



30 April 2013

Dear Optionholder

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

As announced on 30 April 2013 Venturex Resources Limited (ACN 122 180 205) (**Venturex** or **Company**) is undertaking a 2:11 pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of up to 260,974,918 fully paid ordinary shares (**New Share**) to raise approximately \$5,219,498. The price of New Shares under the Offer is \$0.02 each (**Issue Price**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on or around 30 April 2013.

We note that you have agreed to the abridgement of your option terms and consent to the application of the rights issue timetable for non-renounceable pro-rata issues contained in Appendix 7A of the ASX Listing Rules in relation to the Offer.

It is intended that the Company use the funds raised by the Offer for:

Item of Expenditure	Amount (\$)
Costs of the offer	50,000
Optimisation Program	300,000
Exploration in Australia	3,400,000
Exploration in Brazil	200,000
Exploration and development at the Whim Creek Site	500,000
General Working Capital	1,970,000
TOTAL	\$6,420,000

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5:00pm (WST) on 8 May 2013, whose registered address is in Australia, New Zealand, Hong Kong or China.

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 up to 260,974,918 New Shares resulting in total Shares on issue of approximately 1,696,336,966.

Optionholders

The terms and conditions of the options you currently hold do not entitle you to participate in the Rights Issue unless you exercise your options in time for new shares to be allotted and to be entered on the Company's register of members on or before 5:00pm (WST) on 8 May 2013 (**Record Date**).

To exercise your options and thereby participate in the Rights Issue, you will need to deliver the following to the Company office at Level 2, 91 Havelock St, West Perth Western Australia 6005:

- (a) A notice of exercise of options (**attached** to this letter);

Registered & Principal Office

Level 2, 91 Havelock Street, West Perth WA 6005
PO Box 585, West Perth WA 6872

ABN 28 122 180 205

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

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

- (b) An option certificate (where the options are certificated) or a copy of a holding statement (where the options are uncertificated) in respect of those options to be exercised; and
- (c) Payment for the exercise price in respect of those options to be exercised by way of a cheque made payable to "Venturex Resources Limited".

To ensure that your new shares are allotted prior to the Record Date, the above must be received by the Company **no later than 2 May 2013**. If received after this date, allotment of new shares prior to the Record Date cannot be assured.

Before deciding whether to exercise any or all of your options, you should read the Prospectus in its entirety.

This notice is important and requires immediate attention. If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or the Company Secretary, Trevor Hart on +61 8 6389 7400.

Yours sincerely



TREVOR HART
Company Secretary