

COMPLETION OF CAPITAL RAISING

VentureX Resources Limited (ASX: VXR, **VentureX** or the “**Company**”) is pleased to announce that it has successfully completed the placement to sophisticated and institutional investors as announced to the ASX on 18 March 2019.

A total of 16,590,910 fully paid ordinary shares have been issued to investors at an issue price of \$0.22c per share.

Please find attached the Cleansing Statement and Appendix 3B relating to the Placement.

Disclosure under ASX Listing Rules 7.1A.4(b) and 3.10.5A

In accordance with ASX Listing Rules 7.1A.4(b) and 3.10.5A the Company makes the following disclosures in respect of the Placement:

The Company issued a total of 16,590,910 fully paid ordinary shares of which 713,633 shares were issued under the Listing Rule 7.1A and the remaining shares were issued under the Company’s 15% placement capacity under Listing Rule 7.1. As such, the Company provides the following information in accordance with Listing Rule 3.10.5A

- a) The dilutive effect of the Placement on existing shareholders is as follows:

Number of Shares on issued prior to placement	258,626,283
Shares issued under Listing Rule 7.1	15,877,277
Shares including those issued under Listing rule 7.1	274,503,560
Shares issued under Listing Rule 7.1A	713,633
Dilution as a result of issued under Listing rule 7.1A	0.26%
Total Number of Shares on Issue	275,217,193

- b) Company elected to undertake the Placement in preference to a pro-rata issue to existing shareholders as it offered superior certainty and timeliness with lower transaction costs and provided an opportunity to introduce new sophisticated and professional investors the VentureX’ register.
- c) No underwriting arrangement were in place for the Placement.
- d) Blue Ocean Equities were the lead manager for the placement and under the terms of the engagement they are entitled to a fee of up to 5% of funds raised under the Placement.

Secondary Trading Notice Pursuant to Section 708A(5)(E) of the Corporations Act

The Company gives this notice pursuant to section 708(A)(5)(E) of the Act.

The Company advises that the Securities issued pursuant to the Placement without issued disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice, has complied with:

- The provisions of Chapter 2M of the Act as they apply to the Company; and
- Section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

AJ Saverimutto
Managing Director



For further information, please contact:

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About Venturex Resources Limited

Venturex Resources Limited (ASX: VXR) is an exploration and development company with two advanced Copper-Zinc Projects near Port Hedland in the Pilbara region of Western Australia. The two projects are the Sulphur Springs Project which includes the Sulphur Springs Project, Kangaroos Caves Resource plus 27km of prospective tenements on the Panorama trend and the Whim Creek Project which includes the Resources at the Whim Creek, Mons Cupri and Salt Creek mines together with the Evelyn project and 18,100 ha of prospective tenements over the Whim Creek basin. Our strategy is to work with our partners Blackrock Metals to expand and extend the existing 4 tonne per day oxide Copper heap leach and SXEW operation at Whim Creek, identify other near term production options at Whim Creek, Mons Cupri and Sulphur Springs and fully optimise the Sulphur Springs Project have it shovel ready to take advantage of forecast improvements in base metal prices.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Venturex Resources Limited (ASX Code: VXR)

ABN

28 122 180 205

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|-------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 16,590,910 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Shares |

+ See chapter 19 for defined terms.

4	Do the ⁺ securities rank equally in all respects from the ⁺ issue date with an existing ⁺ class of quoted ⁺ securities?	Ordinary Shares issued will rank pari passu with existing fully paid ordinary shares in the Capital of the Company. If the additional ⁺ securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
5	Issue price or consideration	\$0.22 cents
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of Shares in accordance with the Company's Capital Raising as announced on 18 March 2019 The funds raised will be used in accordance with the use of funds stated in the announcement.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2018
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	15,877,277
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	713,633
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/a
6f	Number of ⁺ securities issued under an exception in rule 7.2	N/a

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	<p>Yes – Shares issued at \$0.22</p> <p>15-day VWAP calculated to 14 March 2019 was \$0.243</p> <p>75% of the 15-day VWAP is \$0.182</p>				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>Under 7.1 - Nil</p> <p>Under 7.1A - 23,760,107</p>				
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	21 March 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="774 1081 1029 1120">Number</th> <th data-bbox="1029 1081 1362 1120">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="774 1120 1029 1323">275,217,193</td> <td data-bbox="1029 1120 1362 1323">Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	275,217,193	Ordinary shares
Number	+Class					
275,217,193	Ordinary shares					

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	40,320	Performance rights – 2016 LTI
	100,000	Performance rights – 2017 LTI
	1,266,671	Performance rights – 2018 LTI
	4,333,334	MD Performance rights - 2018 LTI
	666,667	ED Performance rights – 2018 LTI
	40,000	Performance rights – 2019 LTI
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged	

Part 2 - Pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19 Closing date for receipt of acceptances or renunciations	N/A

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Issue date	N/A

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of *securities
(tick one)

(a) *Securities described in Part 1

(b) All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38 Number of *securities for which *quotation is sought

39 *Class of *securities for which quotation is sought

40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)

Number	⁺ Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Director/Company secretary)

Date: 21 March 2019

Print name: Trevor Hart

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	239,896,622
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4,840,773
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	244,737,395

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"							
"B"	0.15 [Note: this value cannot be changed]						
Multiply "A" by 0.15	36,710,609						
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used							
<p>Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	<table> <tr> <td>Loan to NST 12/9/18</td> <td>12,500,000</td> </tr> <tr> <td>Placement 17/12/18</td> <td>8,333,332</td> </tr> <tr> <td>Placement 21/3/19</td> <td>15,877,277</td> </tr> </table>	Loan to NST 12/9/18	12,500,000	Placement 17/12/18	8,333,332	Placement 21/3/19	15,877,277
Loan to NST 12/9/18	12,500,000						
Placement 17/12/18	8,333,332						
Placement 21/3/19	15,877,277						
"C"	36,710,609						
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1							
<p>"A" x 0.15</p> <p>Note: number must be same as shown in Step 2</p>	36,710,609						
<p>Subtract "C"</p> <p>Note: number must be same as shown in Step 3</p>	36,710,609						
Total ["A" x 0.15] – "C"	Nil [Note: this is the remaining placement capacity under rule 7.1]						

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” Note: number must be same as shown in Step 1 of Part 1	244,737,395
Step 2: Calculate 10% of “A”	
“D”	0.10 Note: this value cannot be changed
Multiply “A” by 0.10	24,473,740
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of *equity securities issued or agreed to be issued in that 12-month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	Placement 21/3/19 713,633
“E”	713,633
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 Note: number must be same as shown in Step 2	24,473,740
Subtract “E” Note: number must be same as shown in Step 3	713,633
Total [“A” x 0.10] – “E”	23,760,107 Note: this is the remaining placement capacity under rule 7.1A

+ See chapter 19 for defined terms.