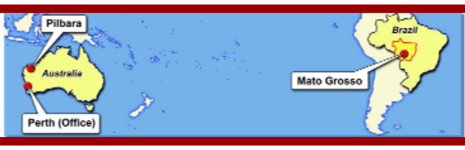
VENTUREX RESOURCES LIMITED



ASX Announcement
Code: VXR

21 June 2010

Second Placement to Regent

Following recent Shareholder approval, Venturex Resources Limited (Venturex or the Company) is pleased to announce that it has today placed a further 19,444,444 ordinary shares with Regent Pacific Group Limited (Regent) at $0.09 per share, raising a $1.75m, in line with the announcement to the ASX on 16 June 2010.

This placement takes Regent's holding to ~15.7% of the Company's current issued capital. A further placement of 19,444,444 ordinary shares will be made on 16 August 2010 on the same terms, completing Tranche 2.

$4m Loan Facility Repaid

The Company is pleased to announce that it has repaid the $4m loan facility with Macquarie Bank Limited and Argonaut Equity Partners Pty Ltd. The repayment of these loan facilities results in the removal of the fixed and floating charge over the assets of Straits (Whim Creek) Pty Ltd.

Pending Exploration Results - Whim Creek

Assay results are still pending for 26 holes in the Whim Creek region, with no further results returned since those reported on 16 June 2010. The results from the recent and ongoing drilling programs will be progressively reported over the coming weeks as results are returned. Results will be incorporated into revised estimations of the Whim Creek Project's high grade mineral resources to JORC standard.

A number of new VMS drill targets have been identified in the Whim Creek Region. Drilling will commence following completion of heritage surveys.

Brazil Update

The Company is in advanced negotiations to acquire exploration leases in Para State. The leases overlie a number of high grade gold workings.

A trenching and sampling program is underway at the Rio Pombo gold project in Mato Grosso.

Due to poor drilling results and ownership issues relating to border laws, the Company has elected to terminate negotiations regarding the exercise of its option to acquire the St Elina gold project in western Mato Grosso.

Notice Under Section 708A(5) of the Corporations Act

This notice is given under paragraph 5(e) of Section 708A of the Corporations Act 2001 (Cth) (Corporations Act).

Venturex today issued 19,444,444 fully paid ordinary shares to Regent Pacific Group Limited as detailed above.

Accordingly the Company gives notice under section 708A(5)(e) of the Corporations Act that:

For further details:

Dr Tim Sugden
Managing Director
T: +61 8 6389 7403
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

Anthony Reilly
Executive Director

Liza Carpene
Company Secretary

Contact Details

Registered Office:
Suite 3, Level 1
127 Cambridge Street
West Leederville WA 6007
T: +61 8 6389 7400
F: +61 8 9463 7836

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

ABN: 28 122 180 205

1. the abovementioned securities were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, the Company has complied with:
   (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
   (ii) Section 674 of the Corporations Act; and
3. as at the date of this notice there is no information to be disclosed which is "excluded information" as defined in subsection 708A(7) of the Corporations Act.

The Company has today lodged an Appendix 3B in relation to these securities.

TIM SUGDEN
Managing Director

About Venturex Resources Limited

Venturex Resources Limited (ASX: VXR) is a well funded Australian exploration and development company with a portfolio of VMS projects in the Western Pilbara. Venturex owns or controls the Whim Creek Copper Mine and all associated mining leases and exploration tenements including copper, zinc, lead, silver and gold resources at Whim Creek, Mons Cupri, Salt Creek and Liberty-Indee. Other assets include the Whim Creek Hotel, an accommodation village, crushing circuit and various mining infrastructure. The Company is committed to a strategy of consolidating VMS projects in the Western Pilbara and developing Whim Creek as a centralised processing hub. Venturex is also exploring for gold in Brazil through its wholly owned subsidiary CMG Mineracao Ltda.

Competency Statement

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Dr Tim Sugden BSc, PhD, who is a Member of the Australasian Institute of Mining and Metallurgy. Dr Sugden is a fulltime employee of Venturex Resources Limited and has sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the “Australasian Code for Reporting of Mineral Resources and Ore Reserves”. Dr Sugden consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Venturex Resources Limited (ASX Code: VXR)

ABN

28 122 180 205

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary Fully Paid Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	19,444,444 (Tranche 2, part 1 as per announcement dated 16 June 2010)
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Pari passu with existing ordinary shares
4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes

+ See chapter 19 for defined terms.

5	Issue price or consideration	$0.09 cents per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Provide working capital to expedite exploration activities and transform the Whim Creek Project into a scaled central processing hub (refer ASX Announcement 23/3/10).
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 June 2010

8 Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 & 38 if applicable)

Code	Ordinary Shares	Options	Exercise Price	Expiry Date
VXR	635,724,297			
Total Listed	**635,724,297**			

9 Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2, *not including* the securities in clause 38, if applicable)

Code	Ordinary Shares	Options	Exercise Price	Expiry Date	Escrow Release
VXRAC	-	650,000	$0.20	30/11/2010	-
VXRAB	-	1,457,148	$0.20	22/04/2011	-
VXRAO	-	21,000,000	$0.10	12/01/2012	-
VXRAK	-	42,105,263	$0.095	31/1/2012	-
VXRAI	-	12,000,000	$0.15	6/12/2012	-
Total Unlisted	**-**	**77,212,411**			

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements in full through a broker?	
31	How do +security holders sell part of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities (*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Code	Ordinary Shares	Options	Exercise Price	Expiry Date

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: 21 June 2010
Company Secretary

Print name: Liza Carpene

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+ See chapter 19 for defined terms.