



Options Prospectus

Venturex Resources Limited ACN 122 180 205

Details of up to 42,169,410 New Options exercisable at \$0.10, on the basis of one (1) New Option for every two (2) Shares subscribed for by Eligible Shareholders under the Placement, the Northern Star Placement or the SPP.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

THIS IS AN IMPORTANT DOCUMENT WHICH SHOULD BE READ IN ITS ENTIRETY. PLEASE CALL YOUR STOCKBROKER, ACCOUNTANT, FINANCIAL ADVISOR, TAXATION ADVISOR OR OTHER INDEPENDENT PROFESSIONAL ADVISOR OR THE SHARE REGISTRY IF YOU HAVE ANY QUESTIONS.

This is a 'transaction specific prospectus' prepared in accordance with section 713 of the Corporations Act. Accordingly, the Prospectus does not of itself contain the same level of disclosure as an initial public offering prospectus. If you are an Eligible Shareholder, you should carefully read this Prospectus (including the 'Risk Factors' in section 4) in its entirety. You should also have regard to all publicly available information concerning the Company.

The Options offered in connection with this Prospectus should be considered speculative in nature.

This Prospectus does not constitute an offer of securities in the United States. The New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Prospectus

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Important information

Lodgement

This Prospectus is dated 11 August 2020 and was lodged with ASIC on that date. None of ASIC, ASX or their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus expires on 11 September 2021, the date which is 13 months after the Lodgement Date, and no New Options will be issued on the basis of this Prospectus after that date.

This Prospectus is a 'transaction specific prospectus' for an offer of 'continuously quoted securities' (as defined in the Corporations Act) of the Company to which special content rules under section 713 of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/73* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/84*) apply. Together this allows for the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the Prospectus. In general terms, 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of the New Options on the Company and the rights attaching to the New Options. It is not necessary to include general information in relation to all the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus only contains information to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in an initial public offering prospectus.

Publicly available information about the Company is available on the ASX website.

Note to all Eligible Shareholders

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. It is important that you read this Prospectus carefully and in full and consider all of the risks that could affect the performance of the Company. In considering the prospects of the Company, you should consider the risks that could affect the financial performance or position of the Company. You should carefully consider these risks in the light of your investment objectives, financial situation and particular needs (including

financial and taxation issues) and seek professional advice from your accountant, financial advisor, stockbroker, lawyer or other professional adviser. Risks which should be considered by prospective investors are set out in section 4 of this Prospectus. There may be risk factors in addition to these that should be considered in the light of your personal circumstances.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the New Options.

Rights to acquire New Options under the Options Offer are not transferrable. Eligible Shareholders should carefully read and follow the instructions in section 2 of this Prospectus. **Eligible Shareholders will be deemed to have accepted their respective Entitlement to New Options if the Company does not receive notice to the contrary prior to the Opt-out Date.**

Obtaining a copy of this Prospectus

Eligible Shareholders (as defined in section 2.3 of this Prospectus) will receive a copy of this Prospectus.

If you have not yet received your physical documents please leave a message for the Company Secretary on 08 6389 7400 (within Australia) or +61 8 6389 7400 (from outside Australia) at any time during business hours (AWST) Monday to Friday during the Options Offer Period.

Eligible Shareholders can also obtain a copy of this Prospectus (free of charge) during the Options Period (as defined below) from the Company's website at <https://www.venturexresources.com>. Shareholders or other persons in other jurisdictions (including the United States) who are, or are acting for the account or benefit of, a person in the United States, are not entitled to access the electronic version of this Prospectus. Eligible Shareholders who access the electronic version of this Prospectus on the Company's website should ensure they download and read the entire Prospectus.

Statements of past performance

Any information contained in this Prospectus about the Company's past performance and pro forma financial information is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's views on its future financial performance or condition. Investors should note that past performance, including past Share price performance, of the Company cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including future Share price

performance. The historical information included in this Prospectus is, or is based on, information that has previously been released to the market.

Investors should also be aware that certain financial data included in this Prospectus may be 'non-IFRS financial information' under Regulatory Guide 230 Disclosing non-IFRS financial information published by ASIC and 'non-GAAP financial measures' under Regulation G of the US Securities Exchange Act of 1934. The disclosure of such non-GAAP financial measures in the manner included in this Prospectus would not be permissible in a registration statement under the US Securities Act. The Company believes this non-IFRS financial information provides, and these non-GAAP financial measures provide, useful information to users in measuring the financial performance and condition of the Company. The non-IFRS financial information and these non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information or non-GAAP financial measures and ratios (if any) included in this Prospectus.

Financial information and forward looking statements

This Prospectus includes historical Financial Information and pro forma historical Financial Information.

All dollar values are in Australian dollars (\$ or A\$), rounded to the nearest \$0.1 million, and financial data is presented as at 31 May 2020 unless stated otherwise. The pro forma historical financial information included in this Prospectus does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

This Prospectus may contain forward looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties. Other forward looking statements included in this Prospectus include statements regarding the outcome and effects of the Options Offer and the statements regarding the industries and markets in which the Company operates. Any forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from

the results expressed or anticipated in these statements. Accordingly, such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward looking statements contained in this Prospectus will actually occur and prospective investors are cautioned against placing undue reliance on these forward looking statements. Forward looking statements should be read in conjunction with, and are qualified by reference to, the risks outlined in section 4 of this Prospectus and the other information contained in this Prospectus.

The Company has no intention to update or revise forward looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Photographs and diagrams

Any photographs and diagrams used in this Prospectus that do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets pictured are owned by the Company. Any diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Company website

Any references to documents included on the Company's website at <https://www.venturexresources.com> are for convenience only, and none of the documents or other information available on the Company's website are incorporated herein by reference.

Defined terms and time

Capitalised terms and abbreviations used in this Prospectus have the meanings given to them in the Prospectus. Unless otherwise stated or implied, references to times in this Prospectus are to Australian Western Standard time (AWST).

Disclaimer

No person is authorised to provide any information or to make any representation in connection with the Options Offer that is not contained in this Prospectus. Any information or representations not contained in this Prospectus may not be relied upon as having been authorised by the Directors or the Company, Hartleys or any of their

respective related bodies corporate in connection with the Offer.

Hartleys does not make or offer the Options Offer. Hartleys has not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Prospectus. Hartleys does not make, or purport to make, any statement in this Prospectus, and there is no statement in this Prospectus that is based on any statement by Hartleys. To the maximum extent permitted by law, Hartleys expressly disclaims all liability in respect of, makes no representation regarding and takes no responsibility for any part of this Prospectus.

Selling restrictions

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Options Offer, the Entitlements, the New Options, or to otherwise permit a public offering of New Options, in any jurisdiction outside Australia, or New Zealand. The distribution of this Prospectus outside Australia or New Zealand may be restricted by law and persons who come into possession of this Prospectus outside Australia or New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

In particular, the New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States unless the New Options are registered under the US Securities Act, or offered or sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

This Prospectus may not be released or distributed in the United States.

For further detail please see the Foreign Jurisdictions set out in section 6.12 of this Prospectus.

Important information for foreign investors

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any foreign authority. This document does not constitute an offer of New Options of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Options may not be offered or sold in any country outside Australia or New Zealand. The Entitlements and the New Options are not being offered to the public in foreign jurisdictions other

than to existing Shareholders (with respect to the Entitlements and the New Options) with registered addresses in Australia or New Zealand.

Privacy

By participating in the Options Offer you are providing personal information to the Company through the Share Registry, which is contracted by the Company to manage the Options Offer. The Company (and the Share Registry on its behalf) may collect, hold and use that personal information in order to service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Your personal information may also be provided to the Company's members, agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy. The members, agents and service providers of the Company may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the register of members;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Company's issued securities and for associated actions.

The information contained in the Company's register of members must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register of members is also used to facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its members) and compliance by the Company with legal and regulatory requirements. A Shareholder has a right to gain access to the information that the Company and the Share Registry hold about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to the Company's registered office or the Share

Registry's office, details of which are disclosed in the corporate directory.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Enquiries for the Options Offer

If you have any questions on how to take up the New Options offered to you under the Options Offer (your **Entitlement**) please call and leave a message for the Company Secretary on 08 6389 7400 (within Australia) or +61 8 6389 7400 (from

outside Australia) at any time during business hours (AWST) Monday to Friday during the Options Offer Period.

Eligible Shareholders will be deemed to have accepted their respective Entitlement to New Options if the Company does not receive notice to the contrary prior to the Opt-out Date.

Website

To view annual reports, information about Venturex, announcements, background information on Venturex operations and historical information, visit the Company's website at <https://www.venturexresources.com>.

Corporate directory

Registered office

Venturex Resources Limited

Level 2, 91 Havelock Street
West Perth WA 6005

Phone: +61 8 6389 7400

Fax: +61 8 9463 7836

Website

<https://www.venturexresources.com>

Stock Exchange Listing

The Company's Shares are listed on ASX (code 'VXR')

Lead Manager

Hartleys Limited

141 St Georges Terrace
Perth WA 6000

Legal Advisor to the Capital Raising

MinterEllison

Level 4, Allendale Square
77 St Georges Terrace
Perth WA 6000

Share Registry

Link Market Services Limited

GPO Box 3560
Sydney NSW 2000

Phone: +61 1300 554 474

Fax: +61 2 9287 0303

Website: www.linkmarketservices.com.au

Timetable and important dates

Event	Date ¹
• Record Date	10 August 2020
• Lodgement of Prospectus with ASIC	11 August 2020
• Lodgement of Appendix 3B and Prospectus with ASX	11 August 2020
• Opening Date of Options Offer	12 August 2020
• Opt-out Date	21 August 2020
• Closing Date of Options Offer	24 August 2020
• Issue Date (i.e. the date of issue of New Options under this Prospectus)	26 August 2020

Note

1. Dates and times in this Prospectus are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Options Offer without prior notice, including extending the Options Offer or withdrawing the Options Offer without prior notice.

Chairman's letter

11 August 2020

Dear Eligible Shareholder

On 10 June 2020, Venturex Resources Limited ACN 122 180 205 (**Venturex** or the **Company**) announced to the Australian Securities Exchange (**ASX**) that it planned to raise up to \$4 million by way of a capital raising (**Capital Raising**) comprising of:

- (a) a placement of new fully paid ordinary shares (**New Shares**) in Venturex to sophisticated investors at an issue price of \$0.055 per Share (**Placement**), in two separate tranches:
 - (i) an initial placement of 34,418,400 New Shares issued on 17 June 2020 using the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A; and
 - (ii) a further placement of 11,052,300 New Shares to be issued on 14 August 2020 following Shareholder approval at a general meeting of Shareholders held on 7 August 2020;
- (b) a placement of New Shares to Northern Star Resources Limited (**Northern Star**) as part-repayment of the Northern Star Loan Agreement (**Northern Star Placement**); and
- (c) a Share Purchase Plan to enable eligible shareholders to purchase up to \$30,000 worth of New Shares at an issue price of \$0.055 per New Share, to raise up to \$1.5 million (**SPP**) (the Company ultimately issued 37,049,936 New Shares to Subscribers under the SPP on 20 July 2020, to raise \$2,037,500.00 within the limits prescribed by ASX Listing Rule 7.2).

In addition to the New Shares, participants in the Capital Raising are entitled to one (1) new free attaching option (**New Option**) for every two (2) New Shares subscribed for under either the Placement, the Northern Star Placement or the SPP (**Options Offer**).

The issue of New Options was approved by Shareholders at a general meeting of the Company held on 7 August 2020, and the New Options will be issued under this Prospectus. The New Options are unlisted, have a nil issue price and will be exercisable at \$0.10 on or before 15 December 2021. The full terms and conditions of the New Options are set out in section 5 of this Prospectus.

To be eligible to participate in the Options Offer, you must have participated in the Placement, Northern Star Placement or the SPP, and be shown on the Register to have an address in Australia or New Zealand.

If an 'Eligible Shareholder' holds shares as a 'custodian' (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) the Options Offer is also being offered to the 'custodian' and, subject to a number of conditions, the 'custodian' has the discretion to extend the Options Offer to the relevant beneficiaries.

Timing considerations

The Options Offer will be undertaken in accordance with the below timetable. However, Venturex reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

Event	Date
• Record Date	10 August 2020
• Lodgement of Prospectus with ASIC	11 August 2020
• Lodgement Prospectus with ASX	11 August 2020
• Opening Date of Options Offer	12 August 2020
• Opt-out Date	21 August 2020

• Closing Date of Options Offer	24 August 2020
• Issue Date (i.e. the date of issue of New Options under this Prospectus)	26 August 2020

Important information

You should read the entirety of this Prospectus carefully. An investment in the Company and the New Options is speculative and subject to a range of risks, which are more fully detailed in section 4 of this Prospectus. If any of these risks or other material risks eventuate, it may have a material adverse impact on the Company's future financial performance and position.

Eligible Shareholders will be deemed to have accepted their respective Entitlement to New Options if the Company does not receive notice to the contrary prior to the Opt-out Date as set out in section 2 of this Prospectus.

The Options Offer is non-renounceable and the New Options may only be issued to the 'Eligible Shareholder' to whom they are offered. They are not tradeable on the ASX.

Hartleys acted as Lead Manager to the Capital Raising.

If you would like further information regarding the Options Offer, please call and leave a message for the Company Secretary on 08 6389 7400 (within Australia) or +61 8 6389 7400 (from outside Australia) at any time during business hours (AWST) Monday to Friday or visit our website at <https://www.venturexresources.com>. For other questions, you should consult your broker, solicitor, accountant, taxation adviser, financial adviser or other professional adviser without delay.

You should be aware that the Company has not had regard to your individual circumstances or needs, including your personal taxation or financial position, in sending this Prospectus and accompanying information to you, and the Company is not licensed to provide financial product advice to you in relation to your Shares or the New Options.

If you have any doubt about whether you should participate in the Options Offer, you should seek professional advice before making any investment decision.

On behalf of the Directors and management team of Venturex, I thank you for your ongoing support.

Yours sincerely



Anthony Kiernan
Chairman

Venturex Resources Limited

1. Investment overview

This section provides a selective investment overview to help investors make an informed investment decision by highlighting key information. It is an introduction to the Options Offer and is not intended to replace the other sections of this Prospectus, which investors should read in full.

Topic	Summary	For more information
Who is the issuer of the Options?	Venturex Resources Limited ACN 122 180 205	Section 2.1 of this Prospectus
What is the purpose of the Options Offer?	Proceeds raised from the capital raising will be used to fund an exploration drilling programme and to advance secondary approvals for the Sulphur Springs Copper-Zinc Project.	Section 3.1 of this Prospectus
What is the issue price of the Options Offer?	The New Options have a nil issue price.	Section 2.2 of this Prospectus
What are the terms of the New Options?	The New Options will be exercisable at \$0.10 on or before 15 December 2021. The full terms of the New Options are set out in Section 5.2 of this Prospectus.	Section 5.2 of this Prospectus
Who is eligible to receive New Options under the Options Offer?	Only Eligible Shareholders are eligible to receive New Options under the Options Offer. Eligible Shareholders are those holders of Shares whom: (a) are registered as a holder of Shares as at the Record Date; (b) have an address on the Company's share registered in Australia or New Zealand (and continue to be a registered holder of Shares as at the Record Date); (c) are not in the United States and are not a person in the United States or acting for the account or benefit of US Persons, to that extent; (d) subscribed for Shares under: (i) the Placement; (ii) the Northern Star Placement; and/or (iii) the SPP; and (e) are otherwise entitled to participate in the issue of the New Options.	Section 2.3 of this Prospectus
Is the Options Offer underwritten?	The Options Offer is not underwritten.	Section 2.8 of this Prospectus
What is the effect of the Options Offer?	To increase the number of Options currently on issue from nil to 42,169,410 Options.	Section 3.3 of this Prospectus
What are the risks of a further investment in the Company?	Eligible Shareholders should be aware that there are a number of risks relating to the New Options being offered under the Options Offer. The key risk factors of which investors should be aware are set out in Section 4 of this Prospectus.	Section 4 of this Prospectus
How do I apply for New Options under the Options Offer?	Eligible Shareholders will be deemed to have accepted their respective Entitlement to New Options if the	Section 2.13 of this Prospectus

Topic	Summary	For more information
	<p>Company does not receive notice to the contrary prior to the Opt-out Date.</p> <p>If you do not want to participate in the Options Offer, a notice must be received no later than the Opt-out Date, being 5.00pm (AWST) on Friday, 21 August 2020.</p> <p>If you do not want to participate in the Options Offer you should email a notice to the Company at: admin@venturexresources.com</p>	
<p>Are the directors participating in the Options Offer?</p>	<p>Each of the Directors participated in the SPP and have indicated that they will participate in the Options Offer.</p>	<p>Section 6.6 of this Prospectus</p>
<p>How will the Company use the funds raised from the Options Offer?</p>	<p>The funds raised from the Placement and SPP will be immediately applied to an exploration drilling programme designed to follow-up high-grade intersections from the successful 2019 Breakers drill programme (ASX release 17 July 2019 and 4 September 2019). Following the Breakers programme, the Company intends to drill test a number of advanced VMS targets identified along the highly prospective Panorama VMS Trend.</p> <p>Proceeds from the Placement and SPP will also be used to advance secondary approvals for the Sulphur Springs Cu – Zn project and for general working capital.</p>	<p>Section 3.5 of this Prospectus</p>

2. Details of the Options Offer and how to apply

2.1 Background to the Options Offer

On 10 June 2020, Venturex Resources Limited (**Venturex** or the **Company**) announced to the Australian Securities Exchange (**ASX**) that it planned to raise up to \$4 million by way of a capital raising (**Capital Raising**) consisting of:

- (a) a placement of new fully paid ordinary shares (**New Shares**) in Venturex to sophisticated investors at an issue price of \$0.055 per Share (**Placement**) (representing a discount of 14% to Venturex's closing Share price on ASX on Tuesday, 9 June 2020), in two separate tranches:
 - (i) an initial placement of 34,418,400 New Shares issued on 17 June 2020 using the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A; and
 - (ii) a further placement of 11,052,300 New Shares to be issued on 14 August 2020 following Shareholder approval at a general meeting of Shareholders held on 7 August 2020;
- (b) a placement of 14,645,454 New Shares to Northern Star Resources Limited (**Northern Star**) as part-repayment of the Northern Star Loan Agreement (**Northern Star Placement**), issued on 14 August 2020; and
- (c) a Share Purchase Plan to enable eligible shareholders to purchase up to \$30,000 worth of New Shares at an issue price of \$0.055 per New Share, to raise up to \$1.5 million (**SPP**) (the Company ultimately issued 37,049,936 New Shares to Subscribers under the SPP on 20 July 2020, to raise \$2,037,500.00 within the limits prescribed by ASX Listing Rule 7.2).

2.2 Options Offer

In addition to the New Shares, the Board resolved to issue participants in the Capital Raising free attaching Unquoted Options (**New Options**), with each subscriber for New Shares receiving one (1) New Option for every two (2) New Shares subscribed for under either the Placement, the Northern Star Placement or the SPP (**Options Offer**).

The Options Offer was approved by Shareholders at a general meeting of the Company held on 7 August 2020, and the New Options will be issued pursuant to this Prospectus.

The New Options have a nil issue price and will be exercisable at \$0.10 on or before 15 December 2021. The full terms and conditions of the New Options are set out in section 5 of this Prospectus.

2.3 Eligible Shareholders

Eligible Shareholders are those holders of Shares who:

- (a) are registered as a holder of Shares as at the Record Date;
- (b) have an address on the Company's share registered in Australia or New Zealand (and continue to be a registered holder of Shares as at the Record Date);
- (c) are not in the United States and are not a person in the United States or acting for the account or benefit of US Persons, to that extent;
- (d) subscribed for Shares under:
 - (i) the Placement;
 - (ii) the Northern Star Placement; and/or
 - (iii) the SPP; and
- (e) are otherwise entitled to participate in the issue of the New Options.

Shareholders who do not satisfy each of these criteria are **Ineligible Shareholders**.

Venturex, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder and is therefore able to participate in the Options Offer, or an Ineligible Shareholder and is therefore unable to participate in the Options Offer. Venturex disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

The Options Offer is not being extended to any Shareholders outside Australia or New Zealand. Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent professional advice.

Nominees acting for other persons must not take up any Entitlements on behalf of, or send any documents related to the Options Offer to, any person in the United States.

2.4 Purpose of this Prospectus

The issue of New Shares under the Placement and the Northern Star Placement was made without a prospectus in reliance on section 708 of the Corporations Act (and on-sales of those New Shares issued will be permissible because the Company satisfied the conditions in section 708A of the Corporations Act).

The issue of New Shares under the SPP was made without a prospectus in reliance on the relief provided by ASIC under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. The Company's compliance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* will permit the New Shares issued under the SPP to be on-sold within 12 months of their issue.

However, the Company is required by the Corporations Act and ASIC to issue the New Options under a prospectus for the following reasons:

- (a) the relief provided by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* does not extend to the issue of options and a prospectus is required to issue SPP subscribers with New Options; and
- (b) issuing the New Options under a prospectus will enable persons issued the New Options to on-sell the Shares issued on the exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

The Prospectus will also be used to satisfy the requirements in sections 708A(11) and 713 of the Corporations Act to ensure that all of the New Options can be exercised from their date of issue and the resulting Shares can be on sold on market.

2.5 Transaction specific prospectus

This Prospectus is a prospectus to which the special content rules under section 713 of the Corporations Act apply. Section 713 allows the issue of a more concise prospectus for offers of securities in a class which have been continuously quoted by ASX for the three months prior to the date of the prospectus.

Shares in the Company have been continuously quoted by ASX for the three months prior to the date of this Prospectus.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information that investors and their professional advisers would reasonably require to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the New Options.

This Prospectus contains this information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all the information that would be included in a prospectus for an initial public offering of shares.

The Company, since listing, has provided ASX with a substantial amount of information regarding its activities which is publicly available on the Company's website at <https://www.venturexresources.com/>. Shareholders and other investors should read this Prospectus in conjunction with that publicly available information before making an investment decision.

No party other than the Company has authorised or caused the issue of the information in this Prospectus, or takes any responsibility for, or makes any statements, representations or undertakings in this Prospectus.

2.6 Opening and closing date

The Options Offer opens at 9:00am on Wednesday, 12 August 2020 until 5:00pm on Monday, 24 August 2020 (**Options Offer Period**).

2.7 Minimum and maximum subscriptions

There is no minimum or maximum subscription for New Options. The Company estimates that the maximum of New Options subscribed for will be 42,169,410 New Options, being 1 New Option for every 2 New Shares issued under the Placement, Northern Star Placement and SPP.

2.8 No underwriting

The Options Offer is not underwritten.

2.9 Please consider the Options Offer in the light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant, financial adviser, taxation advisor or other independent professional advisor if you have any queries or are uncertain about any aspects of the Options Offer. You should also refer to the risks associated with an investment in the Company and the New Options which are set out in section 4 of this Prospectus.

The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee the repayment of capital from the Company or any particular tax treatment.

2.10 Obtaining a copy of this Prospectus

Eligible Shareholders (as defined in section 2.3 of this Prospectus) will receive a copy of this Prospectus.

Eligible Shareholders can also obtain a copy of this Prospectus (free of charge) during the Options Offer Period from the Company's website at <https://www.venturexresources.com/>.

Shareholders or other persons in other jurisdictions (including the United States) who are, or are acting for the account or benefit of, a person in the United States, are not entitled to access the electronic version of this Prospectus. Eligible Shareholders who access the electronic version of this Prospectus on the Company's website should ensure they download and read the entire Prospectus.

2.11 Your Entitlement

If you are an Eligible Shareholder, your Entitlement has been calculated on the basis of 1 New Option for every 2 New Shares you were issued under the Placement, Northern Star Placement or SPP rounded up to the nearest whole New Option. If you have more than one registered holding of Shares may have separate Entitlements for each separate holding.

You should note that if you decide not to take up your Entitlement, then your percentage shareholding in the Company may be diluted as a result of your non-participation in the Options Offer if in the future other Shareholders exercise New Options. If you do not take up your Entitlement in full you will not receive any payment or value for that part of your Entitlement that you do not take up.

2.12 Nominees

The Options Offer is only made to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee, or the identity or residence of any beneficial owners of Shares (e.g. for the purposes of determining whether any such persons may participate in the Options Offer). Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Options Offer is compatible with applicable foreign laws. Any person that is in the United States with a holding through a nominee may not participate in the Options Offer and the nominee must not take up any Entitlement or send any materials into

the United States or to any person it knows to be in the United States. The Company assumes no obligation to advise you on any applicable foreign laws.

2.13 Options available to you

If you are an Eligible Shareholder, you may do any one of the following:

- do nothing, in which case you will be deemed to have accepted your Entitlement (**Option 1**) (see section 2.13(a) below); or
- decide not to take up your Entitlement (**Option 2**) (see section 2.13(b) below).

Entitlements cannot be traded on ASX or another financial market, or privately transferred.

(a) Process for Option 1

Eligible Shareholders will be deemed to have accepted their respective Entitlement to New Options if the Company does not receive notice to the contrary prior to the Opt-out Date.

If you wish to take up your Entitlement, you do not need to take any action.

If you take no action you will be issued your New Options on Wednesday, 26 August 2020.

(b) Process for Option 2

If you do not wish to take up your Entitlement, please send a notice stating you do not wish to participate in the Options Offer no later than the Opt-out Date, being 5.00pm (AWST) on Friday, 21 August 2020.

You should email your notice to the Company at: admin@venturexresources.com

Your Entitlement to participate in the Options Offer is non-renounceable and cannot be traded on ASX or any other exchange, nor can it be privately transferred. Eligible Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

2.14 ASX Listing

The Company will not apply to the ASX for quotation of the New Options. ASX takes no responsibility for the contents of this Prospectus.

2.15 CHESS

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Shareholders will not receive a certificate but receive a statement of their holding of Options.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of New Options issued to you under this Prospectus, provide details of your holder identification number and the participant identification number of the sponsor.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by the Share Registry and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

2.16 Residents outside Australia

The Company has decided that it is unreasonable to make offers under the Options Offer to Ineligible Shareholders, having regard to the number of such holders in those places, the number and value of New Options that they would be offered and the cost of complying with the relevant

legal and regulatory requirements in those places. Ineligible Shareholders are not eligible to participate in the Options Offer due to securities law restrictions on the offer of New Options in certain jurisdictions.

2.17 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2019 can be found in the Company's Annual Report announced to ASX on 26 September 2019 and for the half-year ended 31 December 2019, the Half Year Accounts announced on ASX on 11 March 2020. The Company's continuous disclosure notices (i.e. ASX announcements) since 26 September 2019 are listed in section 6.2 of this Prospectus. Copies of any of these documents are available free of charge from the Company.

The Company strongly recommends that Shareholders review these and all previous announcements of the Company.

2.18 Enquiries concerning this Prospectus

If you would like further information regarding the Options Offer, please call and leave a message for the Company Secretary on 08 6389 7400 (within Australia) or +61 8 6389 7400 (from outside Australia) at any time during business hours (AWST) Monday to Friday or visit our website at <https://www.venturexresources.com>.

For general shareholder enquiries, please contact the Share Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

For other questions, you should consult your broker, solicitor, accountant, taxation adviser, financial adviser or other professional adviser without delay.

3. Effect of the Options Offer

3.1 Purpose of the Capital Raising and the Options Offer

The purpose of the Capital Raising is to facilitate an exploration drilling programme designed to follow-up high-grade intersections from the successful 2019 Breakers drill programme (ASX release 17 July 2019 and 4 September 2019) and to drill test a number of advanced VMS targets and advance secondary approvals for the Sulphur Springs Cu – Zn project.

The purpose of the Options Offer was to incentivise participation in the Placement and the SPP.

3.2 Effect of the Offer

The effect of the Options Offer, will be to increase the number of Options currently on issue from nil to 42,169,410 Options.

3.3 Effect on capital structure

The effect of the Options Offer on the capital structure of the Company is set out below.

	Shares	Unquoted Options	Performance Rights
Balance on 9 June 2020 (Record date for SPP)	283,128,498	-	1,941,537
Balance at the date of this Prospectus	356,788,546	-	944,496
Total on issue post Options Offer	382,515,420	42,169,410	944,496

3.4 Northern Star

At the date of this Prospectus, and following the Northern Star Placement, Northern Star holds 15.76% of the issued Share capital of the Company.

The Options Offer will have no effect on the number of Shares held by Northern Star.

3.5 Use of funds

The funds raised from the Placement and SPP will be immediately applied to an exploration drilling programme designed to follow-up high-grade intersections from the successful 2019 Breakers drill programme (ASX release 17 July 2019 and 4 September 2019). Following the Breakers programme, the Company intends to drill test a number of advanced VMS targets identified along the highly prospective Panorama VMS Trend.

Proceeds from the Placement and SPP will also be used to advance secondary approvals for the Sulphur Springs Cu – Zn project and for general working capital.

Nil funds will be raised as a result of the Options Offer. The application of funds received if the New Options are exercised will depend on the status of the Company's projects and requirements at the relevant time.

3.6 Effect on balance sheet

The effect of the Capital Raising on the Company's financial position is set out below:

	VXR Audited Consolidated as at 31.12.19	VXR Consolidated* as at 31.05.20	Capital Raising	Proforma as at 31.05.20
Current Assets				
Cash and Cash Equivalents	2,646,462	684,421	4,200,000	4,484,421
Trade and other receivables	262,805	294,854	-	294,854
Other Current assets	125,096	196,230	-	196,230
Inventories	29,274	29,217	-	29,217
Total Current Assets	3,063,638	1,204,722	4,200,000	5,404,722
Non-Current Assets				
Plant and equipment	1,739,756	1,613,909	-	1,613,909
Right of Use Asset	73,208	45,468	-	45,468
Exploration and evaluation costs	35,805,747	36,812,038	-	36,812,038
Total Non-Current Assets	37,618,711	38,471,415	-	38,471,415
Total Assets	40,682,349	39,676,137	4,200,000	43,876,137
Current Liabilities				
Trade and other payables	506,134	694,667	-	694,667
Borrowings	2,080,640	2,119,537	-	2,119,537
Employee Benefits	54,106	57,815	-	57,815
Total Current Liabilities	2,640,880	2,872,019	-	2,872,019
Non-Current Liabilities				
Loans and Borrowings - Non Current	2,314	2,314	-	2,314
Provisions - Non Current	14,500,773	14,500,773	-	14,500,773
Employee Benefits - Non Current	17,735	18,420	-	18,420
Total Non-Current Liabilities	14,520,822	14,521,507	-	14,521,507
Total Liabilities	17,161,702	17,393,526		17,393,526
Total Net Assets	23,520,647	22,282,611	4,200,000	26,482,611
Shareholder Equity				
Issued capital	108,433,966	108,430,122	4,200,000	112,630,122
Reserves	455,799	455,799	-	455,799
Accumulated Losses	(85,369,118)	(86,603,310)	-	(86,603,310)
Total Shareholder Equity	23,520,647	22,282,611	4,200,000	26,482,611
Total Equity	23,520,647	22,282,611	4,200,000	26,482,611

3.7 Market price of Shares

The highest and lowest closing sale price of Shares on the ASX during the three months immediately preceding the date of this Prospectus, and the last sale price on the last Trading Day of Shares on ASX before this Prospectus was lodged with ASIC, are set out below:

Highest: \$0.087

Lowest: \$0.049

Last price*: \$0.087

*Closing price of Shares on the Trading Day immediately prior to the Company issuing this Prospectus, being 10 August 2020.

4. Risk factors

4.1 Introduction

This section 4 describes some of the potential risks associated with the Company's business and the industry in which it operates, and the risks associated with an investment in Shares.

The Company is subject to a number of risks both specific to the Company and of a general nature, which may either individually or in combination adversely affect the future operating and financial performance of the Company, its investment returns and the value of its Shares.

You should note that this section 4 does not purport to list every risk that may be associated with an investment in the Company and the New Options now or in the future, and the occurrence or consequences of some of the risks described in this section 4 may be partially or completely outside the control of the Company, its Directors and management. There can be no guarantee that the Company will achieve its stated objectives or that any forward looking statement or forecasts will eventuate.

The selection of risks has been based on an assessment of a combination of the probability of the risk occurring and impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of risks will not change, or other risks will not emerge. While it may be possible to mitigate some risks, there remain a large number of risks beyond the control of the Company.

You should satisfy yourself that you have a sufficient understanding of these matters, including the risks described in this section 4, and have regard to your own investment objectives, financial circumstances and taxation position before investing in the Company. It is recommended that you seek professional guidance from your stockbroker, solicitor, accountant or other independent and qualified professional advisor in relation to the Options Offer.

4.2 Venturex specific risks

(a) *Additional requirements for capital*

Should the funds raised in the Capital Raising be insufficient to fulfil the Company's planned short term expenditure requirements, the Company may have an immediate requirement to raise further funds.

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Capital Raising.

Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be.

(b) *Costs associated with mining in the Pilbara region of Western Australia*

Mining projects in the Pilbara region of Western Australia can be expensive to develop because of relatively high labour, energy and transport costs. The Company's Australian projects are located in this region and accordingly, higher than usual costs of exploration, development and mining are expected to impose a significant burden on the Company's capital expenditure requirements.

(c) *COVID-19*

The global economic outlook is highly uncertain due to the current COVID-19 pandemic. The COVID-19 pandemic is having a significant impact on global capital markets.

The COVID-19 pandemic may impact the Company's operations or cashflow and may affect the supply of materials and limit the availability of appropriate workers required for the Company to progress the development of its Sulphur Springs Project.

(d) *Regulatory risks*

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consents, conditions

including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters.

The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining the necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of its tenements.

(e) *Development of projects*

The Company's 100% Sulphur Springs Project is in development, and potential investors should understand that development of mineral projects is a high-risk undertaking.

The Company's future development activities may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the Company's control.

The Company's success will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities.

The Company's development costs are based on certain assumptions with respect to the method and timing of development. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(f) *Copper / zinc price volatility*

If the Company achieves success leading to copper/zinc production, the Company's financial performance will be sensitive to the spot copper/zinc price. Copper/zinc prices are affected by numerous factors and events that are beyond the Company's control. These factors and events include general economic activity, world demand, forward selling activity, copper/zinc reserve movements at central banks, costs of production by other copper/zinc producers and other matters such as inflationary expectations, interest rates, currency exchange rates (particularly the strength of the US dollar) as well as general global economic conditions and political trends.

If copper/zinc prices should fall below or remain below the Company's costs of production for any sustained period due to these or other factors and events, the Company's exploration and production could be delayed or even abandoned. A delay in exploration or production or the abandonment of one or more of the Company's projects may require the Company to write-down its copper/zinc reserves and may have a material adverse effect on the Company's production, earnings and financial position.

(g) *Copper / Zinc operating and development risks*

The Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured. The business of copper/zinc mining involves many risks and may be impacted by factors including ore tonnes, yield, input prices (some of which are unpredictable and outside the Company's control), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies. Other risks also exist such as environmental hazards (including discharge

of pollutants or hazardous chemicals), industrial accidents and occupational and health hazards. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the owner or operator of the mine. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities for which it was not responsible.

The risks outlined above also mean that there can be no assurances as to the future development of a mining operation in relation to any of the Company's projects or which the Company may acquire in the future.

(h) Potential merger and acquisition activity

As part of its current business strategy, the Company may make acquisitions or divestments of, or significant investments in, companies, products, technologies or assets. The Company may also be the subject of a takeover bid in the future.

Any such future merger and acquisition activity would be accompanied by the risks commonly encountered in making acquisitions or divestments.

4.3 Mining industry risks

The business activities of the Company are subject to economic and investment risks that are applicable to companies operating in the mining industry and these industry risks may impact on the future performance of the Company. These risk factors include, but are not limited to, those summarised below.

(a) Exploration risk

Exploration is a high-risk activity that requires significant amounts of expenditure over extended periods of time to present a reasonable probability of success. The Company's exploration activities are subject to all the hazards and risks normally encountered in the exploration of minerals, including climatic conditions, hazards of operating vehicles and plant, risks associated with operating in remote areas and other similar considerations.

Conclusions drawn during mineral exploration are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

No assurance can be given that during the exploration process mineral resources will be defined with preferred or desirable tonnages and/or grades that would result in feasible economic extraction. Substantial expense may be incurred without the requisite or expected degree of reward.

Further, the costs of the Company's exploration activities may materially differ from its estimates and assumptions. No assurance can be given that the Company's cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the value of the Company's shares.

(b) Operating and project risks

Unforeseen risks can arise in the development and production phase including mining or processing issues, environmental hazards, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, labour forced disruption, the unavailability of materials and plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, unusual or unexpected geological formations, pit failures, changes in the regulatory environment, contractual disputes with offtakers, removal of access rights to the property(s) and adverse weather conditions. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

(c) Environmental

The Company's operations and activities are subject to the environmental laws and regulations of Australia (and Western Australia) and any other places the Company may conduct business.

The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations. However, non-compliance with or breach of any conditions attached to the Company's mining or environmental licences may lead to penalties or revocation of the licence, and significant liability could be imposed on the Company for damages, clean-up costs or penalties in the event of certain environmental damage. This would require the Company to incur significant costs and may result in an adverse impact on the Company's cash flows, financial position and performance.

Further, the Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have a material adverse effect on the Company's operations, financial position and performance.

(d) Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as identifying a metallurgical process through test work to produce a saleable product, developing an economic process route to produce a saleable product, and changes in mineralogy in the ore deposit can result in inconsistent ore grades and recovery rates affecting the economic viability of the project.

(e) Resource and reserve estimates

Mineral resource and mineral reserve estimates must comply with the JORC Code, 2012 Edition, and are expressions of judgements based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available through drilling, sampling and other similar examinations.

In addition, JORC compliant mineral resource and mineral reserve estimates are necessarily imprecise and depend to some extent on geological interpretations, as well as various economic, commercial, technical, environmental and legal assumptions which may prove to be inaccurate or invalid due to the passage of time.

Should the Company encounter mineralisation or formations different from those predicted, mineral resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

(f) Tenure and forfeiture

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved.

Tenements are subject to the applicable mining acts and regulations in Western Australia. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal or conversion conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

In Western Australia, tenements may also be forfeited during the term pursuant to an application by any party, or by the department. Irrespective of the Company's compliance with the conditions of the tenements, and applicable mining acts and regulations, there is no guarantee that applications for forfeiture will not be made against the tenements. Further, exemptions from tenement conditions are subject to the discretion of the Minister for Mines and objections by third parties.

If any application for forfeiture or objection to the grant of an exemption is lodged, the Company may be required to defend such applications or objections in the Warden's Court and incur significant costs.

(g) Access

Tenements are often subject to third party interests which may require rights of access to be granted to the Company. Where the Company wishes to undertake further exploration or production works on a tenement, it may need to negotiate access over land which is the subject of a third-party interest. If access arrangements cannot be agreed, this may adversely affect the Company's ability to explore and develop its tenements.

The Company may already have existing access arrangements, which may need to be renewed or renegotiated as access to and use of the tenements changes. Renegotiation of these agreements may be costly, or adversely affect the Company's ability to explore and develop its tenements.

(h) Native title risk

Native title or Aboriginal heritage sites or objects may exist in the areas covered by the Company's tenements.

If native title has been claimed, the Company may seek a native title determination authorising entry onto land where native title has been claimed. If the title grants exclusive possession, the landowner may object to a notice of entry. Entry may only be granted on specific terms and conditions, and the Company may have to pay compensation to the landowner.

If there is a determination of native title over an area the subject of the prospecting and exploration tenements held by the Company, the native title holder's consent may be required for exploration and mining to occur.

Native title could potentially impact the status, renewal and conversion of existing tenements held by the Company and may impact the future grant of new tenements. Compensation may be required to be provided by the Company to native titleholders in the form of money, transfer of property or provision of goods and services.

4.4 General risks

The business activities of the Company are subject to various general economic and investment risks that may impact on the future performance of the Company. These risk factors include, but are not limited to, those summarised below.

(a) Economic conditions

General economic conditions in Australia and overseas, including the introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

(b) Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism or other hostilities; and
- (vii) pandemics and associated issues.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and industrial stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company, particularly as a result of COVID-19.

Investors should be aware that there is a risk that the market price of the Shares may change between the date of this Prospectus and the date when New Options are issued or the date when the New Options are exercised.

(c) Insurance

The Company insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all the risks associated with construction and engineering is not always available and, where available, costs can be prohibitive.

(d) Liquidity and realisation risk

There can be no guarantee that an active market in the Shares will develop or continue, or that the market price of the Shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares, as there may be relative few, if any, potential buyers or sellers of the Shares on ASX at any time.

(e) Tax

The subscription for convertible securities such as the New Options may give rise to adverse taxation consequences and these consequences may differ depending on the individual financial affairs of each investor.

Shareholders are urged to obtain independent financial advice about the consequences of acquiring any New Options under the Options Offer.

The Company, its advisors and its officers do not accept any responsibility or liability for any taxation consequences to Shareholders resulting from the Options Offer.

(f) Other general risks

- (i) The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war, epidemic or pandemic or natural disasters. A prolonged deterioration in general economic conditions including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operating and financial performance and financial position.
- (ii) The Company's future possible revenues and Share prices may be affected by these factors, which are beyond the control of the Company:
 - (A) Default by a party to any contract to which the Company is, or may become, a party;
 - (B) Insolvency or other managerial failure by any of the sub-contractors used by the Company in its activities;
 - (C) Industrial disputation by the Company's workforce or the workforce of its sub-contractors;
 - (D) Acts of war and terrorism or the outbreak or escalation of international hostilities and tensions; or
 - (E) Epidemics or pandemics.

4.5 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Options offered under this Prospectus.

Therefore, the New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Options.

Shareholders should consider that their investment in the Company is speculative and should consult their professional advisors for further advice.

5. Rights and liabilities attaching to Shares and New Options

5.1 Shares

There is presently only one class of share issued by the Company: fully paid ordinary shares.

The rights attaching to fully paid ordinary shares in the Company (i.e. the Shares and the New Shares) are:

- (a) set out in the Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and the general law.

The following is a summary of the significant rights attaching to the Shares. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders.

(a) **Voting rights**

At a general meeting, every Shareholder present in person or by proxy, attorney or representative has:

- (i) on a show of hands, one vote; and
- (ii) on a poll, one vote per fully paid Share.

On a poll, partly paid Shares confer a fraction of a vote proportional to the amount paid up on the Share (excluding any amount credited as paid up).

At any general meeting, a resolution shall be decided on a show of hands unless a poll is demanded. A poll may be demanded by at least five Shareholders present and entitled to vote at the meeting (in person or by proxy, attorney or Representative), by Shareholders with at least 5% of the votes that may be cast on the resolution, or by the chairperson.

(b) **General meetings and notices**

Shareholders are entitled to receive notice of the Company's general meetings, to attend them and to vote at them.

(c) **Dividends**

Shareholders may receive dividends out of the Company's profits. The Directors may from time to time decide to pay a dividend to Shareholders entitled to the dividend. This dividend shall be payable on a Share according to the proportion of that Share that has been paid. The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment. The Directors may determine Shareholders' entitlements to dividends, including how and when the dividend is paid. The Directors may decide not to distribute dividends.

(d) **Transfer of Shares**

Subject to the Constitution, Shareholders may transfer any of their Shares by:

- (i) an ASX settlement transfer;
- (ii) any method introduced by ASX, or operated under the ASX Settlement Operating Rules or ASX Listing Rules, and in any case recognised under the Corporations Act; or
- (iii) an instrument in writing in any usual form or other form of which the Directors approve.

The Directors may refuse to register a transfer of Shares if:

- (i) the ASX Listing Rules require or permit the Company to do so; or
- (ii) the transfer is a transfer of restricted securities which is or might be in breach of either the ASX Listing Rules or any escrow agreement the Company has entered into in relation to such Restricted Securities pursuant to the ASX Listing Rules.

This right of refusal does not apply to an ASX Settlement Transfer.

(e) Issue of further Shares

At any time, the Directors may issue Shares on terms they, in their absolute discretion, determine. This is subject to the Company's Constitution, the Corporations Act and the ASX Listing Rules.

(f) Winding up

Subject to the Company's Constitution, if the Company is wound up, all monies and property to be distributed among Shareholders shall be distributed among Shareholders in proportion to the number of shares they hold (regardless of the amount paid-up on them).

The liquidator may, with the approval of a special resolution of the Company:

- (i) divide among the Shareholders in kind, all or any of the Company's property;
- (ii) determine how such division is to be carried out between different classes of Shareholders;
- (iii) value the property as it thinks fair; and
- (iv) vest the whole or any part of any property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

(g) Directors – appointment and removal

The minimum number of Directors is 3 and the maximum number is 9. Directors are elected at general meetings of the Company. At the Company's annual general meeting, one third of the Directors shall retire. If the number of Directors is not a multiple of three, the number closest to one-third, rounding up, shall retire. No Director, except the managing director, shall hold office for three years or more without retiring and being re-elected. A Director retiring by rotation is eligible for re-election. Directors may appoint a Director to fill a casual vacancy on the Board or as an addition to the existing Directors. That Director will then hold office until the next annual general meeting of the Company, when they will be eligible for re-election.

(h) Directors' voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. An alternate director has one vote for each Director for whom he or she is an alternate. If an alternate director is also a Director, he or she also has a vote as a Director. If there are equal votes, and more than two Directors voting, the chair shall have a casting vote.

(i) Variation of rights

Rights attaching to any class of shares may be varied by:

- (i) the written consent of 75% of shareholder of that class; or
- (ii) special resolution of the shareholders of that class.

This is subject to the Corporations Act and, so far as relevant, the Company Constitution's provisions on general meetings.

(j) Dividend and share plans

The Directors may implement a dividend reinvestment plan. This is subject to the Corporations Act and the Listing Rules, and the Company may amend or revoke this by ordinary resolution in general meeting. The Directors may issue share options as they see fit. The Company may authorise the Directors to implement a bonus share plan on certain terms and conditions. This is subject to the Corporations Act and the ASX Listing Rules, and the Company may amend or revoke this by ordinary resolution in general meeting.

(k) Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

5.2 New Options

(a) **Entitlement**

One New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (j) below, the amount payable upon exercise of each New Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST) on 15 December 2021 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Free Attaching Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Free Attaching Options.

If a notice delivered under (g)(ii) above is ineffective for any reason, to ensure that an offer for the sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of New Options are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) *Participation in New Issues*

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(l) *Change in exercise price*

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(m) *Unquoted*

The Company will not apply for quotation of the New Options on ASX.

(n) *Transferability of the New Options*

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

6. Additional information

6.1 Company is a disclosing entity

The Company is a disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. These obligations require ASX to be notified periodically and on a continuous basis of information about specific events and matters as they arise for the purpose of ASX making the information available to the financial market operated by it. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information concerning the Company, of which it becomes aware, which a reasonable person would expect to have a material effect on the price or value of the Company's securities. The Company is also required to prepare and lodge with ASIC and ASX both yearly and half-yearly financial statements accompanied by a Directors' declaration and report, and an audit or review report.

6.2 Copies of documents

ASX maintains records of company announcements for all companies listed on ASX. The Company's announcements may be viewed on the ASX website (www.asx.com.au). ASIC also maintains records in respect of documents lodged with it by the Company, and these may be obtained from or inspected at any office of ASIC. The Company will provide a copy of any of the following documents, free of charge, to any person who requests a copy during the Options Offer Period:

- (a) the Annual Report lodged with ASIC and given to ASX by the Company for the year ended 30 June 2019 (being the Company's most recent annual financial report lodged with ASIC before the date of this Prospectus);
- (b) the Company's audited financial statements for the year ended 30 June 2019;
- (c) the Company's half-year results for the period ending 31 December 2019; and
- (d) any continuous disclosure notice given by the Company to ASX (being any document used to notify ASX of information relating to the Company under the continuous disclosure provisions of the ASX Listing Rules and the Corporations Act) after the date of lodgement with ASIC and giving to ASX of the Annual Report referred to above and before lodgement with ASIC of this Prospectus. Details of these notices are as follows:

Date	Title of announcement
07 Aug 2020	Results of Meeting
03 Aug 2020	Appendix 2A
29 Jul 2020	Change in Directors Interest Notice
23 Jul 2020	Quarterly Cashflow Report
23 Jul 2020	Quarterly Activities Report
21 Jul 2020	Change in substantial holding from NST
21 Jul 2020	Venturex to Joint Venture Whim Creek Project
21 Jul 2020	ARM: Acquisition of up to 80% of Whim Creek Copper-Zinc Proj
20 Jul 2020	Change of Director's Interest Notice
20 Jul 2020	Change of Director's Interest Notice
20 Jul 2020	Change of Director's Interest Notice
20 Jul 2020	Cleansing Statement
20 Jul 2020	Appendix 2A

Date	Title of announcement
16 Jul 2020	Results of Share Purchase Plan
06 Jul 2020	Venturex to Drill High-Potential VMS Targets
03 Jul 2020	Letter to Shareholders Regarding Notice of General Meeting
03 Jul 2020	Notice of General Meeting/Proxy Form
01 Jul 2020	Cancellation of Performance Rights
29 Jun 2020	Extension to SPP Closing Date
23 Jun 2020	Ceasing to be a substantial holding
22 Jun 2020	Change in substantial holding
22 Jun 2020	SPP Cleansing Statement
22 Jun 2020	SPP Offer Documentation
19 Jun 2020	Change in substantial holding from NST
17 Jun 2020	Update – Proposed issue of Securities – VXR
17 Jun 2020	Cleansing Statement
17 Jun 2020	Share Purchase Plan Offer Document
17 Jun 2020	Appendix 2A
10 Jun 2020	Proposed issue of Securities – VXR
10 Jun 2020	Venturex Secures Capital Raising
05 Jun 2020	Trading Halt
21 May 2020	Sulphur Springs Receives Environmental Ministerial Approval
30 Apr 2020	Quarterly Activities Report 31 March 2020
30 Apr 2020	Quarterly Cashflow Report 31 March 2020
24 Apr 2020	Cancellation of Performance Rights
21 Apr 2020	Amended Sulphur Springs Permitting and Development Update
20 Apr 2020	Trading Halt
20 Apr 2020	Pause in Trading
20 Apr 2020	Sulphur Springs Permitting and Development Update
31 Mar 2020	EPA Recommends Sulphur Springs Project for Approval
18 Mar 2020	Appendix 2A
16 Mar 2020	Change of Director's Interest Notice
11 Mar 2020	Half Year Accounts – December 2019
02 Mar 2020	Sulphur Springs EPA Update
27 Feb 2020	Appendix 2A
27 Feb 2020	Cancellation of Performance Rights
21 Feb 2020	Cancellation of Performance Rights

Date	Title of announcement
07 Feb 2020	Appendix 3G
31 Jan 2020	Quarterly Cashflow Report – December 2019
31 Jan 2020	Quarterly Activities Report – December 2019
18 Dec 2019	Cleansing Statement and Appendix 3B
09 Dec 2019	Change of Director's Interest Notice
06 Dec 2019	Venturex Secures Loan from NST
02 Dec 2019	Final Director's Interest Notice
02 Dec 2019	Expiry of Performance Rights
29 Nov 2019	Results of Meeting
29 Nov 2019	2019 Annual General Meeting Presentation
28 Nov 2019	Sulphur Springs Permitting and Development Update
22 Nov 2019	Withdrawal of Resolutions
21 Nov 2019	Withdrawal of Resolution
08 Nov 2019	Management Changes
31 Oct 2019	Quarterly Cashflow Report
31 Oct 2019	Quarterly Activities Report
29 Oct 2019	Notice of Annual General Meeting/Proxy Form
26 Sep 2019	Corporate Governance Statement & Appendix 4G

All requests for copies of the above documents should be addressed to:

Company Secretary
Venturex Resources Limited
Level 2, 91 Havelock Street
West Perth WA 6005

Certain documents are also available on the Company's website
(<https://www.venturexresources.com/>).

6.3 Reconciliation, Reconciliation Options and the rights of Venturex

The Options Offer is a complex process and in some instances investors may be otherwise entitled to more New Options than are initially offered to them. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that Venturex may need to issue additional New Options (**Reconciliation Options**) to ensure that the relevant investors receive their appropriate allocation of New Options.

Venturex also reserves the right to reduce the size of an Entitlement or number of New Options allocated to Eligible Shareholders.

Eligible Shareholders will be deemed to have accepted their respective Entitlement to New Options if the Company does not receive notice to the contrary prior to the Opt-out Date.

Eligible Shareholders who are deemed to have accepted their offer acknowledge and agree:

- (a) to the conditions described above, as required by Venturex in its absolute discretion;
- (b) that there is no time limit on the ability of Venturex to require any of the actions set out above; and

- (c) that Venturex reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

6.4 Warranties made on acceptance of the Options Offer

If you take no action and are deemed to have accepted your Entitlement, you will also be deemed to have acknowledged, represented and warranted that you, and each person on whose account you are acting:

- (a) acknowledge that you have fully read and understood this Prospectus in its entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Prospectus;
- (b) agree to be bound by the terms of the Options Offer, the provisions of this Prospectus and the Constitution;
- (c) authorise Venturex to register you as the holder(s) of New Options issued to you;
- (d) declare you are over 18 years of age;
- (e) authorise Venturex, the Share Registry and any of their respective officers or agents to do anything on your behalf necessary for New Options to be issued to you;
- (f) acknowledge that the information contained in this Prospectus is not investment advice or financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. You acknowledge that this Prospectus is not a recommendation that New Options are suitable for you given your investment objectives, financial situation or particular needs;
- (g) acknowledge that you have read and understood section 4 'Risk Factors' of this Prospectus and you further acknowledge and understand that an investment in Venturex is subject to a high degree of risk;
- (h) acknowledge that none of Venturex, the Lead Manager or their respective related bodies corporate, affiliates or respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantee the performance of Venturex, nor do they guarantee the repayment of any capital invested;
- (i) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Options Offer and of your holding of Shares on the Record Date;
- (j) represent and warrant that the law of any place does not prohibit you from being given this Prospectus; and
- (k) represent and warrant that your acceptance of the Options Offer does not breach any laws in a jurisdiction outside Australia or New Zealand.

6.5 Consents

Each of the parties named below:

- (a) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named;
- (b) has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, other than as specified below; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in, or omissions from, this Prospectus, other than the reference to its name in the form and context in which it appears and any statement included in this Prospectus with its consent, as specified in the table below.

Role	Consenting party	Consent
Lead Manager	Hartleys Limited	Consent to be named

Australian Legal Advisor	MinterEllison	Consent to be named
Share Registry	Link Market Services Ltd	Consent to be named

6.6 Interests of Directors

(a) *Interests in the Company and the Offer*

Other than as set out below or elsewhere in this Prospectus:

- (a) no Director or proposed Director has, or has had in the two years before lodgement of this Prospectus, an interest in:
- (i) the formation or promotion of the Company;
 - (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
 - (iii) the Options Offer itself; and
- (b) no amounts, whether in cash or Shares or otherwise, have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director either to induce them to become, or to qualify them as, a Director, or otherwise for services rendered by them in connection with:
- (i) the promotion or formation of the Company; or
 - (ii) the Options Offer.

(b) *Directors' securities holdings*

As at the date of this Prospectus, the Directors have the following interests in issued securities of the Company, either directly or indirectly.

Each of the Directors participating in the SPP will be issued with New Options.

Director	Interest in Shares	Interest in Performance Rights
Anthony Reilly	4,817,957	666,667
Anthony Kiernan	4,079,402	Nil
Darren Stralow	1,562,122	Nil

(c) *Directors' remuneration*

As at the date of this Prospectus, the Directors are paid the following remuneration:

Director	Remuneration
Anthony Kiernan	\$90,000 inc super
Anthony Reilly	\$240,000 inc super
Darren Stralow	Nil – Northern Star representative

6.7 Interests of advisers and costs of the Options Offer

Other than as set out below or elsewhere in this Prospectus, no adviser involved in the preparation of this Prospectus (nor any firm in which any adviser is a partner), has held at any time in the past two years any interests in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer (or any component of it) itself.

In addition, other than as set out below, no amounts (whether in cash, Shares or otherwise) have been paid or agreed to be paid and no benefits have been given or agreed to be given to any adviser (or any firm in which the adviser is a partner) for services rendered by the adviser, or the adviser's firm in connection with the promotion or formation of the Company or in connection with the Options Offer (or any component of it):

- (a) Hartleys has acted as Lead Manager for the Capital Raising and the Options Offer. In relation to these services, the Company has agreed to pay Hartleys' fees of \$230,000; and
- (b) MinterEllison has acted as Australian legal advisers to the Company in relation to this Prospectus, the Capital Raising and the Options Offer. The Company has paid or agreed to pay \$70,000 (plus GST and disbursements) for these services to the date of this Prospectus. Further amounts may be paid to MinterEllison in accordance with their usual time based charge out rates.

6.8 Withdrawal

Venturex reserves the right to withdraw the Options Offer at any time before the issue of New Options.

6.9 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the next whole number of New Options.

6.10 No Entitlements trading

Entitlements cannot be traded on ASX or any other exchange, nor can they be privately transferred.

6.11 Not investment advice or financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. Venturex is not licensed to (and does not) provide financial product advice in respect of the New Options.

The information in this Prospectus does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to accept your Entitlement to New Options, you should consider whether they are a suitable investment for you in the light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the New Options the subject of the Options Offer. If, after reading this Prospectus, you have any questions about the Options Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

6.12 Foreign jurisdictions

The information in this Prospectus has been prepared to comply with the applicable requirements of the securities laws of Australia and New Zealand only.

This document does not constitute an offer of New Options of the Company in any jurisdiction in which it would be unlawful. The distribution of this Prospectus (including an electronic copy) may be restricted by law and you should observe such restrictions and should seek your own advice on such restrictions. In particular, this document may not be distributed to any person in, and the New Options may not be offered or sold in, any country outside Australia except to the extent permitted below. Any non-compliance with these restrictions may contravene applicable securities laws.

No action has been taken to register or qualify the Options Offer, the New Options, or otherwise permit a public offering of the New Options, in any jurisdiction outside of Australia or New Zealand.

Venturex may (in its absolute discretion) extend the Options Offer to any Shareholder in other foreign jurisdictions (subject to compliance with applicable laws).

6.13 New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**).

The New Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Options Offer, New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

This Prospectus and any accompanying ASX announcements relating to the Options Offer do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds ordinary shares in the Company and is acting for the account or benefit of a person in the United States).

The New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Options and the Entitlements may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds ordinary shares in the Company and is acting for the account or benefit of a person in the United States).

6.14 Governing law

The information in this Prospectus and the Options Offer are governed by the law applicable in Western Australia. Each investor who applies for New Options submits to the non-exclusive jurisdiction of the courts of Western Australia.

6.15 Taxation

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for the New Options. However, investors are cautioned that the subscription for convertible securities such as the New Options may give rise to adverse taxation consequences.

Shareholders should consult their professional tax advisor in connection with subscribing for New Options, and in particular, tax advisors should be made aware that the exercise price of the New Options may be lower than the Company's Share price at the time of issue, which may give rise to taxation liabilities for subscribers.

The Company, its advisors and its officers do not accept any responsibility or liability for such taxation consequences to Shareholders.

6.16 Financial data

All dollar values in this Prospectus are in Australian dollars (\$) or A\$) unless otherwise stated.

6.17 Information availability for the Options Offer

Eligible Shareholders in Australia and New Zealand can information about the Options Offer during the Options Offer Period by calling the Company Secretary and leaving a message on 08 6389 7400 (within Australia) or +61 8 6389 7400 (from outside Australia) at any time during business hours (AWST) Monday to Friday.

This Prospectus may not be distributed to or relied upon by, persons that are in the United States or otherwise distributed in the United States.

6.18 Forward-looking statements and future performance

Neither Venturex, its officers, employees, agents, associates and advisers, nor any other person warrants or guarantees the future performance of the New Options or any return on any investment made pursuant to the information in this Prospectus. Forward-looking statements, opinions and estimates provided in the information in this Prospectus are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Any forward-looking statements including projections, guidance on sales, earnings, dividends, and other estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of Venturex and the board of directors of Venturex, including the risks described in section 4 of this Prospectus, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward looking statements in this Prospectus.

To the maximum extent permitted by law, the Company and its Directors, officers, employees, agents, associates and advisers expressly disclaim any obligations or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement or any event or results expressed or implied in any forward looking statement, and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence).

6.19 Notice to nominees and custodians

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter in respect of the Options Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Options Offer is not available to Ineligible Shareholders.

6.20 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Offer that is not contained in this Prospectus. Any information or representation that is not in this Prospectus may not be relied on as having been authorised by Venturex, or its related bodies corporate, in connection with the Offer.

Except as required by law, and only to the extent so required, none of Venturex, or any other person, warrants or guarantees the future performance of Venturex or any return on any investment made pursuant to this Prospectus.

6.21 Consents to lodgement of this Prospectus

Each Director of the Company has consented, and not withdrawn their consent, to the lodgement of this Prospectus with ASIC as required by section 720 of the Corporations Act.

Glossary

Term	Meaning
AAS or Australian Accounting Standards	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretations.
AASB	Australian Accounting Standards Board.
ASIC	Australian Securities and Investments Commission.
Associates	The meaning given in the Corporations Act.
ASX or Australian Securities Exchange	ASX Limited ABN 98 008 624 691, or the financial market operated by it, as the context requires.
ASX Listing Rules	The official listing rules of ASX.
ASX Settlement	ASX Settlement Pty Limited ABN 49 008 504 532.
ASX Settlement Operating Rules	The operating rules of ASX Settlement, and to the extent they are applicable, the operating rules of each of ASX and ASX Clear Pty Limited ABN 48 001 314 503.
ATO	Australian Taxation Office.
AUD, A\$, \$ or Australian dollar or cent	The lawful currency of the Commonwealth of Australia.
AWST	Australian Western Standard Time.
Board	The board of directors of the Company from time to time.
Capital Raising	means the Placement, the Northern Star Placement and the SPP.
CHESS	Clearing House Electronic Subregister System operated in accordance with the Corporations Act.
Closing Date	The closing date of the Options Offer, being 24 August 2020.
Company Group	The Company and its 'related bodies corporate' as defined in section 50 of the Corporations Act.
Company or Venturex	Venturex Resources Limited ACN 122 180 205.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A member of the board of directors of the Company from time to time.
Eligible Shareholders	Means a Shareholder who is eligible to apply for New Options as set out in section 2.3 of this Prospectus.
Entitlement	The number of New Options that an Eligible Shareholder is entitled to apply for under the Options Offer, as determined on the basis of one (1) New Option for every two (2) Shares subscribed for by Eligible Shareholders under the Placement, Northern Star Placement or the SPP.
Financial Information	Means the proforma balance sheet as set out in section 3.6.
Foreign Holder Nominee	Foreign Holder Nominee.
GAAP	Generally Accepted Accounting Principles.
Government Agency	Any government or any governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency, bureau, municipal, board, instrumentality or entity in any jurisdiction.
Group or Venturex Group	The Company and its subsidiaries (and Group Member means any one or more of them).

Term	Meaning
GST	Goods and services or similar tax imposed in Australia.
Hartleys or Lead Manager	Hartleys Limited.
IFRS	International Financial Reporting Standards.
Ineligible Shareholders	Shareholders that are not Eligible Shareholders as set out in section 2.3 of this Prospectus.
Lodgement Date	Tuesday, 11 August 2020, being the date this Prospectus is lodged with ASIC.
New Option or New Option	An Option offered under this Prospectus, the rights and liabilities of which are summarised in section (a) of this Prospectus.
New Shares	The new Shares issued to Shareholders in the Capital Raising.
Northern Star	Northern Star Resources Limited ACN 097 904 302.
Northern Star Loan Agreement	The unsecured loan agreement between Northern Star and the Company announced to ASX on 6 December 2019.
Northern Star Placement	The placement of New Shares to Northern Star in part-repayment of the Northern Star Loan Agreement as part of the Capital Raising, as described in section 2.1 of this Prospectus.
Option	An option to acquire a Share.
Options Offer	The offer of New Options pursuant to this Prospectus to Eligible Shareholders.
Options Offer Period	The period of time between the Options Offer opening date, being 9.00am (AWST) on Wednesday, 12 August 2020 and the Options Offer closing date, being 5.00pm (AWST) on Monday, 24 August 2020.
Opt-out Date	The date by which Eligible Shareholders must provide written notice to the Company that they do not wish to participate in the Options Offer, being 5.00pm (AWST) on Friday, 21 August 2020.
Performance Rights	A performance right that is issued pursuant to the employee incentive plan titled Performance Rights Plan adopted on 30 November 2018 at the Company's 2018 annual general meeting.
Placement	The placement of New Shares to sophisticated and institutional shareholders as part of the Capital Raising, as described in section 2.1 of this Prospectus.
Prospectus	This prospectus dated 11 August 2020 prepared by the Company in accordance with the special content rules under section 713 of the Corporations Act in respect of the Offer.
Record Date	10 August 2020.
Share	A fully paid ordinary share in the Company.
Shareholder	The registered holder of a Share.
Shareholding	The number and value of Share(s) held in the Company.
Share Registry	Link Market Services Ltd.
SPP	The share purchase plan offered to eligible shareholders as part of the Capital Raising, as described in section 2.1 of this Prospectus.
United States or U.S.	The United States of America.
US Person	Has the meaning given in Regulation S under the US Securities Act.
US Securities Act	United States Securities Act of 1933, as amended.

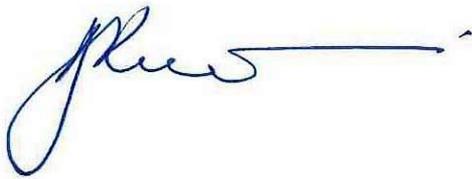
Authorisation

This Prospectus is authorised by each Director of the Company under section 720 of the Corporations Act and signed by Anthony Kiernan on 11 August 2020 under section 351 of the Corporations Act.

Signed for an on behalf of

Venturex Resources Limited

by

A handwritten signature in blue ink, appearing to read 'A. Kiernan', with a long horizontal stroke extending to the right.

Anthony Kiernan

Chairman