

# Entitlement Offer Prospectus

Venturex Resources Limited is pleased to lodge the attached Entitlement Offer Prospectus.

The timetable for the Entitlement Offer is as follows:

	Date
Lodgement of Prospectus	10 June 2021
Ex-Date	15 June 2021
Entitlement Offer Record Date (5:00pm AWST)	16 June 2021
Settlement of Placement and Director and Consultant Options	17 June 2021
Entitlement Offer Document and Acceptance Form dispatched to Eligible Shareholders	21 June 2021
Entitlement Offer Opening Date	21 June 2021
Entitlement Offer Closing Date (5:00pm AWST)	12 July 2021
Entitlement Offer Notification of Shortfall	13 July 2021
Entitlement Offer Issue Date	19 July 2021

The above timetable is subject to change. The Directors reserve the right to extend the closing date for the Entitlement Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

Authorised for release to the ASX by Trevor Hart, Company Secretary & CFO.

**TREVOR HART**  
Company Secretary and CFO  
Venturex Resources Limited

## Contacts

### Investors

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# Prospectus

Venturex Resources Limited ACN 122 180 205

Details of a 1 for 7 non-renounceable Entitlement Offer of New Shares in the Company at a price of \$0.08 per New Share together with 1 free New Option for every 2 New Shares issued, to raise up to \$4.96 million (before costs).

Details of the proposed issue of Placement Options and Director Options under this Prospectus.

Entitlement Offer closes at 3.00 pm (AWST) on Monday, 12 July 2021 (unless extended). Valid applications must be received before that time.

Underwriter to the Entitlement Offer  
Argonaut Capital Limited, ACN 099 761 547, AFSL No. 221476

Joint Lead Managers of the Entitlement Offer  
Argonaut Securities Pty Ltd, ACN 108 330 650, AFSL No. 274099  
Euroz Hartleys Limited, ACN 104 195 057, AFSL No. 230052

## **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.

**Any Shares and 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 Securities 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

## Contents

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# Important information

## Lodgement

This Prospectus is dated 10 June 2021 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 10 July 2022, the date which is 13 months after the Lodgement Date, and no New Securities 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 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) apply. Together these laws allow 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 Securities on the Company and the rights attaching to the New Securities. 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 at <https://www2.asx.com.au/markets/company/VXR>.

## 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 additional risk factors specific to 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 Securities.

Rights to acquire New Shares and New Options under the Entitlement Offer are not transferrable. Eligible Shareholders should carefully read and follow the instructions in section 2 of this Prospectus and on the back of the accompanying personalised Entitlement and Acceptance Form (as defined below) when making the decision to invest in New Shares and New Options.

## 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 in relation to the Entitlement Offer 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 Entitlement Offer Period.

Eligible Shareholders can also obtain a copy of this Prospectus (free of charge) during the Entitlement Offer 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 30 April 2021 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 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 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 of the Company, the Joint Lead Managers, the Underwriter or any of their respective related bodies corporate in connection with the Offer.

Neither the Joint Lead Managers nor the Underwriter make or offer the New Securities. The Joint Lead Managers and the Underwriter have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Prospectus. Neither the Joint Lead Managers nor the Underwriter 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 the Joint Lead Managers or the Underwriter. To the maximum extent permitted by law, both the Joint Lead Managers and the Underwriter expressly disclaim all liability in respect of, make no representation regarding and take 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 Offer, the Entitlements, the New Securities, or to otherwise permit a public offering of New Options, in any jurisdiction outside Australia, New Zealand, United Kingdom, Hong Kong and the People's Republic of China. The distribution of this Prospectus outside Australia, New Zealand, United Kingdom, Hong Kong and the People's Republic of China may be restricted by law and persons who come into possession of this Prospectus outside Australia, New Zealand, United Kingdom, Hong Kong and the People's Republic of China 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 Securities 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 Shares or 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 Shares or 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, New Zealand, United Kingdom, Hong Kong and the People's Republic of China. The Entitlements, the New Shares and New Options are only being offered to existing Shareholders with registered addresses in Australia, New Zealand, United Kingdom, Hong Kong or the People's Republic of China.

## Privacy

By participating in the Offer you are providing personal information to the Company through the Share Registry, which is contracted by the Company to manage the 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 Entitlement Offer

If you have any questions on how to take up the New Shares or New Options offered to you under

the Entitlement 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 Entitlement Offer Period.

### 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')

## Underwriter

Argonaut Capital Limited, ACN 099 761 547, AFSL No. 221476

Level 30, Allendale Square  
77 St Georges Terrace  
Perth WA 6000

## Joint Lead Managers

Argonaut Securities Pty Ltd, ACN 108 330 650, AFSL No. 274099

Level 30, Allendale Square  
77 St Georges Terrace  
Perth WA 6000

Euroz Hartleys Limited, ACN 104 195 057, AFSL No. 230052

Level 6, 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](http://www.linkmarketservices.com.au)



# Key information

<b>Offer price per New Share under the Entitlement Offer</b>	\$0.08 per New Share
<b>Recapitalisation Proceeds (before costs) (not including proceeds of Option conversions)</b>	Up to \$18.96 million
<b>Entitlement Offer Proceeds (before costs)</b>	Up to \$4.96 million
<b>Eligible Shareholder's Entitlement under the Entitlement Offer</b>	1 New Share for every 7 Shares held as at the Record Date and 1 free attaching New Option per 2 New Shares
<b>Number of Shares on issue before the Recapitalisation</b>	Up to 434,143,386 Shares
<b>Number of new Shares to be issued under the Placement</b>	Up to approximately 175,037,629 new Shares
<b>Number of Placement Options to be issued under the Placement</b>	Up to approximately 87,518,823 Placement Options
<b>Number of New Shares to be issued under the Entitlement Offer</b>	Up to approximately 62,020,484 New Shares
<b>Number of New Options to be issued under the Entitlement Offer</b>	Up to approximately 31,010,242 New Options
<b>Number of Shares on issue at completion of the Recapitalisation</b>	Up to approximately 671,201,499 Shares
<b>Number of Options on issue at completion of the Recapitalisation</b>	Up to approximately 283,650,797 Options
<b>Market capitalisation (based on the closing price of the Shares on the last trading day prior to the lodgement of this Prospectus)</b>	\$313 million

# Timetable and important dates

Event	Date <sup>1</sup>
<ul style="list-style-type: none"> <li>Lodgement of Prospectus with ASIC and ASX</li> </ul>	Thursday, 10 June 2021
<ul style="list-style-type: none"> <li>Record Date for the Entitlement Offer</li> </ul>	5.00pm (AWST) on Wednesday, 16 June 2021
<ul style="list-style-type: none"> <li>Dispatch of Prospectus and personalised Entitlement and Acceptance Forms to Eligible Shareholders</li> <li>Entitlement Offer opens</li> </ul>	9.00am (AWST) on Monday, 21 June 2021
<ul style="list-style-type: none"> <li>Placement settlement date</li> </ul>	Thursday, 17 June 2021
<ul style="list-style-type: none"> <li>Issue and quotation of Shares and issue of Placement Options issued under the Placement</li> <li>Issue of Director Options under the Restructure</li> </ul>	Thursday, 17 June 2021
<ul style="list-style-type: none"> <li>Entitlement Offer closes</li> </ul>	3.00pm (AWST) on Monday, 12 July 2021
<ul style="list-style-type: none"> <li>Settlement of Entitlement Offer</li> </ul>	Friday, 16 July 2021
<ul style="list-style-type: none"> <li>Issue of New Shares and New Options under the Entitlement Offer</li> </ul>	Monday, 19 July 2021
<ul style="list-style-type: none"> <li>Normal trading of New Shares issued under the Entitlement Offer expected to commence on ASX</li> </ul>	Tuesday, 20 July 2021
<ul style="list-style-type: none"> <li>Mailing of updated CHESS notices and issuer sponsored holding statements in relation to New Shares and New Options issued under the Entitlement Offer completed</li> </ul>	Tuesday, 20 July 2021

## Note

- 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 Offer without prior notice, including extending the Offer or withdrawing the Offer without prior notice.

# Chairman's letter

10 June 2021

Dear Eligible Shareholder

On 24 February, Venturex Resources Limited (Company or Venturex) announced an extensive recapitalisation plan to advance the funding and development of our flagship Sulphur Springs copper-zinc project in Western Australia's Pilbara region.

Underpinned by a high-quality Resource and Reserve supporting an initial 10-year mine life with exceptional exploration upside, Sulphur Springs is one of the few development-ready base metal assets worldwide. Its Tier-1 location and completed feasibility study with compelling economics mean that Venturex is perfectly poised to secure financing and advance towards development of the Sulphur Springs Project, taking advantage of the positive outlook for clean-energy metals over the coming decade.

The proposal outlined in February will see an accomplished new management team, led by Bill Beament, with a strong track record of success in the international mining industry join the Company. Coupled with a comprehensive strategic funding package, this will allow the Company to advance Sulphur Springs rapidly towards a Final Investment Decision.

In order to assist you to digest this extensive package of information, I have taken the opportunity to summarise the background to the key matters relevant to the Offer:

1. The recapitalisation proposal is being led by Bill Beament, one of Australia's most successful mining executives, who as Executive Chairman of Northern Star Resources Limited (ASX: NST) has been the driving force behind that company's growth and success over the past decade from a junior micro-cap to become Australia's second-largest gold producer with a market capitalisation of ~\$12 billion. On 10 June 2021, Bill Beament and the Company entered into the Executive Service Agreement. It is intended that Mr Beament will join the Board as a full-time Executive Director from 1 July 2021.
2. The transaction proposed by Mr Beament, as approved by Shareholders at the Extraordinary General Meeting on 9 June 2021, introduces:
  - a. Funding of \$19.0 million at 8c per share by way of a \$14 million placement to sophisticated investors, of which Mr Beament will contribute \$8.9 million, and a fully underwritten 1-for-7 Entitlement Offer to existing shareholders; and
  - b. An option structure to source additional funding of \$39.6 million, increasing the total value of the strategic funding package to \$59 million, putting Venturex in a strong position to fast-track the development of Sulphur Springs.
3. Importantly, Venturex shareholders will have the opportunity to participate in this funding package via the Entitlement Offer, through which they will also receive one free attaching option for every two shares subscribed for, exercisable at 13.5c within 24 months. The Entitlement Offer will be available to all shareholders on the Company's share register on the record date, which is 16 June 2021, on the same terms and price as the placements.
4. The board restructure outlined on 24 February has already seen highly-regarded mining executive Mick McMullen, the former CEO of Stillwater Mining and Detour Gold, join the Board as an Executive Director. In addition, as approved by Shareholders at the Extraordinary General Meeting (EGM) on 9 June 2021, Mr Beament will join the Board as an Executive Director on 1 July and I was elected to the Board as non-executive Chairman.

To be eligible to participate in the Offer, you must be a registered holder of Shares on the Record Date (5.00 pm (AWST) on Wednesday, 16 June 2021) and be shown on the Register to have an address in Australia, New Zealand, United Kingdom, Hong Kong or the People's Republic of China.

## Timing considerations

The Offer timetable is set out below. The Company reserves the right to vary the dates and times set out below subject to the Corporations Act and other applicable laws.

Event	Date
<ul style="list-style-type: none"><li>• Lodgement of Prospectus with ASIC</li></ul>	Thursday, 10 June 2021
<ul style="list-style-type: none"><li>• Record Date</li></ul>	5.00pm (AWST) on Wednesday, 16 June 2021
<ul style="list-style-type: none"><li>• Lodgement of Appendix 3B and Prospectus with ASX</li><li>• Despatch of Prospectus and personalised Entitlement and Acceptance Forms to Eligible Shareholders</li><li>• Opening Date of Offer</li></ul>	9.00am (AWST) on Monday, 21 June 2021
<ul style="list-style-type: none"><li>• Closing Date of Offer</li></ul>	3.00pm (AWST) on Monday, 12 July 2021
<ul style="list-style-type: none"><li>• Issue Date (i.e. the date of issue of New Shares and New Options under this Prospectus)</li></ul>	Monday, 19 July 2021

## Important information

You should read the entirety of this Prospectus carefully. An investment in the Company and the New Shares and 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.

The Entitlement Offer is non-renounceable and the New Shares and New Options may only be issued to the 'Eligible Shareholder' to whom they are offered. There are no rights tradeable on the ASX.

Argonaut Capital is acting as Underwriter to the Entitlement Offer.

If you would like further information regarding the 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 Securities.

If you have any doubt about whether you should participate in the 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



Michael Blakiston

**Non-Executive 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 Offer and is not intended to replace the other sections of this Prospectus, which investors should read in full.

Topic	Summary	For more information
<b>General</b>		
Who is the issuer of the New Securities?	Venturex Resources Limited ACN 122 180 205	Section 2 of this Prospectus
What is the Recapitalisation?	<p>On 24 February 2021, the Company announced to ASX that it intended to undertake the Recapitalisation, including:</p> <ul style="list-style-type: none"> <li>(a) the Placement of Shares and Options to Bill Beament and other sophisticated and professional investors; see details in section 2.4 of this Prospectus;</li> <li>(b) the Entitlement Offer; see details in section 2.2 of this Prospectus; and</li> <li>(c) the Restructure of the Board; see details in section 2.4 of this Prospectus.</li> </ul> <p>Eligible Participants will be offered New Shares and New Options under the Entitlement Offer.</p> <p>The Company also intends to issue Placement Options and Director Options under this Prospectus as part of the Recapitalisation Options Offer.</p>	Section 2 of this Prospectus
What is the issue price of the Offer?	<p>The New Shares have an issue price of \$0.08.</p> <p>The New Options, Placement Options and Director Options each have a nil issue price.</p>	Section 2 of this Prospectus
How much will the Company raise under the Offer?	\$4.96 million (not including costs of the Offer or funds raised on conversion of Options).	Section 2 of this Prospectus
How will the Company use the funds raised from the Offer?	<p>The Company will use the funds raised from the Offer for the following purposes:</p> <ul style="list-style-type: none"> <li>(a) development activities for the Company's Sulphur Springs Project including: <ul style="list-style-type: none"> <li>(i) TSF geotechnical verification of design;</li> <li>(ii) infill drilling and update of the resources models at Sulphur Springs;</li> <li>(iii) regional exploration;</li> <li>(iv) environmental compliance and permits;</li> <li>(v) access road design;</li> <li>(vi) early capital expenditure; and</li> <li>(vii) the Front End Engineering Design (FEED) study;</li> </ul> </li> <li>(b) corporate and general working capital (including salaries and corporate overheads and costs of the evaluation of other potential assets and revenue streams).</li> </ul>	Section 3.6 of this Prospectus

Topic	Summary	For more information
	Full details of the approximate allocation and percentage allocation of the Offer proceeds on the above activities is set out in section 3.6 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 Securities being offered under the 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
<b>Entitlement Offer</b>		
What is the Entitlement Offer	<p>As announced to ASX on 24 February 2021, the Company wishes to extend to the opportunity to participate in the Recapitalisation to existing Shareholders.</p> <p>The Company is therefore conducting a fully underwritten 1 for 7 non-renounceable entitlement offer to raise up to approximately \$4.96 million at \$0.08 by the issue of:</p> <ul style="list-style-type: none"> <li>(a) up to 62,020,484 New Shares to existing Shareholders; and</li> <li>(b) up to 31,010,242 New Options to existing Shareholders, being 1 free attaching New Option per 2 shares subscribed with a nil issue price and an exercise price of \$0.135.</li> </ul>	Section 2.2 of this Prospectus
Who is eligible to receive New Shares and New Options under the Entitlement Offer?	<p>Only <b>Eligible Shareholders</b> are eligible to receive New Shares and New Options under the Entitlement Offer.</p> <p>Eligible Shareholders are those holders of Shares whom:</p> <ul style="list-style-type: none"> <li>(a) are registered as a holder of Shares as at the Record Date;</li> <li>(b) have an address on the Company's share registry in Australia, New Zealand, United Kingdom, Hong Kong or the People's Republic of China (and continue to be a registered holder of Shares as at the Record Date);</li> <li>(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; and</li> <li>(d) are otherwise entitled to participate in the issue of the New Shares and New Options.</li> </ul>	Section 2.3 of this Prospectus
What is my Entitlement?	<p>Your Entitlement is the right granted to you under the Entitlement Offer to subscribe for 1 New Share at the Offer Price for every 7 Shares you hold as at the Record Date and 1 free attaching New Option per 2 shares subscribed.</p> <p>If you are an Eligible Shareholder, your Entitlement will be noted on your personalised Entitlement and Acceptance Form.</p>	Section 2.13 of this Prospectus
What can I do with my Entitlement?	<p>As an Eligible Shareholder, you may do any of the following:</p> <ul style="list-style-type: none"> <li>(a) take up all or part of your Entitlement; or</li> <li>(b) do nothing, in which case your Entitlement will lapse and you will not be issued New Shares or New Options.</li> </ul>	Section 2.15 of this Prospectus

Topic	Summary	For more information
	You should note that if you do not take up all of your Entitlement, your percentage shareholding in the Company will be diluted by your non-participation in the Entitlement Offer and you will not receive any payment or value for that part of your Entitlement that you do not take up.	
Can I apply for New Shares and New Options in excess of my Entitlement?	No. As the Entitlement Offer is fully underwritten by Argonaut Capital, the Company has decided not to offer the opportunity for Eligible Shareholders to subscribe for any New Shares and New Options in excess of their Entitlement.	N/A
How much will I pay per New Share and New Option?	\$0.08 per New Share. New Options have a nil issue price and Eligible Shareholders will receive 1 New Option for every 2 New Shares subscribed for.	Section 2.2 of this Prospectus
Can I trade my Entitlement?	Your Entitlement to participate in the Entitlement 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.	Section 2 of this Prospectus
How do I accept the Entitlement Offer?	If you decide to take up all or part of your Entitlement please: (a) pay your application monies via BPAY®; or (b) complete and return the personalised Entitlement and Acceptance Form with the requisite application monies, by following the instructions set out on the personalised Entitlement and Acceptance Form.	Section 2.15 of this Prospectus
Can I withdraw my Application?	To the extent permitted by law, Applications are irrevocable.	Section 2.15 of this Prospectus
Is the Entitlement Offer underwritten?	The Entitlement Offer is fully underwritten by Argonaut Capital.	Section 2.10 of this Prospectus
What are the key terms of the New Shares and New Options?	The New Shares are fully paid ordinary shares in the equity capital of the Company. New Shares will rank equally in all respects with existing ordinary Shares on issue from their issue date.  The New Options to be issued to Eligible Shareholders have a nil issue price. The New Options will be exercisable at 13.5 cents on or before the date that is two years after their date of issue.  The full terms of the New Options is set out in section 5.2 of this Prospectus.	Section 5 of this Prospectus
Is the Entitlement Offer subject to Shareholder approval?	No, the Entitlement Offer is not subject to Shareholder approval.	N/A
Is there a minimum subscription amount for the Entitlement Offer?	No, there is no minimum subscription amount for the Entitlement Offer.	N/A
Are the Directors participating in the Entitlement Offer?	The Company understands that of the current Directors only Anthony Reilly is an Eligible Shareholder and intends to participate in the Entitlement Offer.	Section 6.6 of this Prospectus

Topic	Summary	For more information
<b>Recapitalisation Options Offer</b>		
Who may receive Options under the Recapitalisation Options Offer?	<p>The following persons will receive Options under the Recapitalisation Options Offer:</p> <ul style="list-style-type: none"> <li>(a) Bill Beament will receive 55,400,171 Placement Options;</li> <li>(b) Mick McMullen will receive 10,000,000 Director Options;</li> <li>(c) Michael Blakiston will receive 7,000,000 Director Options; and</li> <li>(d) other sophisticated and professional investors participating in the Placement will receive a total of 32,118,644 Options.</li> </ul> <p>Bill Beament will separately be issued Options pursuant to a consulting agreement between Bill Beament and the Company dated 23 February 2021, which Options are not being offered or issued under this Prospectus.</p>	Section 2.5 of this Prospectus
Are any Directors participating in the Recapitalisation Options Offer?	Yes, Mick McMullen and Michael Blakiston are receiving Director Options under the Recapitalisation Options Offer.	Section 6.6 of this Prospectus.
Is the Recapitalisation Options Offer subject to Shareholder approval?	<p>The Recapitalisation was subject to Shareholder approval.</p> <p>The Company conducted an Extraordinary General Meeting on Wednesday, 9 June 2021 at which all resolutions relating to the Recapitalisation Options Offer were passed.</p>	Section 2.4 of this Prospectus.
What are the terms of the Options to be issued under the Recapitalisation Options Offer?	<p>The Placement Options to be issued to participants in the Placement have a nil issue price. The Placement Options will be exercisable at 13.5 cents on or before the date that is two years after their date of issue.</p> <p>The Director Options have a nil issue price. The Director Options will vest 12 months after their date of issue and will be exercisable after vesting at 15 cents on or before the date that is three years after the date of issue.</p> <p>The full terms of the Placement Options and Director Options are set out in section 5.2 of this Prospectus.</p>	Section 5 of this Prospectus



## 2. Details of the Offer and how to apply

Except as expressly stated otherwise, this section describes the Entitlement Offer and how Eligible Shareholders take up their Entitlements under it. References to 'you' in this section 2 are references to Eligible Shareholders.

The Joint Lead Managers will provide participants in the Recapitalisation Options Offer details of their Entitlements and how to apply under the Recapitalisation Options Offer, shortly after the date of this Prospectus.

### 2.1 Background

On 24 February 2021, the Company announced to ASX that it intended to undertake an extensive recapitalisation plan, including:

- (a) a placement of Shares and Options to Bill Beament and other sophisticated and professional investors (**Placement**), see details in section 2.4 below;
  - (b) an entitlement offer, being the subject of this Prospectus (**Entitlement Offer**), see details in section 2.2 below; and
  - (c) a restructure of the Board (**Restructure**), see details in section 2.4 below,
- (together, the **Recapitalisation**).

The Recapitalisation proposal was led by Bill Beament, whom will step down as the Executive Chair of Northern Star Resources Limited on 30 June 2021. Further details regarding Bill Beament, and his intent for the Company following the Placement are set out in the Notice of Meeting released to ASX on 6 May 2021 and in section 1 of the Explanatory Statement. On 10 June 2021, Bill Beament and the Company entered into an Executive Service Agreement, the terms of which are summarised in section 6.20 of this Prospectus.

### 2.2 The Entitlement Offer

As announced to ASX on 24 February 2021, the Company wishes to extend to the opportunity to participate in the re-capitalisation plan to existing Shareholders.

The Company is therefore conducting a fully underwritten 1 for 7 non-renounceable entitlement offer to raise up to approximately \$4.96 million at \$0.08 by the issue of:

- (a) up to 62,020,484 new Shares (**New Shares**) to existing Shareholders; and
- (b) up to 31,010,242 New Options to existing Shareholders, being 1 free attaching New Option per 2 shares subscribed with a nil issue price and an exercise price of \$0.135;

(together, the **Entitlement Offer**).

Argonaut Capital is underwriting the Entitlement Offer in accordance with the terms set out in section 6.21.

If you are an Eligible Shareholder that has received this Prospectus, the number of New Shares and New Options to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. If you have more than one registered holding of Shares you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

### 2.3 Eligible Shareholders

**Eligible Shareholders** (for the purposes of the Entitlement Offer) 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, New Zealand, United Kingdom, Hong Kong or the People's Republic of China (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; and

(d) are otherwise entitled to participate in the issue of the New Shares and 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 Entitlement Offer, or an Ineligible Shareholder and is therefore unable to participate in the Entitlement 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 Entitlement Offer is not being extended to any Shareholders outside Australia, New Zealand, United Kingdom, Hong Kong and the People's Republic of China. 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 Entitlement Offer to, any person in the United States.

## 2.4 The Placement and Restructure

### *Placement*

The Placement will consist of:

- (a) a placement to raise approximately \$14 million by the issue of 175,037,629 New Shares at \$0.08 per new Share, consisting of:
  - (i) a placement of 110,800,341 new Shares to Bill Beament as trustee for the Beament Family Trust; and
  - (ii) a placement of 64,237,288 new Shares to certain other sophisticated and professional investors participating in the Placement; and
- (b) a placement of 1 free attaching new Option per 2 shares subscribed with a nil issue price and an exercise price of \$0.135 (**Placement Options**), respectively being:
  - (i) 55,400,171 Options to Bill Beament as trustee for the Beament Family Trust; and
  - (ii) 32,118,652 Options to certain other sophisticated and professional investors participating in the Placement.

### *Restructure*

As included in the ASX announcement on 24 February 2021 the Recapitalisation proposal also included a restructure of the Company's Board (**Restructure**) as follows:

- (a) Mick McMullen was appointed to the Board as an Executive Director on 24 February 2021;
- (b) immediately following the passing of the Recapitalisation Resolutions at the Company's Extraordinary General Meeting on Wednesday, 9 June 2021:
  - (i) Craig McGown resigned from the Board; and
  - (ii) Anthony Reilly transitioned from Executive Chair to Executive Director; and
  - (iii) Michael Blakiston replaced Anthony Reilly as Chair, acting as a non-executive Director.
- (c) It is proposed that Bill Beament will join the Board as a full-time Executive Director from 1 July 2021. The terms of the Executive Service Agreement between the Company and Bill Beament are summarised in section 6.20 of this Prospectus.

It is proposed that the following securities will be issued in connection with the Restructure:

- (a) 10,000,000 Options to be issued to Mick McMullen; and
  - (b) 7,000,000 Options to be issued to Michael Blakiston,
- each with a nil issue price and a \$0.15 exercise price (**Director Options**).

The issue of Shares and Options under the Placement and the Restructure Options were subject to Shareholder Approval at the Extraordinary General Meeting of the Company held on Wednesday, 9 June 2021. The Company confirms that all relevant resolutions were passed and the Company intends to issue the Restructure Options on Thursday, 17 June 2021.

## 2.5 The Recapitalisation Options Offer

The offer of the Options under the Placement and the Restructure together constitute the Recapitalisation Options Offer.

## 2.6 Purpose of this Prospectus

The offer of New Shares to the proposed participants in the Entitlement Offer would ordinarily fall within the exemption from issuing a prospectus provided for rights issues pursuant to section 708AA(2) of the Corporations Act.

However, the Company has chosen to offer the New Shares and New Options under the Entitlement Offer under this transaction specific prospectus (**Prospectus**) in accordance with section 713 of the Corporations Act for the following reasons:

- (a) the relief provided by section 708AA for rights issues does not extend to the issue of options and the Company is required to issue a prospectus to issue participants in the Entitlement Offer with New Options;
- (b) issuing the New Options under this 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*; and
- (c) issuing the New Shares under this Prospectus will enable the persons issued the New Shares to on-sell the New Shares pursuant to section 708A(11) of the Corporations Act, without the Company needing to separately issue a Cleansing Notice under section 708A(5) of the Corporations Act.

The Prospectus will also be used to enable persons issued the Options under the Recapitalisation Options Offer to on-sell the Shares issued on the exercise of the Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

## 2.7 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 Securities.

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.

## 2.8 Entitlement Offer opening and closing date

The Entitlement Offer opens at 9:00am on Monday, 21 June 2021 until 3:00pm (AWST) on Monday, 12 July 2021 (**Entitlement Offer Period**).

## **2.9 Minimum and maximum subscriptions**

There is no minimum or maximum subscription for New Securities.

The Company estimates that the maximum of New Shares subscribed for will be 62,020,484 New Shares, with 31,010,242 free-attaching New Options.

The Company estimates that the number of Options to be issued under the Recapitalisation Options Offer will be 104,518,823 Options.

## **2.10 Underwriting**

Argonaut Capital is acting as Underwriter for the Entitlement Offer and will underwrite the Entitlement Offer.

The Recapitalisation Options Offer is not underwritten.

## **2.11 Please consider the 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 Offer. You should also refer to the risks associated with an investment in the Company and the New Securities 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.

## **2.12 Obtaining a copy of this Prospectus**

Eligible Shareholders (as defined in section 2.3 of this Prospectus) and participants in the Recapitalisation Options Offer will receive a copy of this Prospectus. Each Eligible Shareholder or participant in the Recapitalisation Options Offer will receive a personalised Entitlement and Acceptance Form relating to the relevant New Securities.

Eligible Shareholders can also obtain a copy of this Prospectus (free of charge) during the Entitlement 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.

## **2.13 Your Entitlement**

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as:

- (a) one (1) New Share for every seven (7) Shares you held as at the Record Date rounded up to the nearest whole New Share; and
- (b) one (1) New Option for every two (2) New Shares subscribed for under the Entitlement Offer, rounded up to the nearest whole New Option.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

New Shares issued pursuant to the Entitlement Offer will be fully paid and rank equally with existing Shares, including in respect of entitlement to dividends.

If you decide to take up all or part of your Entitlement please refer to the personalised Entitlement and Acceptance Form and apply for New Shares and New Options pursuant to the instructions set out on the personalised Entitlement and Acceptance Form.

If you take no action or your application is not supported by any cleared funds, your Entitlement will lapse and you will not be issued with New Shares or New Options. You should note that if you do not take up all or part of your Entitlement, then your percentage shareholding in Venturex will be diluted as a result of your non-participation in the Entitlement Offer. 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.

*Note: the Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (see the definition of Eligible Shareholder in section 2.3 of this Prospectus) or you sold Shares on ASX before the Record Date but your broker did not settle that sale until after the Record Date.*

## **2.14 Nominees**

The Entitlement 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 Entitlement 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 Entitlement 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 Entitlement 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.

## **2.15 Options available to you**

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

- take up all or part of your Entitlement (**Option 1**) (see section 2.15(a) below); or
- do nothing, in which case your Entitlement will lapse and you will not receive anything for the lapsed Entitlements (**Option 2**) (see section 2.15(b) below).

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

### **(a) Process for Option 1**

If you decide to take up all or part of your Entitlement please:

- (i) pay your application monies via BPAY®; or
- (ii) complete and return the personalised Entitlement and Acceptance Form with the requisite application monies, by following the instructions set out on the personalised Entitlement and Acceptance Form.

Venturex will treat you as applying for as many New Shares (and New Options) as your payment will pay for in full up to your full Entitlement. Amounts received greater than \$2.00 by Venturex in excess of your full Entitlement (**Excess Amount**) will be refunded to you after the close of the Entitlement Offer.

If you take up and pay for all or part of your Entitlement before the close of the Entitlement Offer, you will be issued your New Shares on Monday, 19 July 2021.

Any surplus application monies received greater than \$2.00 for more than your Entitlement will be refunded after the close of the Entitlement Offer on or around Tuesday, 20 July 2021. Refunds will be made by either direct credit or by sending a cheque in the post to the address Venturex records on its share register for you as soon as practicable after the issue of New Shares (and New Options). No interest will be paid to Eligible Shareholders on any application monies received or refunded (wholly or partially).

Venturex also reserves the right (in its absolute discretion) to reduce the number of New Shares (and New Options) allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders if their claims prove to be incorrect or overstated or if they fail to provide information to substantiate their claims.

To participate in the Entitlement Offer, your payment must be received no later than the close of the Entitlement Offer, being 3.00pm (AWST) on Monday, 12 July 2021. Eligible Shareholders who wish to pay via cheque, bank draft or money order will need to also ensure that their completed personalised Entitlement and Acceptance Form is also received by that time using the reply paid envelope provided with this Prospectus or otherwise.

### **(b) Process for Option 2**

If you take no action, you will not be issued New Shares (and New Options) and your Entitlement will lapse. Your Entitlement to participate in the Entitlement 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.

## 2.16 Payment methods

### (a) **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique Customer Reference Number (**CRN**)). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (i) you do not need to return the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and
- (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares (and New Options) as is covered in full by your application monies.

When completing your BPAY® payment, please make sure to use the specific biller code and unique CRN provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the CRN specific to the Entitlement on that form. If you inadvertently use the same CRN for more than one of your Entitlements when paying by BPAY®, you will be deemed to have taken up your Entitlement and applied for New Shares over and above your Entitlement on that holding to which that CRN applies and your applications in respect of your other CRNs will be deemed to have lapsed.

Should you choose to pay by BPAY®, it is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 3.00pm (AWST) on Monday, 12 July 2021. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. Venturex takes no responsibility for any failure to receive application monies or payment by BPAY® before the Entitlement Offer closes arising as a result of, among other things, delays in postage or processing of payments by financial institutions.

### (b) **Payment by cheque, bank draft or money order**

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to 'Venturex Resources Limited' and crossed 'Not Negotiable'.

Your cheque, bank draft or money order must be:

- (iii) for an amount equal to \$0.08 multiplied by the number of New Shares that you are applying for; and
- (iv) in Australian dollars drawn on an Australian financial institution or an Australian branch of a financial institution.

You should ensure that sufficient funds are held in the relevant account(s) to cover the application monies on the day of receipt. If the amount of your cheque, bank draft or money order for application monies is insufficient to pay for the number of New Shares (you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared application monies will pay for and to have specified that number of shares on your personalised Entitlement and Acceptance Form.

Should you choose to pay by cheque, bank draft or money order, it is your responsibility to ensure that your payment is received by the Share Registry by no later than 3.00pm (AWST) on Monday, 12 July 2021. Cash payments will not be accepted. Receipts for payment will not be issued.

## **2.17 Confirmation of your application and managing your holding**

You may access information on your holding, including your Record Date balance and the issue of New Shares from this Entitlement Offer, and manage the standing instructions the Share Registry records on your holding by visiting <https://www.linkmarketservices.com.au/>.

## **2.18 ASX quotation and trading**

The Company will apply for quotation of the New Shares on ASX within 7 days of the date of this Prospectus. While the Company is not aware of any reason why quotation would be denied, there is no assurance that the application will be granted. If quotation is not granted, New Shares under the Entitlement Offer will not be issued and application monies will be refunded to Applicants without interest.

The fact that ASX may grant quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares issued under the Entitlement Offer.

It is expected that the quotation and trading of New Shares issued under the Entitlement Offer will commence on or about Tuesday, 20 July 2021 (on a normal settlement basis).

Confirmation of the issue is expected to be sent in accordance with the ASX Listing Rules. It is the responsibility of each Applicant to confirm their holding before trading in New Shares. Any Applicant who sells New Shares before receiving their confirmation of issue will do so at their own risk. The Company, the Share Registry, the Joint Lead Managers and the Underwriter disclaim all liability in tort (including negligence), statute or otherwise, to any person who trades in New Shares before receiving their confirmation of issue, whether on the basis of a confirmation of issue provided by the Company, the Share Registry, the Joint Lead Managers or the Underwriter, or otherwise.

## **2.19 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.

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.

## **2.20 Residents outside Australia**

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to Ineligible Shareholders, having regard to the number of such holders in those places, the number and value of New Shares and 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 Entitlement Offer due to securities law restrictions on the offer of New Shares and New Options in certain jurisdictions.

## **2.21 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 2020 can be found in the Company's Annual Report announced to ASX on 25 September 2020 and for the half-year ended 31 December 2020, the Half Year Accounts announced on ASX on 15 March 2021. The Company's continuous disclosure notices (i.e. ASX announcements) since 25 September 2020 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.

## **2.22 Mail**

To participate in the Entitlement Offer, your payment must be received no later than the close of the Entitlement Offer, being 3.00pm (AWST) on Monday, 12 July 2021. If you make payment via cheque, bank draft or money order, you should use the enclosed reply paid envelope to return your completed personalised Entitlement and Acceptance Form together with application monies or mail to:

Venturex Resources Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

A reply paid envelope is supplied for shareholders within Australia. Entitlement and Acceptance Forms and Application Monies will not be accepted at the Company's registered or corporate offices, or other offices of the Share Registry.

**2.23 Withdrawal of the Offer**

Subject to the terms of the Underwriting Agreement, the Company reserves the right to withdraw the Offer, in which case the Company will refund any application monies received in respect of New Shares not already issued in accordance with the Corporations Act and will do so without interest.

**2.24 Enquiries concerning this Prospectus**

If you would like further information regarding the Entitlement 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. Purpose and effect of the Offer

### 3.1 Purpose of the Recapitalisation

The Recapitalisation is intended to position the Company as supplier of new generation energy and technology materials based in tier one locations building on the Sulphur Springs Project as a founding asset.

The proceeds from the Offer are intended to be used to fund Development activities for the Sulphur Springs Project including but not limited to TSF geotechnical verification of design, Infill drilling at Sulphur Springs, regional exploration Front End Engineering Design (FEED) study and corporate and general working capital.

Funds raised on exercise of the Options to be issued under the Recapitalisation Options Offer will be used for general working capital purposes.

### 3.2 Effect of the Entitlement Offer

The effect of the Entitlement Offer will be to:

- (a) increase the number of Shares on issue by up to 62,020,484 Shares;
- (b) increase the number of Options on issued by up to 31,010,242 Options; and
- (c) increase the cash reserves of the Company by up to \$4.96 million (before costs).

### 3.3 Effect of Recapitalisation Options Offer

The effect of the Recapitalisation Options Offer will be to increase the number of Options on issue by up to 104,518,823 Options.

### 3.4 Effect on capital structure

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

	Shares	Unquoted Options	Performance Rights
Balance on 16 June 2021 (Record date for Entitlement Offer) <sup>1</sup>	434,143,386	0	2,532,222
Balance at the date of this Prospectus	426,021,654	8,121,732	2,532,222
<b>Total on issue post Recapitalisation</b> <sup>1</sup>	<b>671,201,499</b> <sup>2</sup>	<b>275,529,057</b> <sup>3</sup>	<b>2,532,222</b>

#### Notes:

1. This assumes that all Options on issue at the date of this Prospectus are exercised prior to the Record Date.
2. This total includes Shares to be issued under the Placement, as described in section 2.4(a) of this Prospectus.
3. This total includes Options to be issued to Bill Beament pursuant to a consulting agreement between Bill Beament and the Company dated 23 February 2021, which are not being issued or offered under this Prospectus.

### 3.5 Effect on control and potential dilution

The following table describes the effect of the Recapitalisation (including the Entitlement Offer) on the control of the Company and the dilutive effect on existing Shareholders.

Mineral Resources Limited, Regent Pacific Group and Bill Beament (and his current associates) are the only current substantial holders in the Company on the date of this Prospectus.

For the benefit of comparison by existing Shareholders, there is an additional example which represents a hypothetical Shareholder holding 1% on the date of this Prospectus.

Holder	Percentage holding on date of Record Date	Maximum Voting Power on issue of Placement Shares and Options and Director Options	Maximum Voting power on issue of New Shares and New Options under Entitlement Offer	Maximum Voting Power following Options exercise by Bill Beament <sup>2</sup>
Mineral Resources Limited	18.6%	12.17%	12.96%	12.72%
Regent Pacific Group	5.61%	4.23%	4.40%	4.35%
Bill Beament	5.35%	27.19%	24.67%	25.44%
Hypothetical 1% Shareholder <sup>3</sup>	1%	0.62%	0.67%	0.65%

**Notes:**

1. The above percentages assume that all Options on issue at the date of this Prospectus are exercised prior to the Record Date.
2. This is calculated on the basis that only Bill Beament exercises his Placement Options.
3. Assumes the Hypothetical 1% Shareholder will not be issued Shares under the Placement but will take up their maximum Entitlement under the Entitlement Offer.

**3.6 Use of funds**

The Board's intentions for the proceeds from the Offer are as follows:

Use of funds	Approximate allocation of funds	Approximate percentage allocation of funds
(a) development activities for the Company's Sulphur Springs Project including:		
(i) TSF geotechnical verification of design;	\$1,700,000	9.0%
(ii) infill drilling and update of the resources models at Sulphur Springs;	\$3,500,000	18.6%
(iii) regional exploration;	\$2,500,000	13.3%
(iv) environmental compliance and permits;	\$1,200,000	6.4%
(v) access road design;	\$500,000	2.7%
(vi) early capital expenditure; and	\$2,500,000	13.3%
(vii) FEED study;	\$2,000,000	10.6%
(b) corporate and general working capital (including salaries and corporate overheads and costs of the evaluation of other potential assets and revenue streams).	\$4,900,000	26.1%
<b>Total</b>	<b>\$18,800,000</b>	<b>100%</b>

### 3.7 Effect on balance sheet

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

	Financial Accounts <sup>(1)</sup> 30/06/2020	Interim Financial Accounts <sup>(2)</sup> 31/12/2020	Management Accounts <sup>(3)</sup> 30/04/2021	Capital Raising	Pro-forma Management Accounts 30/04/2021
Notes	(1)	(2)	(3)	(4a, 4b, 4c)	
<b>Current Assets</b>			\$	\$	\$
Cash and Cash Equivalents	2,256,492	2,594,496	3,558,179	18,450,578	22,008,757
Trade and other receivables	752,824	422,011	623,227	-	623,227
Inventories	23,885	6,853	9,788	-	9,788
Other Current assets	202,970	118,599	89,173	-	89,173
<b>Total Current Assets</b>	<b>3,236,171</b>	<b>3,141,959</b>	<b>4,280,367</b>	<b>18,450,578</b>	<b>22,730,945</b>
<b>Non-Current Assets</b>					
Other receivables	-	5,721,218	11,442,436	-	11,442,436
Plant and equipment	1,588,813	761,372	706,295	-	706,295
Right of Use Asset	39,309	137,136	113,327	-	113,327
Exploration and evaluation costs	37,002,615	31,594,083	26,283,123	-	26,283,123
<b>Total Non-Current Assets</b>	<b>38,630,737</b>	<b>38,213,809</b>	<b>38,545,181</b>	<b>-</b>	<b>38,545,181</b>
<b>Total Assets</b>	<b>41,866,908</b>	<b>41,355,768</b>	<b>42,825,548</b>	<b>18,450,578</b>	<b>61,276,126</b>
<b>Current Liabilities</b>					
Trade and other payables	1,455,241	835,762	1,322,309	-	1,322,309
Borrowings	2,087,869	1,170,545	-	-	-
Lease Liability	40,455	73,101	50,919	-	50,919
Employee Benefits	74,412	94,743	106,076	-	106,076
<b>Total Current Liabilities</b>	<b>3,657,977</b>	<b>2,174,151</b>	<b>1,479,304</b>	<b>-</b>	<b>1,479,304</b>
<b>Non-Current Liabilities</b>					
Lease Liability	364	64,183	64,182	-	64,182
Employee benefits	18,720	19,899	26,638	-	26,638
Provisions	14,309,467	14,303,045	14,303,045	-	14,303,045
<b>Total Non-Current Liabilities</b>	<b>14,328,551</b>	<b>14,387,127</b>	<b>14,393,865</b>	<b>-</b>	<b>14,393,865</b>
<b>Total Liabilities</b>	<b>17,986,528</b>	<b>16,561,278</b>	<b>15,873,169</b>	<b>-</b>	<b>15,873,169</b>
<b>Total Net Assets</b>	<b>23,880,380</b>	<b>24,794,490</b>	<b>26,952,379</b>	<b>18,450,578</b>	<b>45,402,957</b>
<b>Equity</b>					
Issued capital	110,289,634	114,084,266	116,914,670	18,450,578	135,365,248
Reserves	228,150	136,341	136,341	109,138,373	109,274,714
Accumulated Losses	(86,637,404)	(89,426,117)	(90,098,632)	(109,138,373)	(199,237,005)
<b>Total Equity</b>	<b>23,880,380</b>	<b>24,794,490</b>	<b>26,952,379</b>	<b>18,450,578</b>	<b>45,402,957</b>

#### Notes:

- (1) Financial Accounts Audited by BDO Audit (WA) Pty Ltd.
- (2) Interim Financial Accounts Reviewed by BDO Audit (WA) Pty Ltd.
- (3) Unaudited Management Accounts.

(4)a Placement and Entitlement Issue

The Company has debited Cash and cash equivalents for \$18,964,649 and credited Share Capital for \$18,964,649.

110,800,341 Shares will be issued as part of the placement, at \$0.08 per share, raising \$8,864,027.

64,237,288 Shares will be issued as part of the placement to institutional investors, at \$0.08 per share, raising \$5,138,983.

62,020,484 Shares will be issued as part of the entitlement issue, at \$0.08 per share, raising \$4,961,639.

As part of the placement and entitlement issue a one-for two attaching option will be issued. Approximately 117,884,090 options will be issued. The options will have an exercise price of \$0.135 and will expire 2 years after the date of issue. (Calculated as at 1 June 2021.)

These estimated figures may change as the entitlement offer record date is 16 June 2021 at 5.00pm AWST.

(4)b Capital Raising Costs

Dr Share capital 511,491

Cr Cash and cash equivalents (511,491)

The capital raising costs include approximately \$260,000 of management and underwriting fees, and \$250,000 of legal and other fees.

(4)c Consultant Options

Dr Reserves 109,138,373

Cr Accumulated losses (109,138,373)

The issue of 140,000,000 Consultant Options, is valued at \$109,138,373 on 31 May 2021, these will be expensed immediately as they vest upon issue. 50% expire three years from the date of issue, 50% expire four years from the date of issue.

The fair value at grant date is determined using a Black-Scholes option pricing model which takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, and the risk free interest rate for the term of the option.

The weighted average model inputs used for estimating the value of the options on 31 May 2021 are:

Weighted Average exercise price	\$0.150
Weighted average life of the option	3 to 4 years
Underlying share price	\$0.785
Expected share price volatility	259%
Risk free interest rate	1.65%
Expected dividend yield	Nil

The expected share price volatility is based on the Group Entity's twelve month volatility.

The options will need to be revalued on the date of issue.

(5) Director Options

The issue of 17,000,000 Director Options, is valued at \$13,211,563 on 31 May 2021, these will be expensed over one year which is when they vest. They expire three years from the date of issue. They have not been disclosed in the Pro-Forma Consolidated Statement of Financial Position above.

The fair value at grant date is determined using a Black-Scholes option pricing model which takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, and the risk free interest rate for the term of the option.

The weighted average model inputs used for estimating the value of the options on 31 May 2021 are:

Weighted Average exercise price	\$0.150
Weighted average life of the option	3 years
Underlying share price	\$0.785
Expected share price volatility	259%
Risk free interest rate	1.65%
Expected dividend yield	Nil

The expected share price volatility is based on the Group Entity's twelve month volatility.

The options will need to be revalued on the date of issue.

### 3.8 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:	\$0.885
Lowest:	\$0.335
Last price*:	\$0.735

\*Closing price of Shares on the Trading Day immediately prior to the Company issuing this Prospectus, being 9 June 2021.

# 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 Securities 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. The Company recommends that you seek professional guidance from your stockbroker, solicitor, accountant or other independent and qualified professional advisor in relation to the Offer.

## 4.2 Venturex specific risks

### (a) *Additional requirements for capital*

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. The Company is currently not a party to any binding offtake agreement and the ability to obtain debt financing may be tied to securing an appropriate offtake agreement in the future.

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.

The current Recapitalisation proposal which was subject to approval by the Company's shareholders at a General Meeting held on 9 June, 2021 has been passed. The Company will receive funds totalling \$14,003,010 (before costs) from Bill Beament and the places.

The Underwriting Agreement entered into between Argonaut Capital and the Company is subject to certain conditions which if not achieved may result in Argonaut Capital terminating the Underwriting Agreement.

The Recapitalisation contains a substantial component of funding from the exercise of options which may, or may not, occur.

### (b) *Key personnel*

The Company is dependent on the experience of its current Directors and its management team. The future direction of the Company, including the plans proposed to be implemented by the new Board are dependent on the continuation of Bill Beament and the new management team with the Company. Although the Company has sought, and will continue to ensure, that its current management personnel (including Bill Beament once appointed in July) are appropriately incentivised, their services cannot be guaranteed. The loss of any of the key management personnel's services may have an adverse effect on the

performance of the Company pending replacements being identified and retained or appointed by the Company.

**(c) *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, capital goods 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.

**(d) *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.

**(e) *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.

**(f) *Development of projects***

The Company's 100% owned Sulphur Springs Project is pre-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, obtaining all required approvals for its activities and recruiting appropriately skilled personnel.

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.

**(g) *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.

**(h) 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.

**(i) 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.

**(i) Decarbonisation Risk**

The Company may be required in the future to transition its mining operations to decarbonised mining operations. Such a transition may be required by changing environmental legislation or regulations, changing economic conditions or changing investor or lender sentiment. Decarbonisation may require changes to the Company's actual or planned mining activities and may affect the continuing viability or profitability of those activities.

#### **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) ESG risks**

In addition to Venturex specific, industry specific and general risks which may potentially affect the Company, the Company notes that there is an increasing vigilance by investors, shareholders and other interested third parties regarding environmental, social and governance (ESG) issues.

A developing focus on ESG issues may:

- (i) impact the implementation, interpretation or enforcement of legislation, regulations or formal and informal policies which affect the Company;
- (ii) influence the investment criteria, sentiment or assumptions applied by investors and lenders dealing with the Company; or
- (iii) influence the policies and negotiating positions of third parties currently contracting with Company or who would otherwise be likely to contract with the Company in the future.

##### **(d) 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.

**(e) 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.

**(f) Tax**

The subscription for convertible securities such as the New Options, Placement Options and Director 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 Options under the Offer.

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

**(g) 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 Securities offered under this Prospectus.

Therefore, the New Securities 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 Securities.

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 New Securities

## 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 Options

The following terms apply to each of the New Options, Placement Options and Director Options, except where specifically stated:

**(a) Entitlement**

Each Option entitles the holder to subscribe for and be allotted one Share.

**(b) Exercise Price**

The exercise price for each of the New Options, Placement Options and Director Options is set out in the table below, payable in cash (**Exercise Price**):

Option	Exercise Price
New Options	13.5 cents each
Placement Options	13.5 cents each
Director Options	15 cents each

**(c) Vesting Date**

The vesting date for each of the New Options, Placement Options and Director Options is set out in the table below (**Vesting Date**):

Option	Vesting Date
New Options	Immediately on issue.
Placement Options	Immediately on issue.
Director Options	1 year after the date of issue.

**(d) Expiry Date**

The New Options, Placement Options and Director Options will each expire on the date set out in the table below (**Expiry Date**):

Option	Expiry Date
New Options	The New Options shall expire at 5.00pm (AWST) on the day which is two years after the date of issue of the New Options.
Placement Options	The Placement Options shall expire at 5.00pm (AWST) on the day which is two years after the date of issue of the Placement Options.
Director Options	The Director Options shall expire at 5.00pm (AWST) on the day which is three years after the date of issue of the Director Options.

**(e) Exercise Period**

The Options may be exercised at any time after their respective Vesting Date and on or before their respective Expiry Date (**Exercise Period**). Any Options not exercised during their respective Exercise Period will automatically lapse.

**(f) Status of lapsed Placement Option**

On an Option lapsing, all rights of the Option holder in respect of the Option cease and no consideration or compensation will be payable for or in relation to that lapse.

**(g) Holding statement**

Following allotment of the Options, a holding statement will be issued by the Company for the Options.

**(h) Exercise conditions**

Subject to these conditions, Options may be exercised at any time after the relevant Vesting Date and on or before the relevant Expiry Date by the Option holder:

- (i) lodging with the Company a notice of exercise signed by the holder (**Notice of Exercise**) for a parcel of not less than one thousand (1,000) Options except that if the Option holder holds less than one thousand (1,000) Options then such Options may be exercised; and
- (ii) paying the Company the relevant Exercise Price in respect of the Options exercised.

An exercise of Options will only be valid and effective once the Company has received, in cleared funds, the full amount of the relevant Exercise Price payable and after the other matters have been complied with pursuant to this item (h).

**(i) Notice of Exercise**

A Notice of Exercise, once lodged with the Company, is irrevocable and by giving a Notice of Exercise the Option holder:

- (i) agrees to subscribe for that number of Shares equivalent to the number of Options exercised in the Notice of Exercise;
- (ii) agrees to be bound by the Company's constitution on the issue of Shares; and
- (iii) without limiting any other clause in these conditions, must pay the relevant Exercise Price in respect of the Options exercised at the time the Notice of Exercise is lodged with the Company.

**(j) Exercise in whole or part**

The Options may be exercised in whole or in part, subject to the conditions in item (h).

**(k) Issue of Shares**

For each Option that is exercised, the Company must issue to the Option holder one Share, credited as fully paid and, within 5 Business Days (or such other period as is required by the ASX Listing Rules) after the date of exercise of the Option, issue (or cause to be issued) to the Option holder a Holding Statement or other appropriate evidence of title for each Share that is issued.

**(l) Issue of holding statement**

If an Option holder exercises only some of the Options held, the Company must issue (or cause to be issued) a holding statement or other appropriate evidence of title for each remaining Placement Option held by the Placement Option holder.

**(m) Reconstruction of capital**

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the rights of the Option holder will be treated in the manner prescribed by the ASX Listing Rules applying to reconstructions at that time.

**(n) Takeover bid or scheme of arrangement**

If:

- (i) a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder becomes entitled to compulsorily acquire Shares, any Options not exercised by the end of the bid period will lapse; or
- (ii) a court orders a meeting to be held in relation to a proposed scheme of arrangement under Part 5.1 of the Corporations Act in relation to the Company, which, if implemented, would result in a person having a relevant interest in at least 90% of Shares, any Options not exercised during the period that ends seven days after the date of the court order will lapse.

**(o) Status of shares issued on exercise**

All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares. The Company will apply for official quotation by the ASX of all Shares issued upon exercise of the Options.

**(p) Participation in new issues**

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options. However, if from time to time on or prior to the relevant Expiry Date the Company makes an issue of new Shares to Shareholders, the Company will announce the issue to ASX prior to the record date in accordance with the requirements of the ASX Listing Rules. This will give holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

**(q) Pro rata issue**

If the Company makes a pro rata issue (except a bonus issue), and that pro rata offer is announced by the Company after the date of grant of the Options, the Exercise Price of the Options will be reduced in accordance with the ASX Listing Rules according to the formula in Listing Rule 6.22.2 as follows:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

*O'* = the new exercise price of the Option;

*O* = the old exercise price of the Option;

*E* = the number of Shares into which one Option is exercisable;

*P* = the volume weighted average market price per Share of the Shares during the five trading days ending on the day before the ex right date or the ex entitlements date for the relevant pro rata offer;

*S* = the subscription price for new Shares issued under the pro rata issue;

*D* = any dividends due but not yet paid on the existing Shares (except those to be issued under the pro rata issue); and

*N* = the number of securities with rights or entitlements that must be held to receive a right to one new security.

**(r) Change in exercise price**

There is no right to a change in the relevant Exercise Price of the Options or to the number of Shares over which the Options are exercisable in the event of a bonus issue to shareholders during the currency of the Options.

**(s) Transferability of the Placement Options**

The transferability of each New Options, Placement Options and Director Options is set out in the table below:

Option	Transferability
New Options	Transferable
Placement Options	Transferable
Director Options	Not Transferable



## 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](http://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 Entitlement Offer Period:

- (a) the Annual Report lodged with ASIC on 25 September 2020 and given to ASX by the Company for the year ended 30 June 2020 (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 2020;
- (c) the Company's half-year results for the period ending 31 December 2020; 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
10/06/2021	Initial Director's Interest Notice
10/06/2021	Final Director's Interest Notice
09/06/2021	Results of Meeting
03/06/2021	Letter to Option holders
03/06/2021	Appendix 2A
25/05/2021	Whim Creek Resources Update
25/05/2021	ANX: Whim Creek Project Copper Tonnes Increase by 37%
11/05/2021	Change of Director's Interest Notice
07/05/2021	Appendix 2A
07/05/2021	Update – Proposed issue of Securities – VXR
07/05/2021	Update – Proposed issue of Securities – VXR
07/05/2021	Appendix 2A
06/05/2021	Correction of Statement in Announcement

Date	Title of announcement
06/05/2021	Notice of Extraordinary General Meeting
28/04/2021	Quarterly Cashflow Report – March 2021
28/04/2021	Quarterly Activities Report – March 2021
28/04/2021	ANX: Sorting Tests Unlock Whim Creek Value
26/04/2021	Response to ASX Price & Volume Query
20/04/2021	Change in substantial holding
15/04/2021	Sulphur Springs Copper Zinc Project Update
12/04/2021	Change in substantial holding
01/04/2021	Appendix 2A
31/03/2021	Becoming a substantial holder
31/03/2021	Board Changes and Appendix 3Z
29/03/2021	ANX: Agreement with Anglo American to fund Whim Creek Develop
19/03/2021	Appendix 2A
17/03/2021	Ceasing to be a substantial holder from NST
17/03/2021	Sale of Northern Star Shareholding
17/03/2021	Becoming a substantial holder from MIN
16/03/2021	Appendix 2A
15/03/2021	Appendix 2A
15/03/2021	Half Year Accounts – December 2020
10/03/2021	Sulphur Springs Project Update March 2021
08/03/2021	Appendix 2A
05/03/2021	Appendix 2A
02/03/2021	Appendix 2A
24/02/2021	Initial Director's Interest Notice
24/02/2021	Final Director's Interest Notice
24/02/2021	Reinstatement to Official Quotation
24/02/2021	Proposed issue of Securities – VXR
24/02/2021	Proposed issue of Securities – VXR
24/02/2021	Strategic Funding Package
22/02/2021	Request for Extension to Voluntary Suspension
18/02/2021	Suspension from Official Quotation
16/02/2021	Trading Halt
08/02/2021	Initial Director's Interest Notice
08/02/2021	Changes to the Board

Date	Title of announcement
05/02/2021	ANX: Outstanding Drill Results Whim Creek Northern Pilbara
29/01/2021	Quarterly Cashflow Report – December 2020
29/01/2021	Quarterly Activities Report – December 2020
22/01/2021	Appendix 2A
20/01/2021	Sulphur Springs Exploration Update
15/01/2021	80% Earn-in Completed at Whim Creek
15/01/2021	ANX: 80% Earn-In at Whim Creek Project Complete
18/12/2020	Appendix 2A
17/12/2020	Sulphur Springs Exploration Drilling Update
15/12/2020	ANX: Ore Sorting Testwork Upgrades Whim Creek
11/12/2020	Northern Star Extends Loan to Venturex
07/12/2020	Initial 40% Earn-In at Whom Creek Project Complete
04/12/2020	Appendix 2A
02/12/2020	ANX: Gold Exploration Commences at Whim Creek Project
27/11/2020	Results of 2020 Annual General Meeting
27/11/2020	AGM Presentation
26/11/2020	Withdrawal of Resolution
25/11/2020	ANX: Drilling Intersects Massive Sulphides
18/11/2020	Appendix 2A
13/11/2020	Appendix 2A
13/11/2020	ASX Listing Rule 5.3 Information
11/11/2020	Resources Rising Stars Presentation
02/11/2020	Whim Creek Joint Venture Update
30/10/2020	Appendix 2A
28/10/2020	Quarterly Reports – September 2020
26/10/2020	Appendix 3G
23/10/2020	Letter to Shareholders Regarding Notice of Meeting
23/10/2020	Notice of Annual General Meeting 2020
23/10/2020	Response to ASX Appendix 3Y Query Letter
22/10/2020	Sulphurs Springs Permitting Update
20/10/2020	Appendix 2A
20/10/2020	Sulphur Springs Copper Zinc Project Drilling Update
16/10/2020	Change of Director's Interest Notice x 3
09/10/2020	Key Dates 2020

Date	Title of announcement
25/09/2020	Corporate Governance Statement and Appendix 4G
25/09/2020	Annual Report to Shareholders

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 Entitlement Offer is a complex process and in some instances investors may be otherwise entitled to more New Shares and 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 Shares and New Options (**Reconciliation Securities**) to ensure that the relevant investors receive their appropriate allocation of New Shares and New Options.

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

### 6.4 Warranties made on acceptance of the Entitlement 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 Entitlement Offer, the provisions of this Prospectus and the Constitution;
- (c) authorise Venturex to register you as the holder(s) of New Shares and New Options issued to you;
- (d) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (e) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (f) acknowledge that once Venturex receives your Entitlement and Acceptance Form or any payment of application monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- (g) agree to apply for and be issued with up to the number of New Shares and New Options specified in the Entitlement and Acceptance Form, or for which payment of any application monies have been submitted via BPAY®;
- (h) authorise Venturex, the Underwriter, the Joint Lead Managers, the Share Registry and any of their respective officers or agents to do anything on your behalf necessary for New Shares and New Options to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your Entitlement and Acceptance Form;
- (i) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) acknowledge that the information contained in this Prospectus and your Entitlement and Acceptance Form is not investment advice or financial product advice nor have they been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. You acknowledge that this Prospectus and your

Entitlement and Acceptance Form is not a recommendation that New Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs;

- (k) 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;
- (l) acknowledge that none of Venturex, the Underwriter, the Joint Lead Managers or their respective related bodies corporate, affiliates or respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Venturex, nor do they guarantee the repayment of any capital invested;
- (m) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (n) authorise Venturex to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (o) represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and New Options; and
- (p) represent and warrant that your acceptance of the Entitlement Offer does not breach any laws in a jurisdiction outside Australia or New Zealand.

By your personalised Entitlement and Acceptance Form being completed and returned or a payment by BPAY® being made in respect of your Entitlement, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that you are an Eligible Shareholder (as defined in section 2.3 'Eligible Shareholders' section) or otherwise eligible to participate in the Entitlement Offer and:

- (q) you and each person on whose account you are acting are not in the United States and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements, New Shares or New Options, under the Entitlement Offer and under any applicable laws and regulations;
- (r) the Entitlements, New Shares or 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 in the United States, or in any other jurisdiction outside Australia or New Zealand other than as described in section 6.12 and, accordingly, the Entitlements may not be taken up, and the New Shares or New Options may not be offered, sold or otherwise transferred, except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (s) you and each person on whose account you are acting have not and will not send any materials relating to the Entitlement Offer to any person in the United States;
- (t) if in the future you decide to sell or otherwise transfer the New Shares or New Options you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- (u) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States, and you have not sent this Prospectus, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person.

## **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
Underwriter	Argonaut Capital Limited	Consent to be named
Joint Lead Manager	Argonaut Securities Pty Ltd	Consent to be named
Joint Lead Manager	Euroz 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 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 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.

Anthony Reilly has indicated that he intends participate in the Entitlement Offer as set out below. Each of Michael (Mick) McMullen and Michael Blakiston are participants in the Recapitalisation Options Offer as set out below. The issue of Director Options to each of Mick McMullen and Michael Blakiston was approved by Shareholders at the Extraordinary General Meeting of the Company held on Wednesday, 9 June 2021.

Director	Interest in Shares	Interest in Performance Rights	Intended participation in Entitlement Offer	Intended participation in Recapitalisation Options Offer
Anthony Reilly	5,090,684	Nil	100%	Nil
Michael (Mick) McMullen	Nil	Nil	Nil	10,000,000 Director Options
Michael Blakiston	Nil	Nil	Nil	7,000,000 Director Options

**(c) Directors' remuneration**

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

Director	Remuneration
Anthony Reilly	\$240,000 p.a. (incl. superannuation)
Michael (Mick) McMullen	\$60,000 p.a. + \$1,500 per day (excl. superannuation)
Michael Blakiston	\$100,000 p.a. (excl superannuation)

**6.7 Interests of advisers and costs of the 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 Offer (or any component of them):

- (a) Argonaut Capital has acted as Underwriter for the Entitlement Offer. In relation to these services, the Company has agreed to pay Argonaut Capital's fees of up to \$124,040.97 (plus GST);
- (b) Argonaut Securities has acted as Joint Lead Manager for the Recapitalisation and the Entitlement Offer. In relation to these services, the Company has agreed to pay Argonaut Securities' fees of \$51,389.83 (plus GST);
- (c) Euroz Hartleys has acted as Joint Lead Manager for the Recapitalisation. In relation to these services, the Company has agreed to pay Euroz Hartleys' fees of \$75,000 (plus GST); and
- (d) MinterEllison has acted as Australian legal advisers to the Company in relation to this Prospectus and the Offer. The Company has paid or agreed to pay \$110,000 (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 No withdrawal or cooling-off rights**

You cannot withdraw your application once it has been accepted. Cooling-off rights do not apply to an investment in the New Shares and New Options.

Venturex reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares and New Options, in which case Venturex will refund any application monies already received in accordance with the Corporations Act and will do so without any interest being payable to applicants.

**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 Shares and 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 Securities.

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 Shares and 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 Securities. If, after reading this Prospectus, you have any questions about the 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, New Zealand, United Kingdom, Hong Kong and the People's Republic of China only.

This document does not constitute an offer of New Securities 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 Securities 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 Offer, the New Securities, or otherwise permit a public offering of the New Securities, in any jurisdiction outside of Australia, New Zealand, United Kingdom, Hong Kong and the People's Republic of China.

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

### **6.13 New Zealand**

The New Shares 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 *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. The Company is issuing the New Options to existing shareholders of the Company for no consideration.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **6.14 United Kingdom**

Neither this document nor any other document relating to the Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares or the Options.

The New Shares and the New Options, Placement Options and Director Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares and the New Options, Placement Options and Director Options has only been communicated or caused to be



communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005* ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

#### **6.15 Hong Kong**

**WARNING:** The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

#### **6.16 People's Republic of China**

This document has not been approved by, nor registered with, any competent regulatory authority of the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). Accordingly, the New Shares and the New Options, Placement Options and Director Options may not be offered or sold, nor may any invitation, advertisement or solicitation for such securities be made from, within the PRC. This document does not constitute an offer of securities within the PRC.

The New Shares and the New Options, Placement Options and Director Options may not be offered to legal or natural persons in the PRC other than to: (i) "qualified domestic institutional investors" as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

#### **6.17 Governing law**

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

#### **6.18 Taxation**

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

Shareholders should consult their professional tax advisor in connection with subscribing for New Securities, and in particular, tax advisors should be made aware that the exercise price of the New Options, Placement Options or Director 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.

#### **6.19 Placement Agreement**

On 24 February, the Company entered into a placement agreement with Bill Beament (**Subscriber**) (**Placement Agreement**). The Company aims to raise approximately \$14,003,010 from the Placement, which comprises \$8,864,027 raised from issuing Placement Shares to Bill Beament (**Subscription Shares**) and \$5,138,983 raised from issuing Placement Shares to other places.

The following is a summary of the principle provisions of the Placement Agreement:

##### **(a) Company warranties**

The Company has given customary and usual representations and warranties to the Subscriber, including corporate authority, performance of the obligations imposed on the Company and that the Placement Agreement is binding upon the Company.

The Company represents and warrants that it is in full compliance with its continuous disclosure obligations under the Corporation Act and Listing Rules, and is not withholding any excluded information for the purposes of sub-section 708A(6)(e) of the Corporations Act, other than in respect of the matters disclosed in the Company's ASX announcement on 24 February 2021 (**ASX Announcement**).

The Company represents and warrants that when the Subscription Shares are issued, they will not constitute less than 19.69% of the total issued ordinary share capital of the Company and will be fully paid. Further, the Company is not obliged to issue or allot any shares, options or other equity interests in the Company, and the Company has not granted any person the right to call for the issue or allotment of any shares, financial products or equity interests in or of the Company, excepts as contemplated by the Prospectus.

The Company represents and warrants that:

- (i) the Subscription Securities will not be subject to any pre-emptive rights or similar;
- (ii) any necessary waivers and approvals (if any) for the placement from the ASX have been granted; and
- (iii) the Company has not granted, created or agreed to grant any security interest in respect of the Subscription Shares.

**(b) Subscriber warranties**

The Subscriber has given customary and usual representations and warranties to the Company, including authority, performance of the obligations imposed on the Subscriber and that the Placement Agreement is binding upon the Subscriber.

The Subscriber represents and warrants that he is either a sophisticated investor or professional investor, or both, and is not a foreign person or foreign government investor as at 24 February 2021

The Subscriber represents and warrants that, to the best of his knowledge, his voting power in the Company is 4.77% as at 24 February 2021 and that the subscription of the Subscription Securities under the Placement Agreement will not violate section 606 of the Corporations Act.

The Subscriber represents and warrants that:

- (i) he has been validly appointed as the sole trustee of the Beament Family Trust and has full and valid power and authority to enter into and perform the Placement Agreement obligations;
- (ii) he is not aware of any action that has been taken to:
  - (A) remove or replace him as the trustee of the Beament Family Trust;
  - (B) terminate the Beament Family Trust; or
  - (C) release, abandon or restrict any power conferred on him by the trust deed of the Beament Family Trust;
- (iii) he is not in breach of (or default under) the trust deed of the Beament Family Trust; and
- (iv) the execution, delivery and performance by the Subscriber of the Placement Agreement will not violate any legislation, consent or order by a government authority or the trust deed of the Beament Family Trust.

**(c) Company undertakings**

The Company agrees that it will, to the extent permissible by law:

- (i) **(implementation of Proposal)** take all steps necessary to implement the Proposal in accordance with the terms outlined in the ASX Announcement, subject to any amendments agreed between the Company and the Subscriber;

- (ii) **(Prospectus)** issue the Subscription Securities pursuant to the Prospectus, unless waived by the Subscriber;
- (iii) **(interim funding)** notify and consult the Subscriber if the Company's board considers that the Company requires interim funding for its ordinary course of business activities before completion of the Placement, and provide necessary information;
- (iv) **(notification of breach)** notify the Subscriber immediately:
  - (A) if the Company becomes aware of anything which would cause a Company warranty to not be true and accurate, or to be misleading; or
  - (B) of any breach of any Company warranty or undertaking, or of the occurrence of any termination event, under the Placement Agreement;
- (v) **(constitution)** not, before Completion, vary the Company's constitution without the Subscriber's consent;
- (vi) **(breach)** not, before Completion, commit or acquiesce to any activity that would breach the Corporations Act (or any legislation materially relevant to the Company's business), Listing rules, constitution or any binding requirement of ASIC or ASX;
- (vii) **(business)** until Completion, conduct its business, and procure that each Related Body Corporate conducts its business, in the ordinary course and will not:
  - (A) dispose of any material part of its (or their) business or property;
  - (B) grant any security interest over any material parts of its (or their) business or property; or
  - (C) enter into any agreement which is material,
 

except in the ordinary course of business or with the Subscriber's consent;
- (viii) **(announcements)** not make any public announcement or release any information in relation to the Placement without the Subscriber's consent, unless required to by law;
- (ix) **(restriction on new issues)** not, without the Subscriber's consent, allot or agree to allot, or indicate a potential allotment of, any Shares or securities that are convertible or exchangeable into equity securities of the Company or otherwise give a right to receive equity securities in the Company, other than:
  - (A) as provided for in any public announcement provided by the Company prior to 24 February 2021;
  - (B) for the purposes of raising any necessary interim funding for the Company's ordinary course of business;
  - (C) the issue of the securities the subject of the Proposal; or
  - (D) the exercise of any options or conversion of any convertible securities which are issued as of 24 February 2021; or
- (x) **(Prescribed Occurrence)** not permit any of the events listed in section 652C(1) and (2) of the Corporations Act (but substituting 'target' with 'the Company') to occur in respect of the Company or a Related Body Corporate between 24 February 2021 and before Completion.

**(d) Termination events**

The Company may terminate the Placement Agreement without liability if:

- (i) **(Subscriber warranties)** any of the Subscriber warranties cases to be true and accurate;

- (ii) **(material breach)** the Subscriber commits a material breach of the Placement Agreement that is either incapable of remedy or is not remedied within five Business Days from receiving notice from the Company specifying the breach and its intention to terminate the Placement Agreement;
- (iii) **(notifications)** ASIC or the Takeovers Panel commences (or threatens to commence) any inquiry, investigation or regulatory action and issues any order or other proceedings in relation to the voting power or association of the Subscriber; or
- (iv) **(unable to issue Subscription Securities)** the Company is prevented from issuing or allotting any of the Subscription Securities on the Completion Date by the order of a court or Government Agency.

The Subscriber may terminate the Placement Agreement without liability if:

- (i) **(unable to issue Subscription Shares)** the Company is prevented from issuing or allotting the Subscription Securities on the Completion Date by the order of a court or Government Agency;
- (ii) **(notifications)** ASIC or the Takeovers Panel commences (or threatens to commence) any inquiry, investigation or regulatory action and issues any order or other proceedings in relation to the voting power or association of the Subscriber;
- (iii) **(material breach)** the Company commits a material breach of the Placement Agreement that is either incapable of remedy or is not remedied within five Business Days from receiving notice from the Subscriber specifying the breach and its intention to terminate the Placement Agreement;
- (iv) **(Company warranties)** any of the Company warranties cease to be true and accurate in any material respect;
- (v) **(market fall)** at any time after 24 February 2021, either the S&P / ASX All Ordinaries Index (ASX: XAO) or S&P / ASX Small Resources Index (ASX: XSR) fall more than 15% from the level as at 24 February and remains below that level for at least 3 consecutive Business Days;
- (vi) **(underwriting agreement)** the underwriting agreement for the Entitlement Offer is terminated before the Completion Date; or
- (vii) **(material adverse change)** there is a material adverse change in, or an event occurs that gives rise to (or is likely to give rise to) a material adverse change in the condition, assets, earnings, business, affairs, results of operations, management or prospects of the Company.

## 6.20 Bill Beament Employment Agreement

On 10 June 2021, the Company entered into an employment agreement with Bill Beament (Employment Agreement). The Employment Agreement sets out the terms on which the Company intends to engage Mr Beament as Executive Director of the Company from 1 July 2021.

### (a) Services

- (i) As Executive Director of the Company, Mr Beament will exercise the powers and discretions, hold the responsibilities and perform the duties and tasks:
  - (A) that are customary for an executive director of a listed company engaged in business of a similar nature to the Company, including but not withstanding, progressing strategic direction, public promotion to shareholders and potential investors, ASX reporting, and advancement of the Company's projects;
  - (B) as conferred, delegated or specified by the Board from time to time; and
  - (C) to a standard of diligence and competence that could reasonably be expected of an employee in the Executive Director's position,

(the **Services**).

- (ii) Mr Beament will provide the Services on a full time basis and is required to work during the Company's ordinary business hours. Mr Beament is also required to work such reasonable additional hours as are either necessary to perform the Services or required by the Company save that:
- (iii) Mr Beament may, for his sole benefit, work on other unrelated projects or be an investor therein, provided he has the informed written consent of the Board (which consent will not be unreasonably withheld).

**(b) Term of engagement**

The Company will engage Mr Beament for a period of 12 months provided always that the parties, by mutual agreement, may extend the operation of the Employment Agreement for a further period or periods (**Term**).

**(c) Remuneration**

- (i) In consideration of the obligations undertaken by Mr Beament under the Employment Agreement the Company will provide him with remuneration made up as follows:
  - (A) an annual salary of two hundred and fifty thousand dollars (\$250,000) for the Term as compensation for all hours of work necessary to perform the Services which sum (subject to the below) is the total cash remuneration payable to Mr Beament, but which is exclusive of superannuation, and any bonus payable, unless determined otherwise and agreed between the parties (**Salary**);
  - (B) a short term incentive bonus payable annually in cash or securities as agreed and which will otherwise be paid in accordance with the bonus formula to be agreed to by the Board on an annual basis;
  - (C) reimbursement for all reasonable out-of-pocket expenses properly incurred by Mr Beament in the performance of the Services; and
  - (D) be entitled to participate (on such terms as are approved by the Board) in any short term or long term incentive plans approved by the Board including, without limitation, the Company performance rights plan.
- (ii) In addition to the Salary, the Company will make employer contributions on behalf of Mr Beament to the superannuation fund of Mr Beament's choice.
- (iii) The Board will review the Salary and other benefits (if any) on or before the anniversary of the commencement date for each year of the Employment Agreement.
- (iv) At the option of Mr Beament, the Salary may be reduced by an amount agreed between the Board and Mr Beament in consideration for the provision by the Company to him of other benefits.

**(d) Rights of termination**

The Employment Agreement and the employment under it, may be terminated as follows:

- (i) by the Company, if Bill Beament:
  - (A) commits any act of dishonesty, fraud, wilful disobedience, misbehaviour, breach of duty or other serious misconduct connected with the performance of the Services;
  - (B) commits an act of bankruptcy, enters into any deed of composition or arrangement with his creditors or be unable to pay his debts as and when they become due;

- (C) engages in wilful misconduct or acts in a manner which is grossly negligent or incompetent in the performance of the Services;
- (D) becoming physically or mentally incapacitated to the extent Mr Beament is no longer able to carry out the duties and responsibilities associated with the position;
- (E) is convicted of an indictable offence during the Term which, in the reasonable opinion of the Board, brings the Company or Mr Beament into serious disrepute; or
- (F) dies or becomes of unsound mind,

in which case the Company may terminate the Employment Agreement effective immediately by giving Mr Beament written notice of termination.

- (ii) for convenience by Mr Beament, by giving to the Company 3 months' notice (or such other period as the parties may agree) in writing;
- (iii) upon the mutual agreement of the parties, in which case the Employment Agreement will terminate on the date of termination as mutually agreed by the parties;
- (iv) by Mr Beament, if the Company commits a serious or persistent breach of any of the provisions contained in the Employment Agreement and the breach is not remedied within 7 days of receipt of written notice from the Mr Beament to the Company requesting it to do so, in which case Mr Beament may terminate the Employment Agreement effective immediately upon serving the Company with written notice of termination;
- (v) by the Company for any reason or no reason, by the Company giving to Mr Beament 12 months' notice in writing of the termination, in which case, unless the circumstance described in section 6.20(e)(ii)(C) below applies, the Employment Agreement will terminate upon the expiry of that notice period (or such other period as the parties may agree);
- (vi) by Mr Beament, if Mr Beament's role as Executive Director of the Company undergoes a material variation or diminution of responsibilities, at any time after 3 months from the commencement date, including a material change in his authority in respect of the business or a change in his reporting relationship with the Board, in which case Mr Beament will have the option to elect to terminate the Employment Agreement within 1 month of the date of him being notified of this role change and if he so elects the Employment Agreement will be terminated; or
- (vii) by Mr Beament, if the Company:
  - (A) enters into any deed of composition or arrangement with its creditors;
  - (B) is placed under the control of a receiver, receiver and manager, provisional liquidator or liquidator; or
  - (C) is in breach of any regulation of any government or regulatory authority which breach remains unremedied,

then Mr Beament may terminate the Employment Agreement by giving the Company 1 month prior written notice of the termination.

**(e) Consequences of termination**

- (i) From the effective date of termination, neither party will have any claim against the other whether at law or in equity save for antecedent breaches or accrued liability.
- (ii) The Company covenants and agrees with Mr Beament that:

- (A) if the Company terminates the Employment Agreement and the employment under it in the circumstances described in section 6.20(d)(i) above or Mr Beament terminates the Employment Agreement in the circumstances described in section 6.20(d)(ii) above then the Company will pay to Mr Beament within 7 days of the date of termination an amount equal to the aggregate of unpaid annual Salary and annual leave accrued to the date of termination specified in the relevant notice;
- (B) if Mr Beament terminates the Employment Agreement and the employment under it in the circumstances described in section 6.20(d)(iv) above, or the parties terminate pursuant to in the circumstances described in section 6.20(d)(iii) then the Company will pay to Mr Beament within 7 days of the date of termination an amount equal to the payment that he is entitled to in the circumstance described in section 6.20(e)(ii)(C)(II) below;
- (C) if the Company terminates the Employment Agreement and the employment under it, in the circumstances described in section 6.20(d)(v) above, then:
  - (I) Mr Beament may elect, within 21 days of his receipt of the Company's notice of termination, to terminate the Employment Agreement and his employment under it by giving the Company written notice of that decision and after the expiry of 30 days, the Employment Agreement and the employment under it will be at an end; and
  - (II) Mr Beament will be entitled to, and the Company will pay him, within 7 days of the end of the 30 day period referred to in in section 6.20(e)(ii)(C)(I) above:
    - (1) an amount equal to the amount Mr Beament would have received if the balance of the Term had been served but not exceeding 12 months current Salary;
    - (2) the aggregate of unpaid annual Salary and annual leave accrued to the date of termination; and
- (D) if Mr Beament terminates the Employment Agreement and the employment under it in the circumstances described in section 6.20(d)(vi), then the Company will pay to Mr Beament an amount equal to the amount Mr Beament would have received if the balance of the Term had been served but not exceeding 12 months current Salary, together with all accrued entitlements within 7 days of the date of an election to terminate.

## 6.21 Underwriting Agreement

On 23 February 2021, the Company entered into an underwriting agreement with Argonaut Capital Limited (**Argonaut Capital**) (**Underwriting Agreement**). As per the terms of the Underwriting Agreement, Argonaut Capital has agreed to manage and arrange the underwriting of the Entitlement Offer.

Argonaut Capital has agreed to underwrite the subscription of all of the shares being offered pursuant to the Entitlement Offer but may, at any time, enter into agreements with sub-underwriters in its absolute discretion.

The following is a summary of the principle provisions of the Underwriting Agreement:

### (a) Payments

Argonaut Capital will receive 2.5% of the value of the Underwritten Shares (calculated by reference to the Offer Price) from the Company, with no value being ascribed to the Options.

In addition to the fees outlined above, the Company must pay Argonaut Capital all costs and expenses reasonably incurred by Argonaut Capital in relation to the Entitlement Offer, including legal fees (capped at \$15,000) and other out-of-pocket expenses (provided that they do not collectively exceed \$2,000 (excluding legal costs) without the approval of the Company).

**(b) The Company's representations and warranties**

The Company has given customary and usual representations and warranties to Argonaut Capital, including corporate authority, performance of the obligations imposed on the Company and that the Undertaking Agreement is binding upon the Company.

The Company represents and warrants to Argonaut Capital that this Prospectus complies with the Corporations Act and the Listing Rules and includes all information relating to any commenced, pending or threatened disputes involving the Company that would (or be likely to) have a material adverse effect on the Entitlement Offer, the subsequent market for the Company's shares or the Company's assets, financial position or prospects.

**(c) The Company's obligations**

The Company must not, without Argonaut Capital's consent, issue (or agree to issue) any shares or other securities or grant (or agree to grant) any options within three months after completion of the Entitlement Offer, unless an exception applies.

The Company (or any of its related corporations) must not, without Argonaut Capital's prior written consent or unless expressly contemplated in this Prospectus, until 23 August 2021:

- (i) reorganise its capital structure;
- (ii) amend its constitution in any material way;
- (iii) dispose of any business or property that is material to the its operations or that of a Related Corporation (as defined in the Underwriting Agreement); or
- (iv) charge (or agree to charge) any business or property that is material to its operations other than in the ordinary course of business.

**(d) Termination events**

**(Absolute Termination rights)** Argonaut Capital may terminate the Underwriting Agreement without any cost or liability, at any time prior to 10:00am on the date of settlement of the Entitlement Offer (**Settlement Date**), if one or more of the following events occur (or has occurred) between 23 February 2021 and 10:00am on the Settlement Date:

- (i) **(misleading Prospectus)** there is a material omission from the Prospectus, the Prospectus contains a material statement which is misleading or deceptive, or a material statement has become misleading or deceptive and cannot be remedied by a supplementary or replacement prospectus;
- (ii) **(unable to issue Shares)** the Company is prevented from issuing the Shares under the Entitlement Offer within the time required;
- (iii) **(Takeovers Panel)** the Takeovers Panel makes a declaration that the circumstances in relation to the affairs of the Company are unacceptable circumstances;
- (iv) **(index changes)** either the S&P / ASX All Ordinaries Index (ASX: XAO) or S&P / ASX Small Resources Index (ASX: XSR) falls more than 15% from the level as at 23 February 2021 and remains at or below that level for at least three consecutive Business Days;
- (v) **(indictable offence)** a Director of the Company or any Related Corporation is charged with and indictable offence; or
- (vi) **(return of capital or financial assistance)** the Company (or Related Corporation) takes any step towards undertaking a proposal contemplated under s 257A of the Corporations Act or passes or takes any step towards passing a resolution under s 260B of the Corporations Act, without Argonaut Capital's prior written consent.

**(Qualified Termination rights)** Argonaut Capital may terminate the Underwriting Agreement, at any time prior to 10:00am on the Settlement Date, if one or more of the following events occur (or has occurred) between 23 February 2021 and 10:00am on the



Settlement Date and Argonaut Capital reasonably believes the event has (or is likely to have) a material adverse effect or has given (or could reasonably be expected to give) rise to a contravention by or liability to Argonaut Capital:

- (viii) **(banking facilities)** the Company's bankers terminating or amending the terms of any existing facility to the Company's detriment, claiming repayment (or accelerated repayment) of any facility or requiring additional security for any existing facility;
- (ix) **(change in laws)** there is an introduction, or there is an official public announcement of a proposal to introduce, legislation into the Parliament of the Commonwealth of Australia or of any State or Territory, or ASIC (or its delegates), ASX, the Reserve Bank of Australia or any other regulatory authority adopts any regulation or policy which does (or is likely to) prohibit, restrict or regulate the Company's principle business, the Entitlement Offer or the operation of stock markets generally;
- (x) **(failure to comply)** the Company (or any Related Corporation) fails to comply with:
  - (A) a provision of its constitution;
  - (B) any statute;
  - (C) a requirement, order or request made by or on behalf of ASIC or any Government Agency; or
  - (D) any material agreement the Company entered into,in relation to the Entitlement Offer, and that failure results in a material adverse effect on the Entitlement Offer;
- (vii) **(alteration of capital structure or constitution)** except as described in the Prospectus, the Company alters its capital structure or its constitution without Argonaut Capital's consent;
- (viii) **(hostilities)** there is an outbreak of hostilities or material escalation of existing hostilities (regardless of whether 'war' has been declared), after 23 February 2021, involving one or more of Australia, Japan, Russia, the United Kingdom, the United States of America, or the People's Republic of China, other than hostilities involving Afghanistan or Iraq, any country bordering Afghanistan or Iraq or any Arab country.
- (ix) **(default)** the Company material defaults any of the terms of the Underwriting Agreement or materially breaches any warranty or covenant given to or made under the Underwriting Agreement;
- (x) **(material adverse effect)** any material adverse effect occurs which materially impacts (or is likely to impact) the Company's (or Related Corporation's) assets or operational or financial position;
- (xi) **(investigation)** any person is appointed under any legislation to investigate the Company's or a Related Corporation's affairs in respect of the Entitlement Offer;
- (xii) **(due diligence)** there is a material omission from the results of the due diligence investigation performed in respect of the Entitlement Offer or the results of the investigation are false or misleading;
- (xiii) **(Prescribed Occurrence)** any of the events listed in section 652C(1) and (2) of the Corporations Act (but substituting 'target' with 'the Company') to occur in respect of the Company or a Related Body Corporate between 24 February 2021 and before Completion.
- (xiv) **(suspension of debt payments)** the Company suspends payment of its debts generally;
- (xv) **(Event of Insolvency)** an event of insolvency occurs in respect of a Related Corporation (as defined in the Underwriting Agreement); or

- (xvi) **(Judgment against the Company or a Related Corporation)** a judgment in an amount exceeding \$200,000 is obtained against the Company or a Related Corporation and is not set aside or satisfied within seven days.

**(e) Indemnities**

The Company indemnifies Argonaut Capital and its related corporations and its respective directors, officers, employees, agents, representatives and advisors from and any and all claims, actions, damages, losses, liabilities, costs or expenses, including costs for legal advice on a solicitor-client basis (Losses), incurred or suffered in respect of the Entitlement Offer, the Prospectus or the Underwriting Agreement.

The Company's indemnity does not extend to:

- (i) any amount in respect of which the indemnity would be illegal, void or unenforceable under any law; or
- (ii) Losses, to the extent that they arise (directly or indirectly), as a result of the indemnified party's negligence, wilful misconduct, omission or criminal conduct.

**6.22 Offtake arrangements**

The Company considers it is not party to any binding offtake, financing agreement or term sheet. Prior to the development of the Sulphur Springs Project, the Company will review any previous proposals and seek new offtake and financing proposals from third parties with a view to advancing the Sulphur Springs Project on the most advantageous terms.

**6.23 Financial data**

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

**6.24 Information availability for the Offer**

Eligible Shareholders in Australia, New Zealand, United Kingdom, Hong Kong and the People's Republic of China can obtain information about the Entitlement Offer during the Entitlement 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.

**6.25 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 Securities 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).

**6.26 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 Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Entitlement Offer is not available to Ineligible Shareholders.

**6.27 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.

**6.28 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
<b>AAS or Australian Accounting Standards</b>	Australian Accounting Standards and other authoritative pronouncements issued by the Australian Accounting Standards Board and Urgent Issues Group Interpretations.
<b>AASB</b>	Australian Accounting Standards Board.
<b>Applicant</b>	An Eligible Shareholder who validly applies for New Shares and New Options under the Entitlement Offer, in accordance with this Prospectus.
<b>Application</b>	An application made on a personalised Entitlement and Acceptance Form to apply for New Securities under the Entitlement Offer, Shortfall Offer or Recapitalisation Options Offer.
<b>Argonaut Securities</b>	Argonaut Securities Pty Ltd, ACN 108 330 650, AFSL No. 274099.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Associates</b>	The meaning given by section 12 of the Corporations Act.
<b>ASX or Australian Securities Exchange</b>	ASX Limited, ABN 98 008 624 691, or the financial market operated by it, as the context requires.
<b>ASX Listing Rules</b>	The official listing rules of ASX.
<b>ASX Settlement</b>	ASX Settlement Pty Limited, ABN 49 008 504 532.
<b>ASX Settlement Operating Rules</b>	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.
<b>ATO</b>	Australian Taxation Office.
<b>AUD, A\$, \$ or Australian dollar or cent</b>	The lawful currency of the Commonwealth of Australia.
<b>AWST</b>	Australian Western Standard Time.
<b>Bill Beament</b>	William James Beament.
<b>Board</b>	The board of directors of the Company from time to time.
<b>CHESS</b>	Clearing House Electronic Subregister System operated in accordance with the Corporations Act.
<b>Company or Venturex</b>	Venturex Resources Limited, ACN 122 180 205.
<b>Company Group</b>	The Company and its 'related bodies corporate' as defined in section 50 of the Corporations Act.
<b>Constitution</b>	The constitution of the Company.
<b>Consultancy Agreement</b>	The consultancy agreement between Bill Beament and the Company dated 23 February 2021.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Department</b>	The Government of Western Australia, Department of Mines, Industry Regulation and Safety.
<b>Director</b>	A member of the board of directors of the Company from time to time.
<b>Director Options</b>	The Options to be issued to each of Mick McMullen and Michael Blakiston as set out in section 2.4.
<b>Eligible Shareholders</b>	Means a Shareholder who is eligible to apply for New Shares and New Options under the Entitlement Offer as set out in section 2.3 of this Prospectus.

Term	Meaning
<b>Entitlement</b>	The number of New Shares and New Options that an Eligible Shareholder is entitled to apply for under the Entitlement Offer, as determined on the basis of: (a) one (1) New Share for every seven (7) Shares held on the Record Date; and (b) one (1) New Option for every two (2) New Shares subscribed for.
<b>Entitlement and Acceptance Form</b>	The relevant personalised form accompanying this Prospectus which may be used to apply for New Securities.
<b>Entitlement Offer</b>	The non-renounceable entitlement offer of New Shares and New Option as set out in section 2.2.
<b>Entitlement Offer Period</b>	The period of time between the Entitlement Offer opening date, being 9.00am (AWST) on Monday, 21 June 2021 and the Entitlement Offer closing date, being 3.00pm (AWST) on Monday, 12 July 2021.
<b>Euroz Hartleys</b>	Euroz Hartleys Limited, ACN 104 195 057, AFSL No. 230052.
<b>Executive Service Agreement</b>	The executive service agreement between the Company and Bill Beament dated 10 June 2021 relating to Bill Beament's appointment as Executive Director of the Company.
<b>Financial Information</b>	Means the proforma balance sheet as set out in section 3.7.
<b>GAAP</b>	Generally Accepted Accounting Principles.
<b>Government Agency</b>	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.
<b>Group or Venturex Group</b>	The Company and its subsidiaries (and <b>Group Member</b> means any one or more of them).
<b>GST</b>	Goods and services or similar tax imposed in Australia.
<b>IFRS</b>	International Financial Reporting Standards.
<b>Ineligible Shareholders</b>	Shareholders that are not Eligible Shareholders as set out in section 2.3 of this Prospectus.
<b>Joint Lead Managers</b>	Argonaut Securities and Euroz Hartleys.
<b>Lodgement Date</b>	Thursday, 10 June 2021, being the date this Prospectus is lodged with ASIC.
<b>Mick McMullen</b>	Michael James McMullen.
<b>New Option</b>	An Option offered under this Prospectus under the Entitlement Offer, the rights and liabilities of which are summarised in section 5 of this Prospectus.
<b>New Securities</b>	The new securities to be offered under this Prospectus, including the: (a) New Shares; (b) New Options; (c) Placement Options; and (d) Director Options.
<b>New Share</b>	A Share offered under this Prospectus under the Entitlement Offer, the rights and liabilities of which are summarised in section 5.1 of this Prospectus.
<b>Northern Star</b>	Northern Star Resources Limited, ACN 092 832 892.
<b>Offer</b>	The offer of New Securities pursuant to this Prospectus under the Entitlement Offer and the Recapitalisation Options Offer.
<b>Option</b>	An option to acquire a Share.

<b>Term</b>	<b>Meaning</b>
<b>Performance Rights</b>	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.
<b>Placement</b>	The placement of New Shares and New Options to Bill Beament and other sophisticated and institutional shareholders as part of the Recapitalisation, as described in section 2 of this Prospectus.
<b>Placement Options</b>	The Options to be offered under the Placement.
<b>Prospectus</b>	This prospectus dated 10 June 2021 prepared by the Company in accordance with the special content rules under section 713 of the Corporations Act in respect of the Offer.
<b>Recapitalisation Options Offer</b>	The Placement Options and Director Options offered under this Prospectus under the Placement and the Restructure as set out in section 2.4 of this Prospectus.
<b>Record Date</b>	5.00 pm (AWST) on Wednesday, 16 June 2021.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Share Registry</b>	Link Market Services Limited, ACN 083 214 537.
<b>Shareholder</b>	The registered holder of a Share.
<b>Shareholding</b>	The number and value of Share(s) held in the Company.
<b>Underwriter or Argonaut Capital</b>	Argonaut Capital Limited, ACN 099 761 547, AFSL No. 221476.
<b>United States or U.S.</b>	The United States of America.
<b>US Person</b>	Has the meaning given in Regulation S under the US Securities Act.
<b>US Securities Act</b>	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 Michael Blakiston on Thursday, 10 June 2021 under section 351 of the Corporations Act.

Signed for an on behalf of

**Venturex Resources Limited**

by

A handwritten signature in black ink, consisting of a stylized initial 'M' followed by a long, horizontal, slightly wavy line that ends in a small arrowhead.

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Michael Blakiston

Non-executive Chairman

**Attachment: Entitlement and Acceptance Form**