Prospectus and Appendix 3B with ASIC	31 July 2009
Notice sent to Shareholders	5 August 2009
Ex Date	6 August 2009
Record Date for determining Shareholder entitlements	12 August 2009
Prospectus despatched to Shareholders	14 August 2009
Closing Date of Entitlement Issue	28 August 2009
Securities quoted on a deferred settlement basis	31 August 2009
Notify ASX of under-subscriptions	2 September 2009
Despatch date/Shares entered into Shareholders' security holdings	7 September 2009

* These dates are determined based upon the current expectations of the Directors and may be changed with 6 Business Days prior notice.

IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 31 July 2009 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 30 August 2010 (**Expiry Date**). No Shares will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form which accompanies this Prospectus.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

The Offers to New Zealand investors are regulated offers made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offers and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offers must be made.

There are differences in how securities are regulated under Australian law.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offers. If you need to make a complaint about the Offers, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offers may involve a currency exchange risk. The currency for the Securities is not New Zealand dollars. The value of the Securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the Securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

As noted in the Prospectus at Section 3.7, the Company will apply to the ASX for quotation of the Shares offered under this Prospectus. If quotation is granted, the Shares offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the Securities through that market, you will have to make arrangements for a participant in that market to sell the Securities on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

ELECTRONIC PROSPECTUS

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

2. CORPORATE DIRECTORY

Directors

Allan Trench
Non-Executive Chairman

Timothy Sugden
Managing Director

Anthony Reilly
Executive Director

Michael Mulronev
Non-Executive Director

Company Secretary

Liza Carpene

Registered Office

Level 1
35 Richardson Street
WEST PERTH WA 6005

Telephone: +61 8 6424 9188
Facsimile: +61 8 9463 7836

Principal Place of Business

Level 1
35 Richardson Street
WEST PERTH WA 6005

General Enquiries:

Telephone: + 61 8 6424 9188
Facsimile: + 61 8 9463 7836

Underwriter

Argonaut Capital Limited
Level 30, Allendale Square
77 St Georges Terrace
PERTH WA 6000

Share Registry*

Advanced Share Registry
150 Stirling Highway
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Building
16 Milligan Street
PERTH WA 6000

Auditor*

Webb Audit Pty Ltd
465 Auburn Road
HAWTHORN EAST VIC 3123

*These parties have been included for information purposes only. They have not been involved in the preparation of this Prospectus.

3. DETAILS OF THE OFFERS

The Company is making two separate offers pursuant to this Prospectus. The purpose of the Offers and the use of the funds raised pursuant to the Offers are set out in Section 4 of this Prospectus.

3.1 Offers

Entitlement Issue

By this Prospectus, the Company offers for subscription approximately 39,025,669 new Shares pursuant to a pro-rata non-renounceable entitlement issue to Shareholders of one (1) new Share for every ten (10) Shares held on the Record Date at an issue price of 5 cents per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Shares to be issued pursuant to the Entitlement Issue is approximately 39,025,669. The Entitlement issue will raise approximately \$1,951,284. The purpose of the Entitlement issue and the use of funds raised are set out in Section 4 of this Prospectus.

Holders of existing Options will not be entitled to participate in the Entitlement Issue. The Company currently has 61,741,385 Options on issue as at the date of this Prospectus of which 38,634,237 expire on the date of this Prospectus. The remaining Options may be exercised by the Option holders prior to the Record Date in order to participate in the Entitlement Issue.

Top-Up Placement

In the event that the Shortfall is less than 10,000,000 Shares, the Company will offer to the Priority Sub-Underwriters such number of Shares that is equal to the difference between 10,000,000 Shares and the total available Shortfall at an issue price of 5 cents per Share and otherwise on the same terms as the Entitlement Issue. The maximum amount that can be raised under the Top-Up Placement is \$500,000.

The Top-Up Placement is open to the Priority Sub-Underwriters.

Further details in relation to the Top-Up Placement are set out in Section 3.6 of this Prospectus.

3.2 How to Accept the Entitlement Issue

Your acceptance of the Entitlement Issue must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Entitlement Issue as follows:

- (a) if you wish to accept your Entitlement in full:
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and

- (ii) attach your cheque for the amount indicated on that relevant Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
 - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque for the appropriate application monies (at 5 cents per Share); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Venturex Resources Limited – Trust Account" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date.

The Entitlement Issue is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

3.3 Minimum Subscription

The minimum subscription in relation to the Offers is \$1,951,284.

3.4 Underwriting

The Entitlement Issue is conditionally underwritten by Argonaut Capital Limited.

Refer to Section 7.2 of this Prospectus for further details of the terms of the underwriting.

3.5 Shortfall

Any Entitlement not taken up pursuant to the Entitlement Issue will form the Shortfall and will be dealt with in accordance with the Underwriting Agreement. Accordingly, Shareholders should not apply for the Shortfall unless directed to do so by the Underwriter. Any Shortfall will be dealt with at the discretion of the Directors in consultation with the Underwriter.

The offer of any Shortfall Shares is a separate offer made pursuant to this Prospectus and will remain open after the Closing Date. The issue price of any Shortfall Shares shall be 5 cents being the price and terms at which the Entitlement has been offered to Shareholders pursuant to this Prospectus.

3.6 Top-Up Placement

The Company has agreed that the Priority Sub-Underwriters will be entitled to subscribe for 10,000,000 Shares. The Priority Sub-Underwriters will all be clients of the Underwriter.

In the event that the Shortfall is less than 10,000,000 Shares, the Company will offer to the Priority Sub-Underwriters such number of Shares that is equal to the difference between 10,000,000 Shares and the total available Shortfall at an

issue price of 5 cents per Share and otherwise on the same terms as the Entitlement Issue.

A maximum of 10,000,000 Shares can be offered pursuant to the Top-Up Placement which could raise up to \$500,000, before expenses. All proceeds raised from the Top-Up Placement will be used in the manner outlined in Section 4.1.

Only the Priority Sub-Underwriters directed by the Underwriter, or as appropriate, the Company, should complete the Top-Up Placement Application Form.

The Top-Up Placement will remain open after the Closing Date of the Entitlement Issue for up to a period of three (3) months after that Closing Date.

3.7 Australian Securities Exchange Listing

Application for official quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus, (or such period as modified by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

3.8 Allotment of Shares

Shares issued pursuant to the Entitlement Issue will be allotted as soon as practicable after the Closing Date and for the Top-Up Placement as soon as possible thereafter. The Company will allot the Shares under the Entitlement Issue on the basis of a Shareholder's Entitlement. Where the number of Shares issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

3.9 Overseas Shareholders

These Offers do not, and is not intended to, constitute offers in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offers.

3.10 Taxation Implications

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Securities offered pursuant to this Prospectus.

3.11 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.12 Section 708A(11)

On 16 July 2009, the Company announced to ASX that it had issued 4,500,000 Shares to Liberty Mining Pty Ltd (**Liberty**) in accordance with its agreement with Liberty dated 12 November 2008. The Shares issued to Liberty were issued without disclosure under Section 708 of the Act. The Company confirms that the issue of this Prospectus is intended to cleanse any secondary sale of those Shares issued to Liberty under Section 708A(11)(b)(i) of the Corporations Act.

3.13 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offer

The purpose of the Entitlement Issue is to raise approximately \$1,951,284 before expenses. The proceeds of the Entitlement Issue are planned to be used in accordance with the table set out below:

Proceeds of the Offer	\$
Follow up drilling at the Liberty-Indee Project	800,000
Initial drilling at the St Elina Project in Brazil	400,000
Initial drilling at the Jatoba Project in Brazil	200,000
Other Exploration	100,000
Working Capital	305,882
Expenses of the Offer	145,402
Total	\$1,951,284

Notes:

1. Refer to Section 7.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

As announced to ASX on 27 July 2009, the Company has agreed with the Underwriter that, in the event that the available Shortfall is less than 10,000,000 Shares, the Company will issue, by way of a placement to the Priority Sub-Underwriters, that number of Shares that is equal to 10,000,000 Shares less the Shortfall (**Top-Up Placement**). In the event that each Shareholder takes up their Entitlement under the Entitlement Issue, the Company will therefore be required to issue a further 10,000,000 Shares to the Priority Sub-Underwriters at 5 cents per Share to raise up to a further \$500,000. In the event that the Company issues 10,000,000 Shares under the Top-Up Placement, the funds raised will be used as follows:

- (a) the first \$200,000 will be divided equally between the drill programmes at Liberty-Indee, St Elina and Jatoba; and
- (b) the remaining funds raised will be allocated to the Company's working capital.

4.2 Effect of the Entitlement Issue and Pro Forma Consolidated Balance Sheet

The principal effect of the Entitlement Issue will be to:

- (a) increase the cash reserves by approximately \$1,805,882 immediately after completion of the Entitlement Issue after deducting the estimated expenses of the Entitlement Issue; and
- (b) increase the number of Shares on issue from 390,256,681 to approximately 429,282,350 Shares following completion of the Entitlement Issue.

4.3 Consolidated Balance Sheet

The unaudited Balance Sheet as at 1 July 2009 and the unaudited Pro Forma Balance Sheet as at 1 July 2009 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Shares pursuant to the Entitlement Issue in this Prospectus are issued.

The unaudited Balance Sheets have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Consolidated Balance Sheet and Pro Forma Balance Sheet as at 1 July 2009
unaudited

	Note	Actual \$	Pro-forma \$
CURRENT ASSETS			
Cash and cash equivalents	1	536,798	2,342,680
Trade and other receivables		5,461	5,461
Other		49,291	49,291
TOTAL CURRENT ASSETS		591,550	2,397,432
NON-CURRENT ASSETS			
Plant and equipment		58,572	58,572
Exploration and evaluation costs	2	11,215,458	11,260,458
Other		883	883
TOTAL NON-CURRENT ASSETS		11,274,913	11,319,913
TOTAL ASSETS		11,866,463	13,717,345
CURRENT LIABILITIES			
Trade and other payables		246,781	246,781
Provisions		34,836	34,836
Other		36,117	36,117
TOTAL CURRENT LIABILITIES		317,734	317,734
NON-CURRENT LIABILITIES			
Provisions		-	-
TOTAL NON-CURRENT LIABILITIES		-	-
TOTAL LIABILITIES		317,734	317,734
NET ASSETS		11,548,729	13,399,611
EQUITY			
Issued capital	3	16,790,654	18,641,536
Reserves		681,043	681,043
Accumulated Losses		5,922,968	5,922,968
TOTAL EQUITY		11,548,729	13,399,611

Notes:

	1 July 2009 Pro forma
1. Cash and cash equivalents	
Cash as at 1 July 2009 (unaudited)	536,798
Add	
Gross proceeds from the proposed Entitlement Issue	1,951,284
Costs of the proposed Entitlement Issue	(145,402)
Cash and cash equivalents – pro forma	2,342,680
2. Exploration and evaluation costs	
Exploration and evaluation costs as at 1 July 2009 (unaudited)	11,215,458
Add	
Payment of 4.5M shares to Liberty Mining on 16 July 2009	45,000
Exploration and evaluation costs – pro forma	11,260,458
3. Issued Capital	
Value of equities on issue	
Balance as at 1 July 2009 (unaudited)	16,790,654
Add	
Gross proceeds of the proposed Entitlement Issue	1,951,284
Costs of the proposed Offers per this prospectus	(145,402)
Value of issue to Liberty Mining of 4.5M shares at \$0.01 on 16/7/09	45,000
Value of equities – pro forma	18,641,536

4.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Entitlement Issue is set out below, assuming that the Entitlement Issue is fully subscribed.

Shares

	Number
Shares on issue at date of Prospectus ¹	390,256,681
Shares offered pursuant to the Offer	39,025,669
Total Shares on issue after completion of the Offer^{1, 2, 3}	429,282,350

Notes:

1. Assumes that no Options are exercised prior to the Record Date.
2. As announced to ASX on 27 July 2009, the Company has agreed with the Underwriter that it may undertake the Top-Up Placement. In the event that all of the Shares under the Top-Up Placement are required to

be issued by the Company, the Company will issue a further 10,000,000 Shares taking the total number of Shares on issue to 439,282,350 Shares.

3. At a general meeting on 17 June 2009, Shareholders approved the issue by the Company of up to 60,000,000 Shares for the purpose of raising funds for working capital and to support the Company's exploration programmes. As at the date of this Prospectus, the Directors have not issued any of these Shares. In order to comply with the terms of the resolution approving the issue of these 60,000,000 Shares, the Shares need to be issued no later than 16 September 2009. If any of these 60,000,000 Shares are issued, the total number of Shares on issue will increase.

Options

	ASX Code	Number
Quoted exercisable at \$0.20 on or before 31 July 2009	JUTO	38,634,237
Unquoted exercisable at \$0.20 on or before 22 April 2011	JUTAB	1,457,148
Unquoted exercisable at \$0.20 on or before 30 November 2010	JUTAC	650,000
Unquoted exercisable at \$0.10 on or before 12 January 2012	JUTAO	21,000,000
Total Options on issue after completion of the Offer^{1, 2, 3}		23,107,148

Notes:

1. Of the Options on issue as at the date of this Prospectus, the 38,634,237 JUTO Options are due to expire on the date of this Prospectus.
2. Assumes no Options are exercised prior to the Record Date.
3. The Company has agreed to issue to Anthony Reilly, subject to the receipt of Shareholder approval at a general meeting, 5,000,000 Options exercisable at 15 cents or of before the date that is three (3) years from the date of issue to Anthony Reilly. In the event that Shareholders approve the issue of those Options, a further 5,000,000 Options will be issued by the Company.

5. RIGHTS AND LIABILITIES ATTACHING TO THE SHARES

5.1 Terms of Shares

The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

5.1.1 General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

5.1.2 Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

5.1.3 Dividend Rights

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the

Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

5.1.4 Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

5.1.5 Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

5.1.6 Future Increase in Capital

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

5.1.7 Variation of Rights

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

6. RISK FACTORS

Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares. Potential Applicants should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.1 Operating Risks

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in geophysical surveys, drilling and production activities;
- (d) mechanical failure of operating plant and equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- (g) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and
- (h) inability to obtain necessary consents or approvals.

6.2 Native Title and Title Risks

Both the *Native Title Act 1993* (Cth), related State Native Title legislation and Aboriginal Land Rights and Aboriginal Heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles.

Compensatory obligations may be necessary in settling Native Title claims if lodged over any tenements acquired by the Company. The existence of outstanding registered Native Title claims means that the grant of a tenement in respect of a particular tenement application may be significantly delayed or thwarted pending resolution of future act procedures in the Native Title Act. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company. At this stage it is not possible to quantify the impact (if any) which these developments may have on the operations of the Company.

At the Liberty-Indee Project a stamped agreement dated 10 September 2007 entitled Ngarluma Native Title & Heritage Agreement has been signed by Venturex Resources Limited (formerly Jutt Holdings Limited); the tenement holders, Ourwest Corporation Pty Ltd; and the native title holders, the Ngarluma

Aboriginal Corporation on behalf of the Ngarluma People, which agrees to exploration being carried out and a procedure to enter into future productive mining. A heritage survey has been carried out which cleared exploration to be carried out over the Evelyn Prospect and associated geophysical targets.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

6.3 Environmental Risks and Regulations

The Company's Australian projects are subject to Commonwealth and State laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the Tenements.

6.4 Exploration and Development Risk

The Company's projects include exploration and development related to gold in Brazil and copper, zinc, lead, silver and gold in Australia. Exploration and development activities, including those in Mato Grosso and at Liberty-Indee, Kooline or Tarrawarra, may be affected by factors beyond the Company's control, including land access, geological conditions, mineralisation, consistency and predictability of ore grades and commodity prices. Unexpected geological or mining conditions, equipment or service failures, industrial relations, health and safety concerns and weather conditions may also adversely affect exploration activities and the development of a mine. Furthermore, any discovery of a mineral deposit does not guarantee that the mining of the deposit would be commercially viable, the size of the deposit, development and operating costs, and mining and metallurgical recovery rates all being key factors in determining commercial viability. The Company may also be exposed to risks associated with the financial failure or default by a participant in any of the exploration or development joint ventures or other contractual relationships to which the Company is, or may become, a party. Should the Company proceed with the development of a mine, unexpected problems and delays during development, construction and mine start-up, might occur which would delay the commencement of mineral production. Accordingly there is no assurance that the Company's future exploration and development activities will result in profitable mining operations.

6.5 Title

The Company's Brazilian properties and minerals claims (whether held by or on behalf of the Company by joint venturers or parties holding option agreements with its subsidiary CMG Gold Ltd) may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Accordingly other parties could possibly dispute the Company's title to its properties.

With regard to the St Elina Project, it should be noted that Brazilian law currently prohibits foreign companies from majority ownership of operations in the Frontier Zone in Brazil. These laws may be subject to change. In the event that exercise of the St Elina option precedes any changes to the law and the Company, through its subsidiary CMG Mineracao Limitada (**CMGM**), is required to reduce ownership

to less than 50%, a new holding structure will be developed, in which CMGM holds minority ownership but maintains a 100% beneficial interest.

Native title claims exist over exploration tenements held by the Company in Australia. The existence of native title may affect the existing or future activities of the Company and impact on its ability to conduct exploration activities and develop projects.

6.6 Country Risk

The Company has exploration projects located in Australia and Brazil. There are risks associated with investments, mineral exploration, mine development and mining in foreign countries which may adversely affect the business of the Company or which may prevent the Company from successfully operating a project and recovering its investment and financial return. These issues include:

- health and safety including civil instability, terrorism, religious, ethnic, tribal issues, standard of living and wealth distribution, crime, external threats, health standards and facilities;
- issues associated with the business and regulatory environment and changes to that environment, including political stability, government policy changes, sovereignty of assets and expropriation, the ability to repatriate funds, excessive bureaucracy, corruption, the quality, comprehensiveness and stability of the local regime, taxation and royalties, land access, environmental regulation and the effectiveness of the judiciary; and
- any adverse change in attitude towards investment by the host government and community (including activity by non-government organisations) or changes in government.

6.7 Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

6.8 Market Conditions

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

6.9 Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

6.10 Legislative changes, Government policy and approvals

Changes in government regulations and policies may adversely affect the financial performance of the Company. For example, any increased rentals under the Mining Act may impact on the Company's actual financial statements. The Company's capacity to explore and mine, in particular the Company's ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

6.11 Future Capital Requirements

The Company's ongoing activities will require substantial expenditures. There can be no guarantee that the funds raised through the Entitlement Issue and possible further Top-Up Placement will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to continue to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Entitlement Issue and possible further Top-Up Placement there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional fundraising on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

6.12 Reliance on Key Personnel and Employees

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

7. ADDITIONAL INFORMATION

7.1 Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial statements of the Company for the financial year ended 30 June 2008 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;

- (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements lodged with ASIC before the issue of this Prospectus; and
- (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the 2008 audited financial statements:

Date	Description of Announcement
27/07/2009	Underwritten Non-Renounceable Entitlements Offer
24/07/2009	Quarterly Activities Report
24/07/2009	Quarterly Cashflow Report
16/07/2009	Appendix 3B
06/07/2009	Becoming a substantial shareholder x 2
06/07/2009	Change in substantial shareholding x 2
06/07/2009	High Grade Copper Zinc Silver Gold Intersections
03/07/2009	Becoming a substantial shareholder
02/07/2009	Initial Director's Interest Notice
02/07/2009	Proposed Issue of Unlisted Options
01/07/2009	Appendix 3B re CMG Takeover
01/07/2009	Completion of Takeover Bid for CMG and Director Appointment
30/06/2009	Option Expiry Notice
26/06/2009	Takeover Bid for CMG Gold Ltd Closed
26/06/2009	Takeover Bid for CMG Gold Ltd Closed – 100% Acceptances Received
19/06/2009	Takeover Bid for CMG Gold Ltd Declared Unconditional
17/06/2009	Investor Presentation 17-6-09 with Competency Statement
17/06/2009	Investor Presentation 17-6-09
17/06/2009	Results of Meeting

15/06/2009	Appendix 3B – Takeover Bid for CMG Gold Limited
12/06/2009	Satisfaction of Takeover Bid Condition
09/06/2009	New Zone of Massive Sulphide Mineralisation at Liberty- Indee
09/06/2009	Takeover Bid – Acceptances Exceed 90%
05/06/2009	Supplementary Target’s Statement by CMG Gold Ltd
05/06/2009	Takeover Bid – Acceptances Update for CMG Gold Ltd
22/05/2009	Covering Letter for Bidders Statement Dispatch
20/05/2009	Amended Proxy Form
15/05/2009	Target’s Statement
15/05/2009	Bidders Statement
13/05/2009	Notice of General meeting/ Proxy Form
12/05/2009	Option Expiry Notice
08/05/2009	Variation of Takeover Bid
30/04/2009	Change in Substantial Shareholding
30/04/2009	Change of Director’s Interest Notice
24/04/2009	Quarterly Activities Report
24/04/2009	Quarterly Cashflow Report
22/04/2009	Appendix 3B
14/04/2009	Shortfall and Placement and 3B
14/04/2009	Release from Escrow
09/04/2009	Supplementary Prospectus and Placement
03/04/2009	Acquisition of Brazilian Gold Projects
12/03/2009	Half Year Accounts
16/02/2009	Correction to Appendix 3Y
04/02/2009	Change of Director’s Interest Notice x 3
04/02/2009	Change in substantial holding x 2
03/02/2009	Partial Shortfall Placement and Appendix 3B
30/01/2009	Quarterly Activities Report
30/01/2009	Quarterly Cashflow Report

27/01/2009	Change of Director's Interest Notice
27/01/2009	Change in substantial holding
20/01/2009	Change of Director's Interest Notice
20/01/2009	Change in substantial holding
20/01/2009	Change in substantial holding
19/01/2009	Non-Renounceable Issue – Shortfall Notice
16/01/2009	Becoming a substantial holder
15/01/2009	Change of ASX code
15/01/2009	Change of Name
13/01/2009	Change of Director's Interest Notice x 3
12/01/2009	Results of Meeting
31/12/2009	Shareholder Letter Accompanying Prospectus
31/12/2009	Entitlement and Acceptance Form
31/12/2009	Prospectus Dispatch
18/12/2009	Letter to Option Holders re Entitlement Issue
18/12/2009	Letter to Shareholders re Entitlement Issue
16/12/2009	Appendix 3B Entitlement Issue 1 for 1
16/12/2009	Entitlement Issue Prospectus 1 for 1
12/12/2008	Change of Registered Office Address and Company Secretary
11/12/2008	Notice of General Meeting/Proxy Form
27/11/2008	Converting Loan Agreements
24/11/2008	Change of Director's Interest Notice
14/11/2008	Initial Director's Interest Notice
14/11/2008	Restructuring and Capital Raising Plans
14/11/2008	Reinstatement to Official Quotation
13/11/2008	Final Director's Interest Notice
13/11/2008	Appointment of Non-Exec Chairman/Resignation of Director
03/11/2008	Final Director's Interest Notice
03/11/2008	Results of AGM

03/11/2008	Resignation of Director
29/10/2008	Quarterly Activities Report
29/10/2008	Quarterly Cashflow Report
17/10/2008	Liberty-Indee Diamond Drilling Results
16/10/2008	Cancellation of 1 for 3 Non-Renounceable Rights Issue
16/10/2008	Suspension from Official Quotation
14/10/2008	Trading Halt
10/10/2008	Annual Report to Shareholders
07/10/2008	Status of Underwriting Agreement
06/10/2008	Change of Director's Interest Notice App 3Y
02/10/2008	Entitlement and Acceptance Application Form
02/10/2008	Shareholder Letter accompanying Prospectus
02/10/2008	Notice of Annual General Meeting/Proxy Form
30/09/2008	Annual Report and Full Year Statutory Accounts

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.venturexresources.com.

7.2 Material Contracts

The following are summaries of the significant terms of the material agreements which relate to the business of the Company.

7.2.1 Underwriting Agreement

By an agreement between Argonaut Capital Limited (**Underwriter**) and the Company (**Underwriting Agreement**), the Underwriter agreed to conditionally underwrite the Entitlement Issue for 39,025,669 Shares (**Underwritten Securities**).

Pursuant to the Underwriting Agreement, the Company has agreed to pay the Underwriter an underwriting fee of 5% of the value of the Underwritten Securities and any Shares issued under the Top-Up Placement, together with a \$25,000 management fee. The Underwriter is also entitled to out of pocket expenses related to the underwriting of the Entitlement Issue including legal expenses, marketing and promotional expenses and travel and accommodation costs not to exceed \$3,000 without the approval of the Company.

The Agreement is conditional upon:

- (a) the Underwriter completing a review of the Company to its satisfaction; and
- (b) the Underwriter not being bound to underwrite the Entitlement Issue unless and until the Company lodges the Prospectus with ASIC.

The obligation of the Underwriter to underwrite the Entitlement Issue is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement if:

- (a) **Prospectus:** any of the following occurs in relation to the Prospectus:
 - (i) it is not lodged with ASIC by 4 August 2009 (or such later date agreed in writing by the Underwriter);
 - (ii) the Underwriter reasonably forms the view that there is a material omission, it contains a material statement which is misleading or deceptive, or a material statement has become misleading or deceptive;
 - (iii) the Underwriter reasonably forms the view that any projection or forecast in the Prospectus becomes, to a material extent, incapable of being met or unlikely to be met in the projected time;
 - (iv) ASIC gives notice of intention to hold a hearing under section 739(2) of the Corporations Act or makes an interim order under section 739(3) of the Corporations Act; or
 - (v) any person other than the Underwriter who consented to being named in the Prospectus withdraws that consent;
- (b) **Supplementary Prospectus:** the Underwriter reasonably forms the view that a supplementary or replacement document (as appropriate) must be lodged with ASIC under section 719 or section 724 of the Corporations Act and the Company does not lodge a supplementary or replacement document (as the case may be) in the form and content and within the time reasonably required by the Underwriter;
- (c) **ASX listing:** ASX does not give approval for the Underwritten Securities to be listed for official quotation, or if approval is granted, the approval is subsequently withdrawn, qualified or withheld;
- (d) **Priority Sub-Underwriters:** the Priority Sub-Underwriters fail to enter into acceptable sub-underwriting agreements or subsequently withdraw or attempt to terminate their sub-underwriting obligations;
- (e) **Index changes:** the S&P / ASX All Ordinaries Index (ASX Code: XAO) or S&P / ASX Small Resources Index (ASX Code: XSR) falls more than 10% from the date of the Underwriting Agreement for a period of 3 continuous Business Days;
- (f) **indictable offence:** a director of the Company or any Related Corporation is charged with an indictable offence;
- (g) **return of capital or financial assistance:** the Company or a Related Corporation takes any steps to undertake a proposal contemplated under section 257A of the Corporations Act or passes or takes any steps

to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;

- (h) **banking facilities:** the Company's bankers terminating or issuing any demand or penalty notice or amending the terms of any existing facility or claiming repayment or accelerated repayment of any facility or requiring additional security for any existing facility;
- (i) **change in laws:** any of the following occurs:
 - (i) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia;
 - (ii) the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory; or
 - (iii) the adoption by the ASIC, its delegates, ASX, the Reserve Bank of Australia or any other regulatory authority of any regulations or policy,which does or is likely to prohibit, restrict or regulate the principal business of the Company, the Entitlements Issue or the operation of stock markets generally;
- (j) **failure to comply:** the Company or any Related Corporation fails to comply with any of the following:
 - (i) a provision of its constitution;
 - (ii) any statute;
 - (iii) a requirement, order or request, made by or on behalf of the ASIC or any governmental agency; or
 - (iv) any material agreement entered into by it;
- (k) **alteration of capital structure or constitution:** except as described in this Prospectus, the Company alters its capital structure or its Constitution without the prior written consent of the Underwriter;
- (l) **hostilities:** there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, Philippines, Indonesia, Japan, Russia, the United Kingdom, the United States of America, or the Peoples Republic of China, other than hostilities involving Afghanistan or Iraq, any country bordering Afghanistan or Iraq or any Arab country (being a country the majority of whose inhabitants are of Arab ethnicity);
- (m) **extended Force Majeure:** a Force Majeure (as defined in the Underwriting Agreement), which prevents or delays an obligation under the Underwriting Agreement, lasting in excess of 2 weeks occurs;
- (n) **default:** the Company is in default of any of the terms and conditions of the Underwriting Agreement or breaches any warranty or covenant given or made by it under the Underwriting Agreement;

- (o) **adverse change:** any adverse change occurs which materially impacts or is likely to impact the assets, operational or financial position of the Company or a Related Corporation (including but not limited to an administrator, receiver, receiver and manager, trustee or similar official being appointed over any of the assets or undertaking of the Company or a Related Corporation);
- (p) **investigation:** any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a Related Corporation;
- (q) **due diligence:** there is a material omission from the results of the due diligence investigation performed in respect of the Entitlements Issue or the results of the investigation or the verification material are false or misleading;
- (r) **Prescribed Occurrence:** a Prescribed Occurrence (as defined in the Underwriting Agreement) occurs, other than as disclosed in this Prospectus;
- (s) **Suspension of debt payments:** the Company suspends payment of its debts generally;
- (t) **Event of Insolvency:** an Event of Insolvency (as defined in the Underwriting Agreement) occurs in respect of a Related Corporation; or
- (u) **Judgment against a Related Corporation:** a judgment in an amount exceeding \$50,000 is obtained against the Company or a Related Corporation and is not set aside or satisfied within 7 days.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

7.3 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offers pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offers pursuant to this Prospectus.

Directors' interests in securities of the Company at the date of this Prospectus are:

Name	Shares	Options	Entitlement	Annual Fixed Remuneration (\$)
Allan Trench	2,000,0000	3,000,000	200,000	32,700
Timothy Sugden	28,200,000	10,000,000	2,820,000	87,200
Anthony Reilly	25,250,000	Nil ³	2,525,000	100,000
Michael Mulroney	15,800,820	4,029,850	1,580,082	27,250

Notes:

1. Messrs Sugden, Mulroney and Trench have indicated that it is their present intention to subscribe for their full Entitlement under the Entitlement Issue.
2. Mr Reilly has indicated that it is his present intention to subscribe for a portion of his Entitlement under the Entitlement Issue.
3. As outlined in Section 4.4, the Directors have resolved to issue to Mr Anthony Reilly, subject to the receipt of the approval of Shareholders in general meeting, 5,000,000 Options to be exercisable at 15 cents on or before the date that is three (3) years after the date of issue.

The Constitution of the Company provides that the Non-Executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares. The Company paid to the Executive and Non-Executive Directors a total of \$523,798 the year ended 30 June 2008 and \$186,302 for the year ended 30 June 2009. In addition to the above, the Directors have been paid fees totalling \$15,600 from the end of the previous financial year until the date of this Prospectus.

In addition to the above, both of Mr Tim Sugden and Mr Anthony Reilly are entitled to bonuses equal to 100% and 50% of their respective salaries upon the achievement of certain share price based milestones.

Pursuant to the terms of the Takeover Bid, the Company agreed that, upon the cash reserves of the Company reaching \$5,000,000, it would pay an amount of \$82,216 to Mr Anthony Reilly for deferred wages, superannuation and annual leave liabilities whilst working for CMG Gold Ltd.

Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

7.4 Interests and Consents of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection

with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers of securities pursuant to this Prospectus; or
- (c) the Offers of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offers pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Argonaut Capital Limited has given and has not withdrawn its consent to being named as Underwriter to the Offers in the Corporate Directory of this Prospectus in the form and context in which it is named. Argonaut Capital Limited has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Argonaut Capital Limited (including its related entities) is a Shareholder of the Company and currently has a relevant interest in 32,560,332 Shares. Argonaut Capital Limited has indicated that it is its current intention to subscribe for its full Entitlement under the Entitlement Issue in respect of all of the Shares in which it has a relevant interest.

Argonaut Capital Limited will be paid an underwriting fee of approximately \$97,564 (plus an amount equal to 5% of the total funds raised from any Shares issued under the Top-Up Placement) together with a \$25,000 management fee in respect of the Offers. Argonaut Capital Limited is a related corporation of Argonaut Securities Pty Ltd who has previously provided services to the Company. In the past two years, Argonaut Capital Limited (or their related corporations) has been paid fees totalling \$188,376 by the Company. This sum includes \$23,167 for Directors Fees for Michael Mulroney.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$10,000 for services in relation to this Prospectus.

7.5 Legal Proceedings

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

7.6 Estimated Expenses of Offers

In the event that the Entitlement Issue is fully subscribed, the estimated expenses of the Offers are as follows:

	\$
ASIC fees	2,010
ASX fees	6,828
Underwriting fees	122,564
Legal expenses	10,000
Printing and other expenses	4,000
Total	145,402

7.7 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: 9.9 cents on 6 July 2009

Lowest: 2 cents on 7 and 8 May 2009 and 12 and 13 May 2009

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was 6 cents on 30 July 2009.

7.8 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

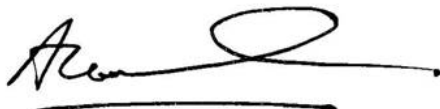
The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

8. AUTHORITY OF DIRECTORS

8.1 Directors' Consent

Each of the Directors of Venturex Resources Limited has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act

Dated the 31st day of July 2009

A handwritten signature in black ink, appearing to read 'Allan Trench', with a long horizontal flourish extending to the right.

**Signed for and on behalf of
Venturex Resources Limited
Allan Trench
Chairman**

9. DEFINITIONS

Applicant means a Shareholder or Underwriter or other party instructed by the Underwriter who applies for Shares pursuant to the Offers.

ASIC means the Australian Securities and Investments Commission.

ASTC Settlement Rules means the settlement rules of the securities clearing house which operates CHESS.

ASX means the ASX Limited (ACN 008 624 691).

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the closing date of the Entitlement Issue, being 5.00pm (WST) on 28 August 2009 (unless extended).

CMGM means the Company's subsidiary CMG Mineracao Limitada (a company incorporated in Brazil).

Company means Venturex Resources Limited ACN 122 180 205.

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001*(Cth).

Directors means the directors of the Company at the date of this Prospectus.

Dollar or "\$" means Australian dollars.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Entitlement Issue.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Issue means the issue of Shares offered by this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

Offers means the Entitlement Issue pursuant to the Prospectus of one (1) new Share for every Ten (10) Shares held by a Shareholder on the Record Date to raise 1,951,283.40 and the Top-Up Placement.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Priority Sub-Underwriters means those sub-underwriters determined by the Underwriter under the terms of the Underwriting Agreement to be Priority Sub-Underwriters and entitled to participate in the Top-Up Placement.

Prospectus means this prospectus.

Quotation and **Official Quotation** means official quotation on ASX.

Record Date means 5.00pm (WST) on 12 August 2009.

Related Corporation has the meaning given to that term in the Corporations Act.

Securities means Shares and Options.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Shortfall means those Securities under the Entitlement Issue not applied for by Shareholders under their Entitlement.

Shortfall Application Form means the shortfall application form attached to or accompanying this Prospectus.

Takeover Bid means the Company's recently completed takeover bid for all of the shares in CMG Gold Ltd.

Top-Up Placement means a placement to the Priority Sub-Underwriters of Shares equalling 10,000,000 Shares less the Shortfall to be issued under the terms of the Underwriting Agreement.

Top-Up Placement Application Form means the placement application form attached to or accompanying this Prospectus for the purpose of participating in the Top-Up Placement.

Underwriter means Argonaut Capital Limited (ABN 18 099 761 547).

Underwriter Agreement means the Underwriting Agreement between the Company and the Underwriter dated on or about the date of this Prospectus.

WST means Western Standard Time.

ONLY COMPLETE THIS SHORTFALL APPLICATION FORM IF INSTRUCTED BY THE UNDERWRITER

SHORTFALL APPLICATION FORM

VENTUREX RESOURCES LIMITED

ABN 28 122 180 205

REGISTERED OFFICE: Level 1
35 Richardson Street
WEST PERTH WA 6005
Tel: +61 8 6424 9188 **Fax:** +61 8 9463 7836

SHARE REGISTRY: Advanced Share Registry
150 Stirling Highway
NEDLANDS WA 6009
Tel: +61 8 9389 8033

APPLICANT'S DETAILS:

Full name (PLEASE PRINT)

Title, Given Name(s) & Surname or Company Name

[illegible]

Joint Applicant #2 or <designated account>

[illegible]

Joint Applicant #3 or <designated account>

Form Approved by GSA for use in connection with Federal Acquisition Regulation (48 CFR) 101-11.6																
Form Approved by GSA for use in connection with Federal Acquisition Regulation (48 CFR) 101-11.6																

Postal Address (PLEASE PRINT)

Street Number	Street
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[illegible][illegible]

Suburb/Town

State

Post Code

[illegible]

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[illegible]

CHES HIN or Existing SRN (where applicable)

[illegible]

Number of Shares applied for	Application Money enclosed at 5 cents per Share
	A\$.....

I/We whose full name(s) and address appear above hereby apply for the number of Shares shown above (to be allocated to me/us by the Company in respect of this Application) under the Prospectus on the terms set out in the Prospectus.

Cheque Details:

PLEASE ENTER
CHEQUE
DETAILS
THANKYOU

Drawer	Bank	BSB or Branch	Amount

My/Our contact numbers in the case of inquiry are:

Telephone () Fax ()

NOTE: Cheques should be made payable to "Venturex Resources Limited – Trust Account", crossed "NOT NEGOTIABLE" and forwarded to the address outlined on the back of this Shortfall Application Form to arrive no later than **5.00pm WST on that date which is 3 months after the Closing Date (or such earlier date as directed by the Company).**

Declaration

This Shortfall Application Form does not need to be signed. By lodging this Shortfall Application Form and a cheque for the application money this Applicant hereby:

- (1) applies for the number of Shares specified in the Shortfall Application Form or such lesser number as may be allocated by the Directors;
- (2) agrees to be bound by the constitution of the Company; and
- (3) authorises the Directors to complete or amend this Shortfall Application Form where necessary to correct any errors or omissions.

INSTRUCTIONS TO APPLICANTS

Please post or deliver the completed Shortfall Application Form together with a cheque to the share registry of the Company. If an Applicant has any questions on how to complete this Shortfall Application Form, please telephone the Company. The Form must be received by the Share Registry no later than **5.00pm WST on the date which is 3 months after the Closing Date (or such earlier date as directed by the Company)**.

A. Application for Shares

The Shortfall Application Form must only be completed in accordance with instructions included in the Prospectus.

B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Shortfall Application Form.

F. CHESS HIN or existing SRN Details

The Company participates in CHESS. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESS HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

G. Cheque Details

Make cheques payable to "Venturex Resources Limited – Trust Account" in Australian currency and cross them "**Not Negotiable**". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Shortfall Application Form.

H. Declaration

By completing the Shortfall Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Shortfall Application Form does not need to be signed.

If a Shortfall Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept a Shortfall Application Form, and how to construe, amend or complete it, shall be final. A Shortfall Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

Forward your completed application together with the application money to:

Venturex Resources Limited – Trust Account
c/- Advanced Share Registry
PO Box 1156
NEDLANDS WA 6009

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Shortfall Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Shortfall Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

TOP-UP PLACEMENT APPLICATION FORM

VENTUREX RESOURCES LIMITED

REGISTERED OFFICE: Level 1
35 Richardson Street
WEST PERTH WA 6005
Tel: +61 8 6424 9188 **Fax:** +61 8 9463 7836

SHARE REGISTRY: Advanced Share Registry
150 Stirling Highway
NEDLANDS WA 6009
Tel: +61 8 9389 8033

Full name (PLEASE PRINT)

Title, Given Name(s) & Surname or Company Name

[illegible]

Joint Applicant #2 or <designated account>

[illegible]

Joint Applicant #3 or <designated account>

Form Approved by GSA for use in connection with Federal Acquisition Regulation (48 CFR) 101-11.6																

Postal Address (PLEASE PRINT)

Street Number Street

[illegible][illegible]

Suburb/Town

[illegible]

State

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Post Code

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[illegible]

CHES HIN or Existing SRN (where applicable)

[illegible]

Number of Shares applied for	Application Money enclosed at 5 cents per Share
	A\$.....

Cheque Details:

PLEASE ENTER
CHEQUE
DETAILS
THANKYOU

Drawer	Bank	BSB or Branch	Amount

Telephone () Fax ()

Declaration

This Top-Up Placement Application Form does not need to be signed. By lodging this Top-Up Placement Application Form and a cheque for the application money this Applicant hereby:

- (1) applies for the number of Shares specified in the Top-Up Placement Application Form or such lesser number as may be allocated by the Directors;
- (2) agrees to be bound by the constitution of the Company; and
- (3) authorises the Directors to complete or amend this Top-Up Placement Application Form where necessary to correct any errors or omissions.

INSTRUCTIONS TO APPLICANTS

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B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

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Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Top-Up Placement Application Form.

F. CHESS HIN or existing SRN Details

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G. Cheque Details

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I. Declaration

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Forward your completed application together with the application money to:

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c/- Advanced Share Registry
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CORRECT FORMS OF REGISTRABLE TITLE

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Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
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Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund