1 June 2012

Dear Shareholder

VENTUREX RESOURCES LIMITED: PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE

As announced on 29 May 2012, Venturex Resources Limited (ACN 122 180 205) (**Venturex**) is undertaking a 1:10 pro rata non-renounceable rights issue (**Offer**) of approximately 125,032,913 new fully paid ordinary shares (**Shares**) at an issue price of $0.036 each, to raise approximately $4,501,185 before expenses. The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 1 June 2012.

The Offer is fully underwritten by Northern Star Resources Limited (**Underwriter**).

The funds raised under the Offer, together with the approximately $6.5 million raised by the Company pursuant to the placement to the Underwriter, Northern Star Resources on 28 May 2012, are planned to be used in accordance with the table set out below:

Proceeds of the Offer & Placement	$	%
Feasibility Study	1,900,000	17.23%
Exploration – Australia	2,300,000	20.86%
Exploration – Brazil	1,000,000	9.07%
Expenses of the Offer & Placement	430,761	3.91%
Working capital	5,393,880	48.93%
Total	**11,024,641**	**100.00%**

The Offer is being made to every shareholder of the Company (**Shareholder**) named on its register of members at 7:00pm AEST on 13 June 2012 (**Record Date**), whose registered address is in Australia or New Zealand.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

Following completion of the Offer, the Company will have issued approximately 125,032,913 new Shares, resulting in a total issued Share capital of approximately 1,375,362,048.

A copy of the Prospectus is available on ASX's and Venturex's website. Eligible Shareholders will be mailed a Prospectus together with an Entitlement and Acceptance Form no later than 19 June 2012. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus.

For the purposes of calculating each Eligible Shareholder's entitlement, fractions of entitlements have been rounded up to the nearest whole number of new Shares.

Actions required of Eligible Shareholders

There are a number of actions Eligible Shareholders may take:

- You may wish to accept all of your rights to subscribe for new Shares pursuant to the Prospectus (**Entitlement**). To take up all or some of your Entitlement, you will need to ensure your application money for the Entitlement you wish to take up is received by

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Advanced Share Registry Services (**Share Registry**) by no later than **5:00pm WST on the Closing Date of 3 July 2012**, by completing and returning your Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form OR making a payment with BPAY in accordance with the instructions on your Entitlement and Acceptance Form.

- You may apply for Shares in excess of your Entitlement as shown on the Entitlement and Acceptance Form by completing Parts A and B of the form (Part B relates to the Shortfall Offer). Any Shortfall Shares applied for must be paid for when returning the Entitlement and Acceptance Form.

- You may wish to accept part of your Entitlement. To take up part of your Entitlement, you will need to ensure your application money for such amount of the Entitlement you wish to take up is received by the Share Registry by no later than **5:00pm WST on the Closing Date of 3 July 2012**, by completing and returning your Entitlement and Acceptance Form by filling in the number of new Shares you wish to accept in the space provided on the Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form OR making a payment with BPAY in accordance with the instructions on your Entitlement and Acceptance Form (at $0.036 per new Share).

- You may do nothing. If you choose to do nothing with your Entitlement, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

Key dates for the Offer

Event	Date
Lodgement of Prospectus with the ASIC	1 June 2012
Lodgement of Prospectus & Appendix 3B with ASX	1 June 2012
Notice sent to Optionholders	1 June 2012
Notice sent to Shareholders	5 June 2012
Ex date	6 June 2012
Record Date for determining Entitlements	13 June 2012
Prospectus dispatched to Shareholders & Company announces dispatch has been completed	19 June 2012
Closing Date*	3 July 2012
Shares quoted on a deferred settlement basis	4 July 2012
Dispatch of holding statements	11 July 2012
Quotation of Shares issued under the Offer*	11 July 2012

***Important Note:** The Directors may extend the Closing Date by giving at least 6 Business Days' notice to ASX prior to the Closing Date. As such, the date the Shares are expected to commence trading on ASX may vary.

If you have any queries concerning the Offer, or the action you are required to take to subscribe for new Shares, please contact your financial adviser or the Company Secretary, Liza Carpene, on +61 8 6387 7400.

Yours sincerely

LIZA CARPENE
Company Secretary