

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Venturex Resources Limited (VXR)ACN/ARSN 122 180 205**1. Details of substantial holder(1)**Name Each of the persons listed in Annexure A

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on 17 / 06 / 2021The previous notice was given to the company on 31 / 03 / 2021The previous notice was dated 31 / 03 / 2021**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (Shares)	23,232,386	5.58%	161,036,457	26.61%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure C					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
See Annexure D	

Signature

print name	William James Beament	capacity	Substantial holder and with authority of other parties listed in Annexure A
sign here		date	18 / 06 / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – Details of Substantial holders

William James Beament (Bill Beament)
Bill Beament ATF The Beament Family Trust
Mining and Infrastructure Group Pty Ltd (ACN 132 954 968)
St Emilion Super Pty Ltd (ACN 634 644 009) ATF The St Emilion Super Fund
The estate of Mr John Beament
Precision Opportunities Fund Ltd (ACN 613 479 262)
Timothy Leonard Weir
Fosdike Securities Pty Ltd (ACN 118 132 102)
Fullsack Enterprises Pty Ltd (ACN 113 669 195)
Mr Timothy Leonard Weir & Mr Anthony Christopher Kenny <Tim Weir Super Fund A/C>
Andrew Malcolm Clayton
A and J Clayton Super Fund
Jodi Leanne Clayton
Shane Gavin McLeay
Karen Leigh McLeay and Shane Gavin McLeay ATF the McLeay Family Trust
Efficient Dynamics Pty Ltd (ACN 147 302 092) ATF McLeay Super Fund A/C
Investmin Pty Ltd (ACN 155 263 915)
Michael Gerrard Blakiston
Anthony Christopher Kenny
Nero Resource Fund Pty Ltd (ACN 143 456 017)
Treasury Services Group Pty Ltd (ACN 123 878 384) ATF Nero Resource Fund
Russell John Delroy
Timothy James Day
Elegy Pty Ltd (ACN 615 038 616)
Denis Dwiputra
Green Velvet Investments Pty Ltd (ACN 638 321 598)
Michael McMullen
Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2
McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund

Annexure B – Changes in Relevant Interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
17 June 2021	Bill Beament ATF The Beament Family Trust	Purchase of Shares under the placement of Shares and options to acquire Shares to Bill Beament and other sophisticated and professional investors (Placement)	\$0.08 per Share, being a total of \$8,864,027.28	110,800,341 Shares	110,800,341
17 June 2021	Precision Opportunities Fund Ltd (ACN 613 479 262)	Purchase of Shares under the Placement	\$0.08 per Share, being a total of \$162,711.84	2,033,898 Shares	2,033,898
17 June 2021	Karen Leigh McLeay and Shane Gavin McLeay ATF the McLeay Family Trust	Purchase of Shares under the Placement	\$0.08 per Share, being a total of \$162,711.84	2,033,898 Shares	2,033,898
17 June 2021	Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2	Purchase of Shares under the Placement	\$0.08 per Share, being a total of \$230,508.48	2,881,356 Shares	2,881,356
17 June 2021	McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund	Purchase of Shares under the Placement	\$0.08 per Share, being a total of \$230,508.48	+2,881,356 Shares	2,881,356
17 June 2021	Elegy Pty Ltd (ACN 615 038 616)	Purchase of Shares under the Placement	\$0.80 per Share, being a total of \$180,094.88	2,251,186 Shares	2,251,186
17 June 2021	Green Velvet Investments Pty Ltd (ACN 638 321 598)	Purchase of Shares under the Placement	\$0.08 per Share, being a total of \$27,661.20	345,765 Shares	345,765
17 June 2021	Treasury Services Group Pty Ltd (ACN 123 878 384) ATF Nero Resource Fund	Purchase of Shares under the Placement	\$0.08 per Share, being a total of \$1,166,101.68	14,576,271 Shares	14,576,271

Annexure C – Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Bill Beament	William James Beament ATF the Beament Family Trust	William James Beament ATF the Beament Family Trust	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act).	111,436,243 Shares	111,436,243
Bill Beament	Mining and Infrastructure Group Pty Ltd	Mining and Infrastructure Group Pty Ltd	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> .	66,667 Shares	66,667
Bill Beament	St Emilion Super Pty Ltd ATF The St Emilion Super Fund	St Emilion Super Pty Ltd ATF The St Emilion Super Fund	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> .	366,500 Shares	366,500
Bill Beament	The estate of Mr John Beament	The estate of Mr John Beament	Pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> .	24,390 Shares	24,390
Bill Beament Michael Gerrard Blakiston Anthony Christopher Kenny Timothy Leonard Weir Precision Opportunities Fund Ltd	Precision Opportunities Fund Ltd	Precision Opportunities Fund Ltd	Each of Bill Beament, Michael Gerrard Blakiston, Anthony Christopher Kenny and Timothy Leonard Weir have a relevant interest pursuant to section 608(3) due to their voting power in Precision Opportunities Fund Ltd. Precision Opportunities Fund Ltd has a relevant interest pursuant to section 608(1)(a) as registered holder.	17,361,289 Shares	17,361,289
Timothy Leonard Weir Fosdike Securities Pty Ltd	Fosdike Securities Pty Ltd	Fosdike Securities Pty Ltd	Timothy Leonard Weir has a relevant interest pursuant to sections 608(1)(b) and (c) of the <i>Corporations Act</i> . Fosdike Securities Pty Ltd has a relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act</i> as registered holder.	1,000,000 Shares	1,000,000

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Shane Gavin McLeay Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C	Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C	Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C	Shane Gavin McLeay has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Efficient Dynamics Pty Ltd ATF McLeay Super Fund A/C has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	100,000 Shares	100,000
Shane Gavin McLeay Karen Leigh McLeay and Shane Gavin McLeay ATF the McLeay Family Trust	Karen Leigh McLeay and Shane Gavin McLeay ATF the McLeay Family Trust	Karen Leigh McLeay and Shane Gavin McLeay ATF the McLeay Family Trust	Shane Gavin McLeay has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Karen Leigh McLeay and Shane Gavin McLeay ATF the McLeay Family Trust has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	2,033,898 Shares	2,033,898
Shane Gavin McLeay Investmin Pty Ltd	Investmin Pty Ltd	Investmin Pty Ltd	Shane Gavin McLeay has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Investmin Pty Ltd has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	75,000 Shares	75,000
Timothy James Day Elegy Pty Ltd	Elegy Pty Ltd	Elegy Pty Ltd	Timothy James Day has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Elegy Pty Ltd has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	2,483,913 Shares	2,483,913

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
<p>Nero Resource Fund Pty Ltd</p> <p>Russell John Delroy</p> <p>Treasury Services Group Pty Ltd (ACN 123 878 384) ATF Nero Resource Fund</p>	<p>Treasury Services Group Pty Ltd <Nero Resource Fund A/C></p>	<p>Treasury Services Group Pty Ltd ATF Nero Resource Fund</p>	<p>Nero Resource Fund Pty Ltd has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act as investment manager of the Nero Resource Fund.</p> <p>Russell John Delroy has a relevant interest pursuant to section 608(3)(b) of the Corporations Act as controller of Nero Resource Fund Pty Ltd.</p> <p>Treasury Services Group Pty Ltd ATF Nero Resource Fund Pty Ltd has a relevant interest as registered holder of voting shares and pursuant to sections 608(1)(b) and (c) of the Corporations Act as trustee of the Nero Resource Fund.</p>	<p>18,208,019 Shares</p>	<p>18,208,019</p>
<p>Michael McMullen</p> <p>Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2</p>	<p>Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2</p>	<p>Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2</p>	<p>Michael McMullen has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act.</p> <p>Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2 has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.</p>	<p>2,881,356 Shares</p>	<p>2,881,356</p>
<p>Michael McMullen</p> <p>McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund</p>	<p>McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund</p>	<p>McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund</p>	<p>Michael McMullen has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act.</p> <p>McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund has a relevant interest pursuant to section 608(1)(a) of the</p>	<p>2,881,356 Shares</p>	<p>2,881,356</p>

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
			Corporations Act as registered holder.		
Denis Dwiputra Green Velvet Investments Pty Ltd (ACN 638 321 598)	Green Velvet Investments Pty Ltd (ACN 638 321 598)	Green Velvet Investments Pty Ltd (ACN 638 321 598)	Denis Dwiputra has a relevant interest pursuant to sections 608(1)(b) and (c) of the Corporations Act. Green Velvet Investments Pty Ltd (ACN 638 321 598) has a relevant interest pursuant to section 608(1)(a) of the Corporations Act as registered holder.	345,765 Shares	345,765

Annexure D – Addresses

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

Name	Address
Timothy James Day	11 Warton Street, Cottesloe WA 6011
Elegy Pty Ltd	
Lilaid Pty Ltd (ACN 642 013 349) ATF McMullen Family Trust No. 2	2 Lilika Road City Beach 6015
McMullen SMSF Pty Ltd (ACN 166 484 797) ATF The McMullen Family Superannuation Fund	
Denis Dwiputra	11/1 North Lake Road, Alfred Cove WA 6154
Green Velvet Investments Pty Ltd (ACN 638 321 598)	