



24 July 2017

Company Announcements Platform
Australian Securities Exchange
Level 4
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir/Madam

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

ENTITLEMENT ISSUE NOW FULLY UNDERWRITTEN

This notice is given by Venturex Resources Limited (**Company**) under section 708AA(12) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by Australian Securities and Investment Commission ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by the ASIC Instrument.

The Company announced on 17 July 2017 its intention to undertake an equity raising of up to approximately \$3.75 million via a non-renounceable entitlement offer (**Entitlement Offer**) without disclosure to shareholders under Part 6D.2 of the Corporations Act pursuant to an offer document lodged with ASX on 17 July 2017 (**Offer Document**).

Under the Entitlement Offer, eligible shareholders are entitled to apply for two (2) new Shares for every seven (7) Shares held as at 5pm (WST) on 20 July 2017 to eligible shareholders with a registered address in Australia, New Zealand, China and Hong Kong.

The Entitlement Offer is underwritten by Euroz Securities Limited (AFSL 243302) (**Underwriter**).

It was previously stated in the Offer Document that the Underwriter will underwrite the Entitlement Offer in the amount of 625,240,141 Shares pursuant to the Underwriting Agreement.

The purpose of this announcement is to inform shareholders that the Underwriter has varied the Underwriting Agreement and will now fully underwrite the Entitlement Offer in the amount of 750,269,425 Shares, being a value of \$3,751,347. There were no other variations made to the Underwriting Agreement.

The Company hereby confirms that in respect of the Offer:

- (a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) the Company is providing this notice under section 708AA(12) of the Corporations Act, updating its previous section 708AA(2)(f) notice;

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- (c) 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;
 - (ii) section 674 of the Corporations Act as it applies to the Company;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (e) the potential effect that the issue of the new Shares pursuant to the Entitlement Offer will have on the control of the Company is as follows:
- (i) if all eligible shareholders take up their entitlements under the Entitlement Offer, the issue of Shares under the Entitlement Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Entitlement Offer;
 - (ii) in the more likely event that there is a Shortfall, eligible shareholders who do not subscribe for their full entitlement of Shares under the Entitlement Offer and ineligible shareholders unable to participate in the Entitlement Offer will be diluted relative to those shareholders who subscribe for some or all of their Entitlement and those persons who subscribe for the Shortfall;
 - (iii) in respect of any Shortfall, the Underwriter, in consultation with the Company, will allocate the Shortfall in the following order of priorities:
 - (A) eligible shareholders will be entitled to top-up their shareholding, by subscribing for additional shares to be issued from the Shortfall pool. However, the Company will only issue such Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Shares will not increase the applicant's voting power above 19.90%. Having regard to the number of Shares to be issued under the Offer, even if a substantial Shortfall eventuated, a participant in the Shortfall offer would not be in a position to exercise any substantive control in the Company;
 - (B) secondly, and to the extent of any remaining Shares forming the Shortfall, to sub-underwriters of the Entitlement Offer in the proportions determined by the Underwriter. In the event Northern Star are required to subscribe for their full underwriting commitment and take up their entitlement under the Offer (assuming no other subscriptions are received and no other sub-underwriter subscribes for their sub-underwriting commitment, their maximum voting power will increase to 24.95%. However, it is unlikely that no shareholders, other than Northern Star, will take up entitlements under the Offer. Northern Star's obligation and therefore its voting power will reduce by a corresponding amount for the amount of entitlements under the Offer taken up by the other shareholders; and
 - (iv) if no shareholders accept the Entitlement Offer and the Underwriter takes all of the Shortfall under the Underwriting Agreement, the Underwriter will end up with 750,269,425 Shares in the Company which would result in a voting power of 22.22%. The Underwriter has indicated above that it intends to sub-underwrite the Entitlement Offer. It is unlikely that the sub-underwriters will not perform their sub-underwriting obligations and that no shareholders will take up entitlements under the Entitlement Offer and, therefore, the Underwriter's obligation and therefore its voting power will reduce by a corresponding amount for the amount of the sub-underwriting commitments and the amount of entitlements under the Offer taken up by the other shareholders.

Yours sincerely



TREVOR HART
Company Secretary/CFO

For further information, please contact:

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