

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Venturex Resources Limited (VXR)ACN/ARSN 122 180 205**1. Details of substantial holder (1)**

William James Beament (Bill Beament)
 Bill Beament ATF The Beament Family Trust
 Mining and Infrastructure Group Pty Ltd (ACN 132 954 968)
 St Emilion Super Pty Ltd (ACN 634 644 009) ATF The St Emilion Super Fund
 The estate of Mr John Beament
 Precision Opportunities Fund Ltd (ACN 613 479 262)
 Timothy Leonard Weir
 Fosdike Securities Pty Ltd (ACN 118 132 102)
 Fullsack Enterprises Pty Ltd (ACN 113 669 195)
 Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>
 Andrew Malcolm Clayton
 A and J Clayton Super Fund
 Jodi Leanne Clayton
 Shane Gavin McLeay
 Efficient Dynamics Pty Ltd (ACN 147 302 092) ATF McLeay Super Fund A/C
 Investmin Pty Ltd (ACN 155 263 915)
 Michael Gerrard Blakiston
 Anthony Christopher Kenny
 Nero Resource Fund Pty Ltd (ACN 143 456 017)
 Treasury Services Group Pty Ltd (ACN 123 878 384) ATF Nero Resource Fund
 Russell John Delroy
 Timothy James Day
 Elegy Pty Ltd (ACN 615 038 616)

Name

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 24/02/2021**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	23,232,386	23,232,386	5.58%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure B				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure C	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure D	

Signature

print name William James Beament

capacity **Substantial holder and with authority of other parties listed in Annexure A**

sign here

Bill Beament

date 31 / 03 / 2021

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.
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Annexure A – Details of relevant interests and present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
Bill Beament	William James Beament ATF the Beament Family Trust	William James Beament ATF the Beament Family Trust	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act).	635,902 Shares
Bill Beament	Mining and Infrastructure Group Pty Ltd	Mining and Infrastructure Group Pty Ltd	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> .	66,667 Shares
Bill Beament	St Emilion Super Pty Ltd ATF The St Emilion Super Fund	St Emilion Super Pty Ltd ATF The St Emilion Super Fund	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> .	366,500 Shares
Bill Beament	The estate of Mr John Beament	The estate of Mr John Beament	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> .	24,390 Shares
Bill Beament Michael Gerrard Blakiston Anthony Christopher Kenny Timothy Leonard Weir Precision Opportunities Fund Ltd	Precision Opportunities Fund Ltd	Precision Opportunities Fund Ltd	Each of Bill Beament, Michael Gerrard Blakiston, Anthony Christopher Kenny and Timothy Leonard Weir have a relevant interest pursuant to section 608(3) due to their voting power in Precision Opportunities Fund Ltd. Precision Opportunities Fund Ltd has a relevant interest pursuant to section 608(1)(a) as registered holder.	15,327,391 Shares
Timothy Leonard Weir Fosdike Securities Pty Ltd	Fosdike Securities Pty Ltd	Fosdike Securities Pty Ltd	Timothy Leonard Weir has a relevant interest pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> . Fosdike Securities Pty Ltd has a relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act</i> as registered holder.	1,000,000 Shares

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
Timothy Leonard Weir Fullsack Enterprises Pty Ltd	Fullsack Enterprises Pty Ltd	Fullsack Enterprises Pty Ltd	Timothy Leonard Weir has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Fullsack Enterprises Pty Ltd has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	500,000 Shares
Timothy Leonard Weir Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>	Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>	Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>	Timothy Leonard Weir has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C> has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	200,000 Shares
Andrew Malcolm Clayton A and J Clayton Super Fund	A and J Clayton Super Fund	A and J Clayton Super Fund	Andrew Malcolm Clayton has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. A and J Clayton Super Fund has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	499,334 Shares
Andrew Malcolm Clayton Jodi Leanne Clayton	Jodi Leanne Clayton	Jodi Leanne Clayton	Andrew Malcolm Clayton has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Jodi Leanne Clayton has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	572,727 Shares
Shane Gavin McLeay Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C	Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C	Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C	Shane Gavin McLeay has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	100,000 Shares
Shane Gavin McLeay Investmin Pty Ltd	Investmin Pty Ltd	Investmin Pty Ltd	Shane Gavin McLeay has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Investmin Pty Ltd has a relevant interest pursuant to section 608(1)(a) of	75,000 Shares

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
			the Corporations Act as registered holder.	
<p>Timothy James Day</p> <p>Elegy Pty Ltd</p>	Elegy Pty Ltd	Elegy Pty Ltd	<p>Timothy James Day has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act.</p> <p>Elegy Pty Ltd has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.</p>	232,727 Shares
<p>Nero Resource Fund Pty Ltd</p> <p>Russell John Delroy</p> <p>Treasury Services Group Pty Ltd (ACN 123 878 384) ATF Nero Resource Fund</p>	Treasury Services Group Pty Ltd <Nero Resource Fund A/C>	Treasury Services Group Pty Ltd ATF Nero Resource Fund	<p>Nero Resource Fund Pty Ltd has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act as investment manager of the Nero Resource Fund.</p> <p>Russell John Delroy has a relevant interest pursuant to section 608(3)(b) of the Corporations Act as controller of Nero Resource Fund Pty Ltd.</p> <p>Treasury Services Group Pty Ltd ATF Nero Resource Fund Pty Ltd has a relevant interest as registered holder of voting shares and pursuant to sections 608(1)(b) and (c) of the Corporations Act as trustee of the Nero Resource Fund.</p>	3,361,748 Shares

Annexure B – Consideration

Note: The Associates (as defined in Annexure C) acquired relevant interests in voting shares of VXR of 5% or more of the total number of votes attached to voting shares in VXR through the acquisition of 3,000,000 Shares on 24 February 2021 as set out below. The Associates became aware of this acquisition and substantial holding on 29 March 2021.

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
Timothy James Day Elegy Pty Ltd	25 January 2021	\$0.12 per Share	N/A	166,666 Shares
Timothy James Day Elegy Pty Ltd	25 January 2021	\$0.115 per Share	N/A	45,379 Shares
Timothy James Day Elegy Pty Ltd	27 January 2021	\$0.115 per Share	N/A	41,577 Shares
Timothy Leonard Weir Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>	24 February 2021	\$0.26 per Share	N/A	200,000 Shares
Precision Opportunities Fund Ltd	24 February 2021	\$0.25 per Share	N/A	500,000 Shares
Nero Resource Fund Pty Ltd Russell John Delroy Treasury Services Group Pty Ltd ATF Nero Resource Fund	24 February 2021	\$0.26 per Share	N/A	3,000,000 Shares
Timothy James Day Elegy Pty Ltd	24 February 2021	\$0.25 per Share	N/A	200,000 Shares
Timothy James Day Elegy Pty Ltd	24 February 2021	\$0.27 per Share	N/A	200,000 Shares
Nero Resource Fund Pty Ltd Russell John Delroy Treasury Services Group Pty Ltd ATF Nero Resource Fund	25 February 2021	\$0.30 per Share	N/A	50,000 Shares
Andrew Malcolm Clayton Jodi Leanne Clayton	4 March 2021	\$0.10 per Share	N/A	272,727 Shares

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
Bill Beament, William James Beament ATF the Beament Family Trust	8 March 2021	\$0.305 per Share	N/A	61,357 Shares
Bill Beament, William James Beament ATF the Beament Family Trust	9 March 2021	\$0.325 per Share	N/A	120,000 Shares
Nero Resource Fund Pty Ltd Russell John Delroy Treasury Services Group Pty Ltd ATF Nero Resource Fund	9 March 2021	\$0.33 per Share	N/A	335,748 Shares
Nero Resource Fund Pty Ltd Russell John Delroy Treasury Services Group Pty Ltd ATF Nero Resource Fund	10 March 2021	\$0.33 per Share	N/A	246,000 Shares
Shane Gavin McLeay Investmin Pty Ltd	11 March 2021	\$0.35 per Share	N/A	75,000 Shares

Annexure C – Associates

Note: Each of Bill Beament, Precision Opportunities Fund Ltd, Timothy Leonard Weir, Andrew Malcolm Clayton, Shane Gavin McLeay, Michael Gerrard Blakiston, Anthony Christopher Kenny, Nero Resource Fund and Timothy James Day (**Associates**) may be considered to be associates of each other for the reasons set out below. Any such association will end by no later than the time at which the entitlement offer which forms part of the VXR recapitalisation announced to the ASX on 24 February 2021 completes.

Name and ACN (if applicable)	Nature of association
Precision Opportunities Fund Ltd (ACN 613 479 262)	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Timothy Leonard Weir	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Andrew Malcolm Clayton	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Shane Gavin McLeay	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Michael Gerrard Blakiston	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Anthony Christopher Kenny	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Nero Resource Fund	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.
Timothy James Day	Acting in concert with each other Associate with respect to the recapitalisation of VXR announced to the ASX on 24 February 2021 pursuant to section 12(2)(c) of the Corporations Act.

Annexure D – Addresses

Name	Address
Bill Beament	Level 1, 388 Hay Street, Subiaco WA 6008
Bill Beament ATF The Beament Family Trust	
Mining and Infrastructure Group Pty Ltd	
St Emilion Super Pty Ltd ATF The St Emilion Super Fund	
The estate of Mr John Beament	
Precision Opportunities Fund Ltd	PO Box 1976, West Perth WA 6005
Timothy Leonard Weir	PO Box 6023, Swanbourne WA 6010
Fosdike Securities Pty Ltd	
Fullsack Enterprises Pty Ltd	
Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>	
Andrew Malcolm Clayton	65 Newry Street, Floreat WA 6014
Jodi Leanne Clayton	
A and J Clayton Super Fund	
Shane Gavin McLeay	12 Garden St, Swanbourne WA 6005
Efficient Dynamics Pty Ltd	
Investmin Pty Ltd	
Michael Gerrard Blakiston	C/- Level 16, 123 St Georges Terrace, Perth WA 6000
Anthony Christopher Kenny	1202 Hay Street, West Perth WA 6005
Nero Resource Fund Pty Ltd	C/- AAM, PO Box 107, Morley WA 6943

Name	Address
Treasury Services Group Pty Ltd ATF Nero Resource Fund	
Russell John Delroy	
Timothy James Day	11 Warton Street, Cottesloe WA 6011
Elegy Pty Ltd	