



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%         |
| <b>Total</b>                      | <b>11,024,641</b> | <b>100.00%</b> |

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.

**Ineligible Shareholders**

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand, compared with the small number of Ineligible Shareholders and the number and value of new Shares to which they would otherwise be entitled.

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**Registered & Principal Office**

Suite 3, Level 1, 127 Cambridge Street, West Leederville WA 6007  
PO Box 1444, West Leederville WA 6901

ABN 28 122 180 205

Tel: +61 8 6389 7400  
Fax: +61 8 9463 7836

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

If you have any queries concerning the Offer, please contact your financial adviser or the Company Secretary, Liza Carpene, on +61 8 6387 7400.

Yours sincerely

**LIZA CARPENE**  
**Company Secretary**