VENTUREX RESOURCES LIMITED

ABN 28 122 180 205

Interim Financial Report

For the Half Year Ended 31 December 2012

(previous corresponding period: Half Year Ended 31 December 2011)

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2012 and any public announcements made by Venturex Resources Limited during the half year in accordance with the continuous disclosure of the Corporations Act 2001.

Corporate Directory

DIRECTORS

Anthony Kiernan	Non-Executive Chairman
Michael Mulroney	Managing Director
Allan Trench	Non-Executive Director
John Nitschke	Non-Executive Director
Raymond Parry	Non-Executive Director
James Mellon	Non-Executive Director

COMPANY SECRETARY
Liza Carpene

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QUOTED SECURITIES
ASX Code: VXR Shares

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Directors' Report

Your Directors present their report on the Group consisting of Venturex Resources Limited (Venturex) and the entities it controlled at the end of, or during, the half year ended 31 December 2012.

Directors

The following persons were Directors of Venturex during the whole of the half year and up to the date of this report. Directors were in office for the entire period unless otherwise stated.

Mr Anthony Kiernan	Non-Executive Chairman
Mr Michael Mulroney	Managing Director
Dr Allan Trench	Non-Executive Director
Mr John Nitschke	Non-Executive Director
Mr Raymond Parry	Non-Executive Director
Mr James Mellon	Non-Executive Director (appointed 5 February 2013)

Financial Results

The consolidated loss before income tax of the Group during the half year ended 31 December 2012 was $5,355,129 (31 December 2011: loss of $2,172,319). The consolidated loss after income tax of the Group during the half year ended 31 December 2012 was $5,355,129 (31 December 2011: profit of $9,079,739).

The loss result includes an impairment/write off of $3,857,902 of capitalised exploration and evaluation costs (31 December 2011: $1,107,536) following a detailed review of the tenements.

Review of Operations

In the six months ended 31 December 2012, the Company's main focus centred on the completion of the Pilbara Copper–Zinc Project Definitive Feasibility Study (DFS). In addition, the Company continued to progress its copper-zinc exploration in the Pilbara, and low level gold exploration in Brazil.

Pilbara Copper–Zinc Project Definitive Feasibility Study (DFS)

During the reporting period, Venturex completed the DFS, and commenced working on the permitting and financing processes for the Project. Work on the Project continues in-house under the governance of the internal Management Team.

The DFS centred on the development of the Project based on the following assumptions:

- a 1.0Mtpa processing facility located at the Sulphur Springs site;
- ore from a new underground mine at Sulphur Springs initially, and then supplemented from the expansion of two existing open pits at Whim Creek in latter years;
- average annual payable metal production of 16,500t Cu, 30,000t Zn and 200,000oz Ag;
- average annual concentrate production of 130,000 dmt;
- current Reserve Mine Life of 8.5 years; and
- pre-production capital costs of A$279m which includes mine development and infrastructure to support the operations.

The DFS results were released to the ASX on 18 December 2012 in an announcement titled: *Pilbara Cu-Zn Project DFS Delivers Positive Outcome*.

Optimisation work continues on refining the capital cost assumptions.

The Company has commenced the permitting process and is progressing the Mining Proposal documentation for submission to the Department of Mines and Petroleum, anticipated to be in March 2013. Consultation with other regulatory authorities, local government and Stakeholder groups is continuing.

As part of an ongoing process, dialogue has commenced with various potential debt advisors, off-take partners and other finance providers as part of the broader financing strategy for the Project.

Directors' Report continued

Copper-Zinc Exploration in the Pilbara

Sulphur Springs Region

During the period, a six hole (1,498 metres) RC drilling program was completed at the Sulphur Springs deposit to test for extensions to the known resource model. The drilling program successfully confirmed high grade extensions to the Western Lens copper-zinc mineralisation at depth and located a zone of high grade zinc (lead) mineralisation in the hanging wall zone of the Western Lens.

The drilling results resulted in an increase to the total Indicated and Inferred Resource for the Sulphur Springs deposit to 12.83 million tonnes grading 1.5% copper, 4.1% zinc, 0.2% lead and 17.6g/t silver based on a cut-off grade of copper >0.4% or zinc >2%.

In November 2012, the Company completed the acquisition of the Kangaroo Caves Mining Lease 45/587 from CBH Panorama Pty Limited and Sipa Resources Limited (Panorama Joint Venture Partners). The tenement is located 6km south-east of the Sulphur Springs Project and has a previously stated total mineral resource of 6.3Mt @ 0.5% Cu and 3.3% Zn[1]. A detailed exploration drilling program is being planned for commencement in early 2013.

As part of the agreement with the Panorama Joint Venture Partners, the Company is awaiting resolution of certain actions in the Warden's Court in relation to the potential settlement of the acquisition of the remaining Panorama Joint Venture tenements, being: P45/2607, P45/2609, P45/2610, P45/2611, P45/2612, P45/2613, P45/2614 and P45/2616.

Whim Creek Region

During the period, a total of 3,285 metres of RC drilling was completed on several target areas within the Salt Creek trend, located approximately 17 kilometres north-west of Whim Creek.

East Balla

At East Balla, RC drilling (BBR001-006) intersected a broad zone of footwall-style alteration with local zones of disseminated, and occasionally semi-massive[2], sulphide mineralisation.

The mineralisation intersected is predominately pyrite (iron sulphide) with traces of copper and zinc mineralisation. The assay results revealed a broad zone (up to 17 metres) of anomalous copper, zinc and lead values consistent with an alteration halo in a peripheral footwall setting.

Dough Boy

A program of seven RC drill holes was completed at the Dough Boy prospect, located at the southern end of the Salt Creek trend to test geochemical anomalies. Several drill holes (DBR001, DBR005, DBR006), intersected broad (+20 metres) zones of weak footwall-style alteration but no significant assays were recorded.

Salt Creek

Two RC drill holes were completed 400 metres south-west along strike of the existing Salt Creek deposit prospect to test geochemical anomalies. Both drill holes intersected only minor disseminated sulphide mineralisation in altered volcanoclastic sediments. Assay results from SCR014 indicated narrow zones of anomalous copper and zinc values whilst no significant assays were recorded from SCR015.

Liberty-Indee Joint Venture (VXR 70%)

Evelyn Deposit

The two diamond drill holes completed to test strong down-hole EM anomalies positioned down plunge from the existing Evelyn Cu-Zn resource revealed that the targeted contact horizon has been extensively folded. Both holes intersected narrow zones of sulphide mineralisation consisting of predominately pyrrhotite (iron sulphide) with minor zinc and copper sulphides. Significant assays included: 1.2m @ 0.5% Cu from 365.6m in JED009, and 0.6m @ 0.5% Cu from 335.8m in JED010.

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[1] The Panorama Joint Venture Partners published a JORC-compliant global resource statement undertaken by independent consultants for the Kangaroo Caves deposit in October 2007 (refer to Sipa Resources Ltd's ASX release dated 22 October 2007).
[2] "Semi-massive" refers to up to 40% pyrite.

Directors' Report continued

The drilling results do not fully explain the strong down hole geophysical anomalies and further geophysical surveys are planned to assist in the structural analysis and modelling of the area prior to the next round of drilling.

Mt Satirist

The Group acquired the Mt Satirist tenement (E47/2674) in December 2012 and it is believed to have similar geology to the Liberty-Indee lease, specifically containing geology suitable to formation of a VMS deposit. Initial work will include ground mapping and surface geochemistry.

Gold Exploration in Brazil

Venturex is exploring for large gold deposits in Brazil through its wholly owned subsidiary, CMG Mineração Ltda (CMGM).

Exploration during the period focused on reconnaissance geochemical sampling of the Company's projects in the Western Tapajós Gold Province of Pará.

Activities in Brazil were slow as the Company waited for further information on the proposed regulatory changes in Brazil in relation to the Mineral Code and environmental permitting processes. Pending environmental permitting, field work will continue to test current geological and geochemical targets, and define new targets and projects.

Nova Canaã

An initial diamond drilling program at the Dona Maria Prospect, located in the north-west corner of the tenement, was completed during the period. In total, six holes were drilled for a total of 751.65 metres, including 677.72 metres of HQ core and 73.93 metres of NQ core.

The diamond drilling program tested an area where previous trenching by CMGM located a mineralised shear zone which assaying up to 6 metres @ 9.9g/t Au. The area is part of a consistent three kilometre geochemical gold anomaly coincident with interpreted regional structure and several quartz vein outcrops.

The diamond drilling program intersected highly variable zones of alteration and mineralisation within a sheared granitic host rock which has been intruded by a series of mafic (andesitic) dykes.

Significant assay results included: : 8m @ 15.33g/t Au, including 3m @ 36.53g/t Au, in 12NCD004.

The high grade intersection in drill hole 12NCD004 coincides with a zone of intense quartz veining with strong silica-sericite alteration in granite from 30 metres depth. Within the zone of intense veining, individual quartz veins contain fine, disseminated visible gold, galena and pyrite mineralisation. Initial interpretation suggest that the high grade zones in hole 12NCD004 and trench 12NCTR003 (6 metres @ 9.9g/t Au) are part of a west-dipping tensional splay related to the main shear zone.

Additional drilling is planned to further test this zone of mineralisation and other areas within the three kilometre geochemical anomaly defined by auger sampling.

Grande Canaã

Regional auger sampling (800 metres x 200 metres grid) was completed during the period over a large area. A total of 286 soil samples and 14 rock chip samples were collected during the sampling program.

Regional mapping revealed a variable volcanic sequence ranging from andesite to dacite in the west, to volcanoclastic sediments in the east. Local prospectors are currently mining from small shafts and pits in mineralised granite and coarse felsic volcanic breccias immediate to the south of the Grand Canaã tenements. The presence of highly altered zones and hydrothermal breccias within the volcanic sequence, plus sheeted/stockwork veining in the adjacent granites indicates the structural contact between the two lithologies is a highly prospective regional target.

Auger sampling assay results produced a significant continuous gold anomaly (+20ppb Au) over more than three kilometres in length in the central southern portion of the grid with a second anomalous trend on the western edge of the grid together with various spot anomalies. Rock chip sampling of the host volcanic rocks in the southern anomaly revealed an extensive zone of disseminated pyrite with quartz veining. Assaying of mineralised quartz-pyrite boulders in adjacent creeks returned gold values up to 9.58g/t Au.

Directors' Report continued

Castelo de Sonhos

A detailed soil sampling program was completed at the new Cesar Prospect at Castelo de Sonhos. A total of 365 soil samples (50 m x 100 m grid) and 14 rock chip samples were collected over an area of quartz-pyrite veining in biotite granite host rocks.

The assay results outlined several isolated gold anomalies (+20ppb Au) with accompanying rock chip assay results to a maximum of 1.95g/t Au. Gold mineralisation appears to be limited to quartz veins with only minor values in the surrounding alteration and hosting granites.

Continuing regional exploration in the Castelo Project area identified further historical garimpo pits and shafts (ie. Chico prospect) which were largely inaccessible due to unstable ground conditions. Surface grab sampling from adjacent mullock piles produced anomalous assay results up to a maximum of 11.9g/t Au. The gold mineralisation is associated with quartz veining on the margins of a unexposed granite intrusion marked by circular drainage patterns and elevated topography. Further work is required to understand the significance of these results.

Corporate

In October 2012, Atlas Iron Limited (Atlas), in accordance with the Haul Road Agreement with Venturex, elected to commence construction of the joint haul road linking the new Abydos mining operation to the existing sealed Marble Bar Road. The joint haul road will also serve as Venturex's access road route to the proposed Sulphur Springs Hub site as per the agreement between Atlas and Venturex dated 26 April 2012 (refer ASX Announcement 27 April 2012). Commencement of construction in anticipated in the first quarter of 2013.

On 20 November 2012, the Company completed the acquisition of the Kangaroo Caves Resource (M45/587) from CBH Panorama Pty Ltd (60%) and Sipa Resources Limited (40%) via a future royalty of A$2.00 per dry metric tonne of ore mined and processed from the tenement.

During the period, the following changes occurred to the Company's capital structure:

- Placement of 125,032,913 ordinary shares at 3.6 cents per share
- Issue of 10,000,000 unlisted options expiring 22/7/15, exercisable at 12 cents per share
- Expiry of 12,000,000 unlisted options expiring 6/12/12.

The Company's current capital on issue stands at:

- 1,375,362,048 ordinary fully paid shares; and
- 36,500,000 unlisted options

Subsequent to the period, the Company appointed Mr James Mellon to the Board as a Non-Executive Director.

Auditors' Independence Declaration

A copy of the auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out on Page 6.

This report is made in accordance with a resolution of the Board of Directors.

MICHAEL MULRONEY
Managing Director

Dated: 13 March 2013

Directors' Report continued

Competency Statements

The information in this report that relates to Exploration Results, Mineral Resources and Ore Reserves is based on information compiled or reviewed by Mr Michael Mulroney and Mr Steven Wood who are Members of the Australasian Institute of Mining and Metallurgy. Mr Mulroney and Mr Wood are full time employees of Venturex Resources Limited and have sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity being undertaking to qualify as Competent Persons as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Mulroney and Mr Wood consent to the inclusion in the report of the matters based on their information in the form and context in which it appears.

The information in this report that relates to Ore Reserves is based on information compiled or reviewed by Mr David Clark who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Clark is a full time employee of RMDSTEM Limited and has sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Clark consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Brazil Exploration Results is based on information compiled by Mr Karl Weber who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Weber is a fulltime employee of CMG Mineração Ltda, a wholly owned subsidiary of Venturex Resources Limited, and has sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Weber consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

Auditor's Independence Declaration

William Buck

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF VENTUREX RESOURCES LIMITED AND CONTROLLED ENTITIES

I declare that, to the best of my knowledge and belief, during the period ended 31 December 2012 there have been:

— no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review; and

— no contraventions of any applicable code of professional conduct in relation to the review.

William Buck Audit (WA) Pty Ltd.

William Buck Audit (WA) Pty Ltd
Registered Company Auditor No: 339150
ABN 67 125 012 124

Stephen K. Breihl.

Stephen K Breihl
Director
Dated this 13th March, 2013

Sydney
Melbourne
Brisbane
Perth
Adelaide
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Consolidated Statement of Profit or Loss and Comprehensive Income for the Half Year Ended 31 December 2012

	Notes	31 December 2012 $	31 December 2011 $
Revenue			
Other income		744,400	183,743
Gross profit		744,400	183,743
Administrative expenses		(704,928)	(495,421)
Corporate expenses		(142,780)	(176,464)
Directors, employees, and consultants fees		(647,598)	(805,737)
Exploration and evaluation expenses		(283,303)	(199,675)
Impairment/write off of area of interest		(3,857,902)	(1,107,536)
Total expenses		**(5,636,511)**	**(2,784,833)**
Results from operating activities		**(4,892,111)**	**(2,601,090)**
Finance income		236,471	232,241
Finance costs		(13,403)	(11,494)
Movement in fair value of environmental provisions		(627,659)	176,741
Movement in fair value of contingent liability		(58,427)	31,283
Net finance income		(463,018)	428,771
Loss before income tax		**(5,355,129)**	**(2,172,319)**
Income tax		-	11,252,058
Profit from continuing operations		**(5,355,129)**	**9,079,739**
Profit (loss) for the period		**(5,355,129)**	**9,079,739**
Other comprehensive income			
Foreign currency translation differences – foreign operations		(17,079)	(19,769)
Other comprehensive income for the period, net of tax		(17,079)	(19,769)
Total comprehensive income (loss) for the period, attributed to members of the parent entity		**(5,372,208)**	**9,059,970**
(Loss) / Earnings per share			
Basic (loss)/profit per share		(0.40 cents)	0.84 cents
Diluted (loss)/profit per share		(0.40 cents)	0.84 cents

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position
as at 31 December 2012

	Notes	31 December 2012 $	30 June 2012 $
Current assets			
Cash and cash equivalents		4,651,487	6,532,338
Trade and other receivables		46,684	24,546
Inventories		36,569	29,956
Other (Environmental Bonds and Prepayments)		1,847,090	1,772,474
Total current assets		**6,581,830**	**8,359,314**
Non-current assets			
Property, plant and equipment		3,696,468	2,903,158
Exploration and evaluation		66,029,386	65,299,879
Total non-current assets		**69,725,854**	**68,203,037**
Total assets		**76,307,684**	**76,562,351**
Current liabilities			
Trade and other payables		1,059,611	1,076,274
Provisions (Contingent Liability & Annual Leave)		3,287,894	3,227,734
Employee provisions		182,359	172,758
Total current liabilities		**4,529,864**	**4,476,766**
Non-current liabilities			
Provisions (Rehabilitation Liability)		4,641,631	3,994,923
Total non-current liabilities		**4,641,631**	**3,994,923**
Total liabilities		**9,171,495**	**8,471,689**
Net assets		**67,136,189**	**68,090,662**
Equity			
Issued capital	5	83,507,343	79,356,172
Reserves	5	888,949	1,226,837
Accumulated Losses		(17,260,103)	(12,492,347)
Total equity		**67,136,189**	**68,090,662**

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity for the Half Year Ended 31 December 2012

	Issued Capital $	Share Based Compensation $	Translation Reserve $	Accumulated Losses $	Total $
Balance at 30 June 2011	73,016,616	1,232,768	60,994	(20,810,177)	53,500,201
Options issued	-	194,794	-	-	194,794
Profit for the period	-	-	-	9,079,739	9,079,739
Total comprehensive income	-	-	(19,769)	-	(19,769)
Balance at 31 December 2011	**73,016,616**	**1,427,562**	**41,225**	**(11,730,438)**	**62,754,964**
Balance at 30 June 2012	79,356,172	1,204,793	22,044	(12,492,347)	68,090,662
Issue of securities	4,501,185	-	-	-	4,501,185
Security issue costs	(350,014)	-	-	-	(350,014)
Options issued	-	266,564	-	-	266,564
Options expired	-	(587,373)	-	587,373	-
Loss for the period	-	-	-	(5,355,129)	(5,355,129)
Total comprehensive income	-	-	(17,079)	-	(17,079)
Balance at 31 December 2012	**83,507,343**	**883,984**	**4,965**	**(17,260,103)**	**67,136,189**

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flow for the Half Year Ended 31 December 2012

	Notes	31 December 2012 $	31 December 2011 $
Cash flows related to operating activities			
Payments to suppliers and employees		(1,610,337)	(1,227,152)
Interest received		223,386	304,257
Payment of Stamp Duty for purchase of controlled entity		-	(1,204,165)
Taxes received		720,311	-
Net cash used in operating cash flows		**(666,640)**	**(2,127,060)**
Cash flows related to investing activities			
Payment for purchases of plant and equipment		(721,552)	(37,388)
Proceeds from sale of plant and equipment		636	-
Proceeds from sale of mining tenements		-	147,316
Payment for deferred exploration expenditure		(4,320,528)	(4,382,085)
Net cash used in investing cash flows		**(5,041,444)**	**(4,272,157)**
Cash flows related to financing activities			
Proceeds from issues of securities		4,186,675	-
Capital raising costs		(350,014)	-
Net cash from financing cash flows		**3,836,661**	**-**
Net decrease in cash and cash equivalents		**(1,871,423)**	**(6,399,217)**
Cash and cash equivalents at the beginning of the half year		6,532,338	10,599,384
Effects of exchange rate changes on cash and cash equivalents		(9,428)	(33,547)
Cash and cash equivalents at the end of the half year		**4,651,487**	**4,166,620**

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

Note 1. Basis of Preparation

Reporting Entity

Venturex Resources Limited is a company domiciled in Australia. The consolidated interim financial statements of the Company as at, and for the six months ended 31 December 2012, comprises the Company and its subsidiaries (together referred to as the "Group"), Venturex Pilbara Pty Ltd, Venturex Sulphur Springs Pty Ltd, Jutt Resources Pty Ltd, Juranium Pty Ltd, CMG Gold Ltd and CMG Mineração Ltda.

Statement of Compliance

The general purpose financial statements for the interim half year reporting period ended 31 December 2012 have been prepared in accordance with requirements of the Corporations Act 2001 and Australian Accounting Standard AASB 134: Interim Financial Reporting.

This interim financial report is intended to provide users with an update on the latest annual financial statements of Venturex Resources Limited and its controlled entities (referred to as the Consolidated Group or the Group). As such, it does not contain information that represents relatively insignificant changes occurring during the half year within the Group. It is therefore recommended that this interim financial report be read in conjunction with the annual financial statements of the Group for the year ended 30 June 2012, together with any public announcements made during the half year.

Significant Accounting Policies

The accounting policies and methods of computation adopted in the preparation of the half year financial report are consistent with those adopted and disclosed in the Company's 2012 annual financial report for the financial year ended 30 June 2012, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

The Group has implemented the following accounting policy during the period:

(i) Employee Benefits

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior period. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the Reserve Bank of Australia's Cash Rate at the reporting date. Any actuarial gains or losses are recognised in profit or loss in the period in which they arise.

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current reporting period.

New and revised Standards and amendments thereof and Interpretations effective for the current half-year that are relevant to the Group include:

- Amendments to AASB 1, 5, 7, 101, 112, 120, 121, 132, 133 and 134 as a consequence of AASB 2011-9 'Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income'

The adoption of all the new and revised Standards and Interpretations has not resulted in any changes to the Group's accounting policies and has no effect on the amounts reported for the current or prior half-years. However, the application of AASB 2011-9 has resulted in changes to the Group's presentation of, or disclosure in, its half-year financial statements.

AASB 2011-9 introduces new terminology for the statement of comprehensive income and income statement. Under the amendments to AASB 101, the statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and the income statement is renamed as a statement of profit or loss. The amendments to AASB 101 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to AASB 101 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to AASB 101 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

Notes to the Financial Statements continued

Going Concern

The Group incurred a loss before income tax of $5,355,129 (31 Dec 2011: loss of $2,172,319), net decrease of cash flows of $1,871,423 (31 Dec 2011 decrease: $6,399,217) and had a net asset balance of $67,136,189 (30 Jun 2012: $68,090,662) for the interim period ended 31 December 2012, including a cash balance of $4,651,487 (30 June 2012: $6,532,338).

The Directors are of the opinion that the Group's exploration and development assets will attract further capital investment when required. The Directors will continue to maximise the value of existing assets through careful planning of drilling campaigns, calculation of mineral resources as sufficient data becomes available and have completed a definitive feasibility study to determine future operational cash flows. In addition, the Directors will continue to assess other asset acquisition opportunities that they reasonably believe have the potential to increase the value of Shareholders' equity. The Group will also consider divestments if the proceeds are likely to exceed the realisable value of such assets if they were retained.

The Group will be required to raise additional capital to fund its future activities, including provision for ongoing working capital, exploration and pre-production activities. The Directors believe that the Group has the ability to raise additional funds through its 15% share placement capacity, via short term loan funding arrangements or sale of non-core assets.

If the Group proceeds with a decision to mine following the conclusion of the permitting process, the Group will be required to fund the development of the Project. The Group is investigating and evaluating all potential options available to fund the Project, and is well advanced in discussions with numerous funding organisations and other market participants. The Group has appointed advisers to assist in sourcing funding for the construction and development of the Pilbara Project.

In the event that the Group is unable to raise funding for the Project, the Group will investigate alternate funding options including joint venturing the Project, delaying the Project until capital markets improve, divesting other non-core assets or reviewing the Company's current activities.

The Group incurred impairments and write-offs of exploration assets to the value of $3,857,902 (31 Dec 2011: $1,107,536). The Directors anticipate that no further impairments or write-offs of exploration assets will be incurred in the remainder of the 2012/2013 financial year due to:

- the Group continuing to add value to its Pilbara tenements by increasing resources through exploration and acquisition, and completion of permitting process for the Pilbara Copper-Zinc Project, and
- the Group holding 100% interest in the remaining Brazilian exploration tenements and planned gold exploration programs during the year.

The Directors believe that the Group will be successful in the above matters and, at this time, the Directors are of the opinion that no asset is likely to be realised for an amount less than the amount at which it is recorded in the interim financial report as at 31 December 2012. Accordingly, the accompanying financial statements do not include any adjustments relating to the recoverability and classification of the asset carrying amount or the amount and classification of liabilities that might be necessary if the Group is unable to continue as a going concern.

Note 2. Dividends

The Company has not resolved to declare any dividends in the period ended 31 December 2012.

Note 3. Segment Reporting

Management has determined that the Group has one reportable segment, being resources exploration, which is based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources. As the Group is focused on resources exploration, focusing on several base and precious metals resources, the Board monitors the Group based on actual versus budgeted exploration expenditure incurred by area of interest. This internal reporting framework is the most relevant to assist the Board with making decisions regarding the Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

Notes to the Financial Statements continued

Note 4. Contingent Liabilities

The Group settled the acquisition of Kangaroo Caves M45/587 on 20 November 2012.

Consideration for the acquisition is the granting of an uncapped royalty of $2.00 per dry metric tonne for any ore mined and processed from the Kangaroo Caves tenement.

The Group has yet to complete the acquisition of the remaining Kangaroo Caves tenements that are subject to an action in the Warden's Court (P45/2607, P45/2609-14, P45/2616). The agreement between the parties has been extended pending resolution of the above action.

At this stage, the Kangaroo Caves resource has not been included in the feasibility study for the proposed Pilbara Copper-Zinc Project as additional exploration work is required to further define the reserve potential. The royalty payment in relation to the Kangaroo Caves tenement will only become payable if favourable economic and infrastructure conditions exist to justify the mining and processing of the ore. These conditions are influenced by numerous external factors for which there is no certainty, and therefore, the Company has made no provision in its account for this potential contingent liability.

There has been no other changes in contingent liabilities since the last annual reporting period.

Note 5. Issued Capital and Reserves

	31 December 2012		30 June 2012	
	No.	$	No.	$
Issued and Paid Up Capital				
Fully Paid Ordinary Shares	1,375,362,048	83,507,343	1,250,329,135	79,356,172
Unlisted options issued	36,500,000	883,984	38,500,000	1,204,793
Total		84,391,327		80,560,965

During the half year ended 31 December 2012, the following movements in equity occurred:

Shares		***Issue Price $***	**No.**	**$**
	Balance as at 1 July 2012		1,250,329,135	79,356,172
16/08/2012	Fully Paid Ordinary Shares	0.036	125,032,913	4,501,185
	Transaction costs relating to share issues		-	(350,014)
			1,375,362,048	83,507,343

Options (listed)

There are no listed options

Options (unlisted)		***Issue Price $***	**No.**	**$**
	Balance as at 1 July 2012		38,500,000	1,204,793
23/07/2012	Issue of options to Directors and Key Management Personnel	0.016	10,000,000	55,357
06/12/2012	Expiry of options to Directors and Key Management Personnel	(0.050)	(12,000,000)	(587,373)
31/12/2012	Expense options over vesting period	-	-	211,207
			36,500,000	883,984

Note 6. Events Subsequent to Reporting Date

On 5 February 2013, Mr James (Jim) Mellon was appointed as a Non-Executive Director of Venturex Resources Limited.

Other than those disclosed above, there are no material subsequent events that have not been disclosed in this report.

Directors' Declaration

The Directors' of the Company declare that:

1. The financial statements and notes, as set out on pages 7 to 13 are in accordance with the Corporations Act 2001, including:

   (a) comply with Accounting Standard AASB 134: Interim Financial Reporting; and

   (b) give a true and fair view of the Group's financial position as at 31 December 2012 and of its performance for the half year ended on that date.

2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

MICHAEL MULRONEY
Managing Director

Dated: 13 March 2013

Independent Auditor's Review Report

William Buck

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF VENTUREX RESOURCES LIMITED AND CONTROLLED ENTITIES

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Venturex Resources Limited, which comprises the consolidated statement of financial position as at 31 December 2012, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including:

— giving a true and fair view of the company's financial position as at 31 December 2012 and its performance for the half-year ended on that date; and

— complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

As the auditor of Venturex Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the Corporations Act 2001.

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Independent Auditor's Review Report continued

William Buck

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF VENTUREX RESOURCES LIMITED AND CONTROLLED ENTITIES (CONT)

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Venturex Resources Limited is not in accordance with the Corporations Act 2001 including:

a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2012 and of its performance for the half year ended on that date; and
b) complying with Australian Accounting Standard 134 Interim Financial Reporting and the *Corporations Regulations 2001*.

Emphasis of Matter

Without qualifying our opinion expressed above, we draw attention to Note 1 "Going Concern" in the half-year financial report which states that the consolidated entity incurred a loss before income tax of $5,355,129 (2011: $2,172,319), together with a net cash outflow of $1,871,423 (2011: $6,399,217) during the half year ended 31 December 2012. These results, along with other matters set forth in Note 1, indicate the existence of an inherent uncertainty which may cast doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

Matters Relating to the Electronic Presentation of the Reviewed Half Year Financial Report

This auditor's review report relates to the half year financial report of Venturex Resources Limited for the half year ended 31 December 2012 included on Venturex Resources Limited's web site. The company's directors are responsible for the integrity of the Venturex Resources Limited's web site. We have not been engaged to report on the integrity of the Venturex Resources Limited's web site. The auditor's review report refers only to the half year financial report. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the reviewed half year financial report to confirm the information included in the reviewed financial report presented on this web site.

William Buck Audit (WA) Pty Ltd.

William Buck Audit (WA) Pty Ltd
Registered Company Auditor No: 339150
ABN 67 125 012 124

Stephen K. Breihl.

Stephen K Breihl
Director
Dated this 13th March, 2013