

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder****To Company Name/Scheme** Venturex Resources Limited**ACN/ARSN** ACN 122 180 205**1. Details of substantial holder (1)**

Name Regent Pacific Group Limited ("Regent Pacific") and each of its related bodies corporate listed in Annexure A, each of which has given authority to Regent Pacific to lodge this notice on its behalf (together, "Regent Pacific Group")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 21/06/2010

The previous notice was given to the company on 20/04/2010

The previous notice was dated 16/04/2010

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	80,297,503	80,297,503 (13.03%)	99,741,947	99,741,947 (15.69%)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a related interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21/06/2010	Regent Pacific Group	Subscription of 19,444,444 shares as first part of Tranche Two of the Subscription (pursuant to the Subscription Agreement dated 23 March 2010, copy attached to Form 603 dated 20 April 2010, as amended by the Amendment Letter dated 16 June 2010, copy attached to this Form 604 as Annexure B)	A\$1,749,999.96	19,444,444 fully paid ordinary shares	19,444,444 fully paid ordinary shares

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Regent Pacific Group	Nefco Nominees Pty Limited	Regent Pacific	Controller/beneficial owner of shares	99,741,947 fully paid ordinary shares	99,741,947

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

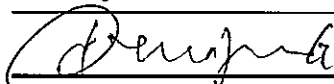
Name	Address
Please see Continuation Sheet	

Signature

print name Stella Fung

Capacity Company Secretary

sign here



date 21/06/2010

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Continuation Sheet to Form 604 dated 21 June 2010
filed by Regent Pacific Group Limited**

6. Addresses

Name	Address
Regent Pacific Group	Registered office address: P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands Correspondence address: Suite 1001, Henley Building, 5 Queen's Road Central, Hong Kong
Nefco Nominees Pty Limited	GPO Box W2024, Perth WA 6846

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil.
Lodging fee	Nil.
Other forms to be completed	Nil.
Additional information	(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form. (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange. (c) The person must give a copy of this notice: (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

Annexure A

This is Annexure A of one (1) page mentioned in the ASIC Form 604 signed by me and dated 21 June 2010.



**Stella Fung
Company Secretary
Regent Pacific Group Limited
21 June 2010**

List of related bodies corporate of Regent Pacific Group Limited

1. Abagaji Changjiang Mining Co., Ltd.
2. Alphorn Management Limited
3. AstroEast.com (Hong Kong) Limited
4. AstroEast.com Limited
5. Amerinvest Coal Industry Holding Company (BVI) Limited
6. Amerinvest Coal Industry Holding Company (Hong Kong) Limited
7. Amerinvest Coal Industry Holding Company Limited
8. Capital Nominees Limited
9. Interman Holdings Limited
10. Interman Limited
11. MinMetallurgical Consultants Limited
12. Regent (Australia) Limited
13. Regent Coal (Beijing) Consulting Limited
14. Regent Coal (BVI) Limited
15. Regent Coal (HK) Limited
16. Regent Coal (Holdings) Limited
17. Regent Corporate Finance Limited
18. Regent Financial Services Limited
19. Regent Fund Management (Asia) Limited
20. Regent Fund Management Limited
21. Regent (Indonesia I) Limited (formerly "CCEC Sheng Li Limited" and then "Regent Coal (Cayman) Limited")
22. Regent (Indonesia II) Limited (formerly "GeoMin Tech Consultants Limited")
23. Regent Metals Holdings Limited
24. Regent Metals (Jersey) Limited
25. Regent Metals Limited
26. Regent Minerals Limited
27. Regent Pacific Group (Hong Kong) Limited
28. RPG (Bahamas) Limited
29. RPG Investments I Limited
30. Simao Regent Minerals Limited
31. Xin Jiang Regent Coal Limited

This is Annexure B of four (4) pages mentioned in the ASIC Form 604 signed by me and dated 21 June 2010.



Stella Fung
Company Secretary
Regent Pacific Group Limited
21 June 2010 **Regent Pacific Group Limited ("Subscriber")**



*PO Box 309, Ugland House, Grand Cayman,
KY-1104 Cayman Islands*

Tel: +852 2514 6111

Fax No.: +852 2810 4792/2509 0827

e-mail : jamie.gibson@regentpac.com/david.church@regentpac.com

<http://www.regentpac.com>

To: Venturex Resources Limited (the "Company")
Suite 3, Level 1, 127 Cambridge Street
West Leederville, Western Australia
Australia

16 June 2010

Dear Sirs,

Amendments to the Subscription Agreement

Whereas:

- (A) The parties entered into a subscription agreement (the "**Subscription Agreement**") on 23 March 2010 pursuant to which: (i) the Subscriber agreed to subscribe for certain securities in the Company in two tranches and to assume the obligations imposed on it under the Subscription Agreement; and (ii) the Company agreed to allot and issue certain securities to the Subscriber in two tranches and to assume the obligations imposed on it under the Subscription Agreement.
- (B) The first tranche of the subscription contemplated in the Subscription Agreement completed on 16 April 2010.
- (C) In consideration of the mutual exchange of promises contained herein, the sufficiency of which is acknowledged by all Parties as good consideration, the parties have agreed to amend certain provisions of the Subscription Agreement, on and subject to the terms of this letter.
- (D) Unless the context otherwise requires, capitalised terms stated in this letter shall have the same meaning given to them in the Subscription Agreement.

It is agreed as follows:

1 Unconditional

Each of the Parties hereto acknowledges and agrees that the execution of this letter and the amendments to the Subscription Agreement set out herein shall take immediate effect, without condition.

2 Change to Definitions

The definitions of "Tranche 2 Securities" and "Tranche 2 Subscription Date" in Clause 1.1 of the Subscription Agreement shall be deleted and replaced in their entirety with the following:

"Tranche 2 Securities means an aggregate of 38,888,888 Shares to be subscribed for by the Subscriber, as required, on the Tranche 2 Subscription Dates."

"Tranche 2 Subscription Dates means: (i) the Initial Tranche 2 Securities Date; and (ii) the Remaining Tranche 2 Securities Date."

In addition, the following new definitions shall be included in clause 1.1 of the Subscription Agreement:

"Initial Tranche 2 Securities means 19,444,444 Shares."

"Initial Tranche 2 Securities Date means Monday, 21 June 2010."

"Remaining Tranche 2 Securities means 19,444,444 Shares."

"Remaining Tranche 2 Securities Date means Monday, 16 August 2010."

The Parties hereby agree to interpret, construe and apply the definition of "Tranche 2 Subscription Amount" in clause 1.1 of the Subscription Agreement accordingly and in light of the above amended and new definitions.

3 Initial Tranche 2 Securities

The Subscriber must subscribe for the Initial Tranche 2 Securities on the Initial Tranche 2 Securities Date.

4 Remaining Tranche 2 Securities

The Subscriber must subscribe for the Remaining Tranche 2 Securities on the Remaining Tranche 2 Securities Date.

5 Subscription Fee

Clause 6 of the Subscription Agreement shall be deleted and replaced in its entirety with the following:

"The Company must pay to the Subscriber on or before the Remaining Tranche 2 Securities Date in cleared funds the subscription fee of 0.5% of the aggregate of the Tranche 1 Subscription Amount and Tranche 2 Subscription Amount, being \$53,634 plus the aggregate of an amount equal to the amount or amounts then due pursuant to clause 14."

6 Other Provisions

The provisions of the Subscription Agreement shall, except as expressly amended by this letter, continue in full force and effect in accordance with its terms.

7 General

This letter and the Subscription Agreement shall be read and construed as one and the same agreement and each of the Parties, by execution of the letter, hereby acknowledges and agrees that the amended and new definitions referred to above in paragraph 2, together with the provisions set out in paragraphs 3 and 4, shall formally amend the Subscription Agreement.

Words and expressions used in this letter shall, unless the context otherwise requires, have the same meanings as defined in the Subscription Agreement.

The provisions of clauses 9 to 15 of the Subscription Agreement shall apply to this letter as if set out herein.

Please sign and return the enclosed copy of this letter acknowledging and confirming the above.

Yours faithfully,

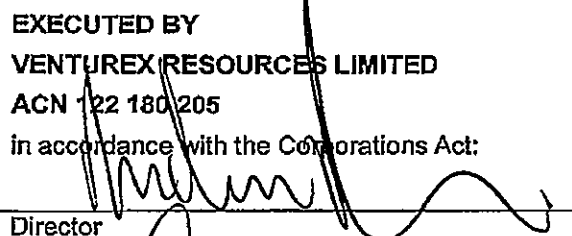


For and on behalf of

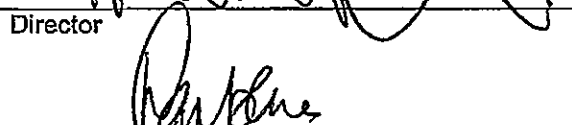
Regent Pacific Group Limited

We hereby acknowledge and confirm the above.

EXECUTED BY)
VENTUREX RESOURCES LIMITED)
ACN 122 180 205)
in accordance with the Corporations Act:)



Director



Director/Secretary