

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 28 122 180 205

1. Details of substantial holder (1)

Name Regent Pacific Group Limited ("Regent Pacific") and each of its related bodies corporate listed in the Annexure, 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 24/11/2017

The previous notice was given to the company on 10/08/2017

The previous notice was dated 10/08/2017

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)
Ordinary shares	616,684,454	616,684,454 (18.266%)	611,128,899	611,128,899 (16.983%)

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
10/10/2017 - 11/10/2017	Regent Pacific Group (via Galloway Limited, a company indirectly wholly owned by James Mellon, being a Director and substantial shareholder of Regent Pacific)	Disposal of an aggregate of 5,555,555 VXR shares on the market, which did not trigger any disclosure obligation for Regent Pacific	A\$99,894.13	5,555,555 ordinary shares	5,555,555 ordinary shares
24/11/2017	Regent Pacific Group	Dilution of Regent Pacific's shareholding in VXR as a result of the issue of an aggregate of 222,222,222 new VXR shares pursuant to an institutional placement (as announced by VXR on 17 November 2017), which were allotted on 24 November 2017	Not applicable	Not applicable	Not applicable

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	Regent Pacific Group Limited	Regent Pacific	Controller/beneficial owner of shares	587,184,454 ordinary shares	587,184,454 ordinary shares
Galloway Limited	Pershing Nominees Limited	Galloway Limited	Controller/beneficial owner of shares	23,944,445 ordinary shares	23,944,445 ordinary shares

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:

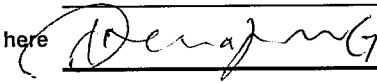
Name	Address
As per continuation sheet	

Signature

print name Stella Fung

Capacity Company Secretary

sign here



date 24/11/2017

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.

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

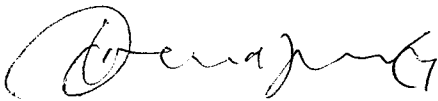
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 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.

**Continuation Sheet to Form 604 dated 24 November 2017
filed by Regent Pacific Group Limited**

6. Addresses

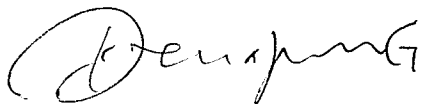
Name	Address
Regent Pacific Group	Registered office address: P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands Correspondence address: 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong
Galloway Limited	P.O. Box 3186, Palm Grove House, Road Town, Tortola, VG 1110, British Virgin Islands
Pershing Nominees Limited	The Royal Liver Building, Pier Head, Liverpool, L3 1LL, United Kingdom



**Stella Fung
Company Secretary
Regent Pacific Group Limited
24 November 2017**

Annexure

This is the Annexure of one (1) page mentioned in the ASIC Form 604 signed by me and dated 24 November 2017.



Stella Fung
Company Secretary
Regent Pacific Group Limited
24 November 2017

List of related bodies corporate of Regent Pacific Group Limited

1. Alphorn Management Limited
2. Amerinvest Coal Industry Holding Company (BVI) Limited
3. Amerinvest Coal Industry Holding Company (Hong Kong) Limited
4. Amerinvest Coal Industry Holding Company Limited
5. AstroEast.com (Hong Kong) Limited
6. AstroEast.com Limited
7. Capital Nominees Limited
8. Interman Holdings Limited
9. Interman Limited
10. MinMetallurgical Consultants Limited
11. Plethora Solutions Holdings plc
12. Plethora Solutions Limited
13. Regent (Australia) Limited
14. Regent Coal (Holdings) Limited
15. Regent Corporate Finance Limited
16. Regent Financial Services Limited
17. Regent Fund Management (Asia) Limited
18. Regent Fund Management Limited
19. Regent (Indonesia I) Limited
20. Regent (Indonesia II) Limited
21. Regent Metals Holdings Limited
22. Regent Pacific Group (Hong Kong) Limited
23. RPG (Bahamas) Limited
24. RPG Investments I Limited