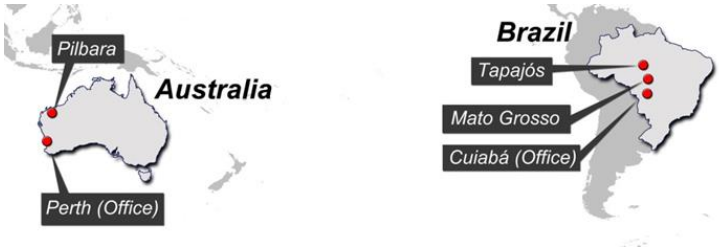
QUARTERLY ACTIVITIES REPORT FOR PERIOD ENDED 30 JUNE 2013

Highlights

- **Significant Zinc-Copper mineralisation intersected at Kangaroo Caves**
- **Liberty-Indee JV drilling complete, assays pending**
- **Detailed review of Whim Creek/Salt Creek underway**
- **$3.4 million capital raising completed**
- **$149,600 grant awarded under the Co-Funded Government – Industry Drilling Program**
- **Further cost reduction changes implemented**



EXPLORATION

Pilbara

The Company maintained an active exploration program in the Pilbara region during the quarter through a combination of drilling programs at Kangaroo Caves in the Sulphur Springs region and around the Evelyn prospect at the Liberty-Indee Joint Venture.

In addition, a program of regional geophysical and geochemical sampling and analysis commenced in selected areas of the Whim Creek project area.

Sulphur Springs Exploration

A total of 19 Reverse Circulation (RC) drill holes (4,593 metres) were completed at the Kangaroo Caves prospect during the quarter. The drilling program targeted the zone from 50 to 300 metres vertical depth, testing for potential shallow extensions to the Kangaroo Caves mineralisation.

ASX Announcement
ASX Code: VXR
Released: 29 July 2013

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Significant zones of disseminated and semi-massive zinc-copper-lead mineralisation were intersected in a number of drill holes expanding the potential of the Kangaroo Caves mineralised system. Significant assay results are summarised below:

Hole ID	From	To	Width (m)	True Width (m)	Cu %	Zn %	Pb %	Ag g/t	Au g/t	Intersection
KCR001	146	147	1.0	0.9	0.77	2.20	0.16	14.2	0.05	*Main Zone*
and	223	227	4.0	3.7	0.03	2.16	0.11	2.3	0.01	
KCR002	*No significant assay results*									
KCR003	*No significant assay results*									
KCR004	53	58	5.0	3.7	0.32	0.23	0.01	1.0	0.01	*Footwall stringer zone*
KCR005	**137**	**152**	**15.0**	**10.0**	**0.30**	**6.99**	**0.21**	**31.5**	**0.12**	*Main Zone*
Incl.	137	146	9.0	6.0	0.39	8.98	0.31	49.5	0.19	
and	152	160	8.0	5.3	0.46	0.11	0.00	0.8	0.01	*Footwall stringer zone*
KCR006	*No significant assay results*									
KCR007	**154**	**159**	**5.0**	**3.8**	**0.62**	**9.30**	**0.19**	**7.3**	**0.06**	*Main Zone*
and	**165**	**169**	**4.0**	**3.0**	**2.61**	**0.79**	**0.19**	**2.8**	**0.02**	*Main Zone*
KCR008	**136**	**142**	**6.0**	**6.0**	**0.09**	**4.89**	**0.09**	**5.1**	**0.02**	*Main Zone*
And	**143**	**148**	**5.0**	**5.0**	**3.97**	**0.15**	**0.01**	**3.0**	**0.01**	*Main Zone*
KCR009	**185**	**187**	**2.0**	**1.9**	**1.11**	**0.97**	**0.02**	**11.6**	**0.06**	*Main Zone*
and	187	188	1.0	0.9	0.19	2.90	0.06	8.4	0.03	*Main Zone*
KCR011	*No significant assay results*									
KCR012	**146**	**147**	**1.0**	**0.9**	**0.17**	**10.35**	**0.40**	**13.2**	**0.03**	*Main Zone*
and	160	165	5.0	4.6	0.65	2.25	0.03	4.5	0.01	*Footwall stringer zone*
KCR013	**250**	**264**	**14.0**	**12.5**	**0.60**	**6.37**	**0.48**	**19.3**	**0.08**	*Main Zone*
Incl.	253	256	3.0	2.7	0.66	13.13	1.24	35.9	0.15	
and	**259**	**261**	**2.0**	**1.8**	**2.11**	**4.92**	**0.25**	**25.7**	**0.09**	
KCR014	*No significant assay results*									
KCR015	*Faulted contact, no significant assay results*									
KCR016	186	187	1.0	0.9	0.49	1.79	0.02	41.3	0.03	*Footwall stringer zone*
KCR017	192	197	5.0	4.8	0.74	0.10	0.01	1.5	0.00	*Faulted contact*
KCR018	*No significant assay results, target not reached*									
KCR019	**201**	**209**	**8.0**	**7.8**	**0.10**	**8.37**	**0.51**	**25.6**	**0.12**	*Main Zone*
Incl.	202	206	4.0	3.9	0.11	11.84	0.88	42.6	0.19	

Table 1 - Significant drill hole intersections (based on 0.25% Cu and/or 2% Zn cut-off)

The high grade intersections in KCR005, 007, 008, 012, 013 and 019 confirmed the complex geometry of the massive sulphide body and significantly extended the area of high grade copper mineralisation within the central part of the deposit.

The intersections recorded in KCR019 and KCR001at the southern end of the prospect has opened the potential to extend the mineralisation to the south where the sequence appears to have been faulted down dip beyond KRC002 and the limits of the current mineralisation model. In addition, the intersections in KCR012 and KCR019 are accompanied by strongly developed footwall alteration zones opening the potential to extend the high grade Main Zone mineralisation to both the north and south of the existing resource envelope.

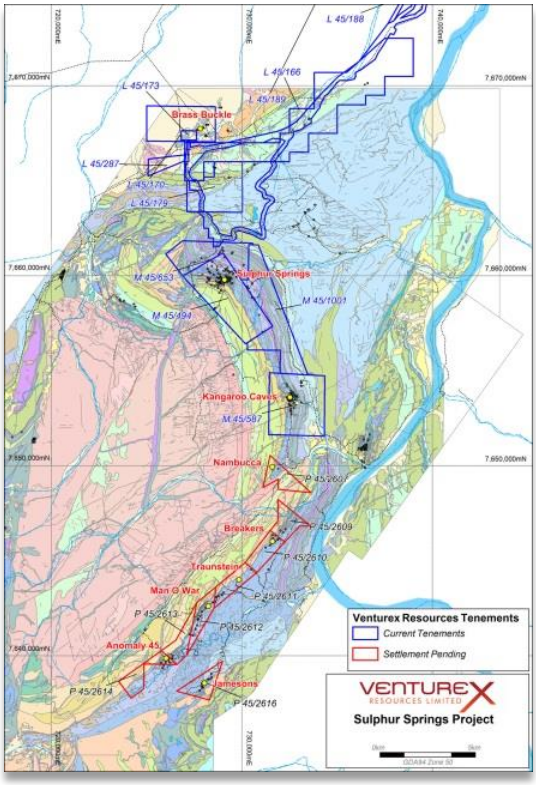


Figure 1 - Sulphur Springs geology and tenements

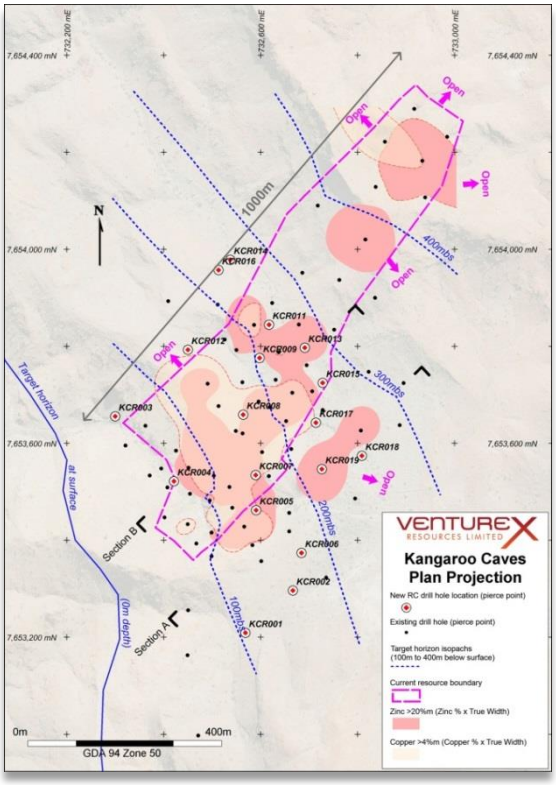


Figure 2 - Kangaroo Caves drillhole location plan

Work has commenced on revising the interpretation of the Kangaroo Caves resource model in preparation for the next drilling program.

Midway

A new exploration target area located between the Sulphur Springs and Kangaroo Caves resources has been defined from analysis of a previous CSIRO generated HyMapper multispectral survey and existing geochemical and geophysical data. The Midway target, has co-incident geochemical and alteration pattern anomalism around a possible growth fault structure offering a high order conceptual target.

An application for drilling funding under the WA Government Exploration Incentive Scheme program has been approved providing 50% funding of drilling costs up to $150,000 for the program. Preparation for a 3 hole diamond drilling program is underway with drilling anticipated to begin in September or October.

Whim Creek Exploration

Whim Creek

During the quarter, Venturex and its consultants completed a review of the ASTER spectral data over the Whim Creek area with a particular focus on undrilled greenfield areas.

The ASTER data was combined with existing geochemical, geophysical and structural knowledge to generate several new conceptual targets for further work.

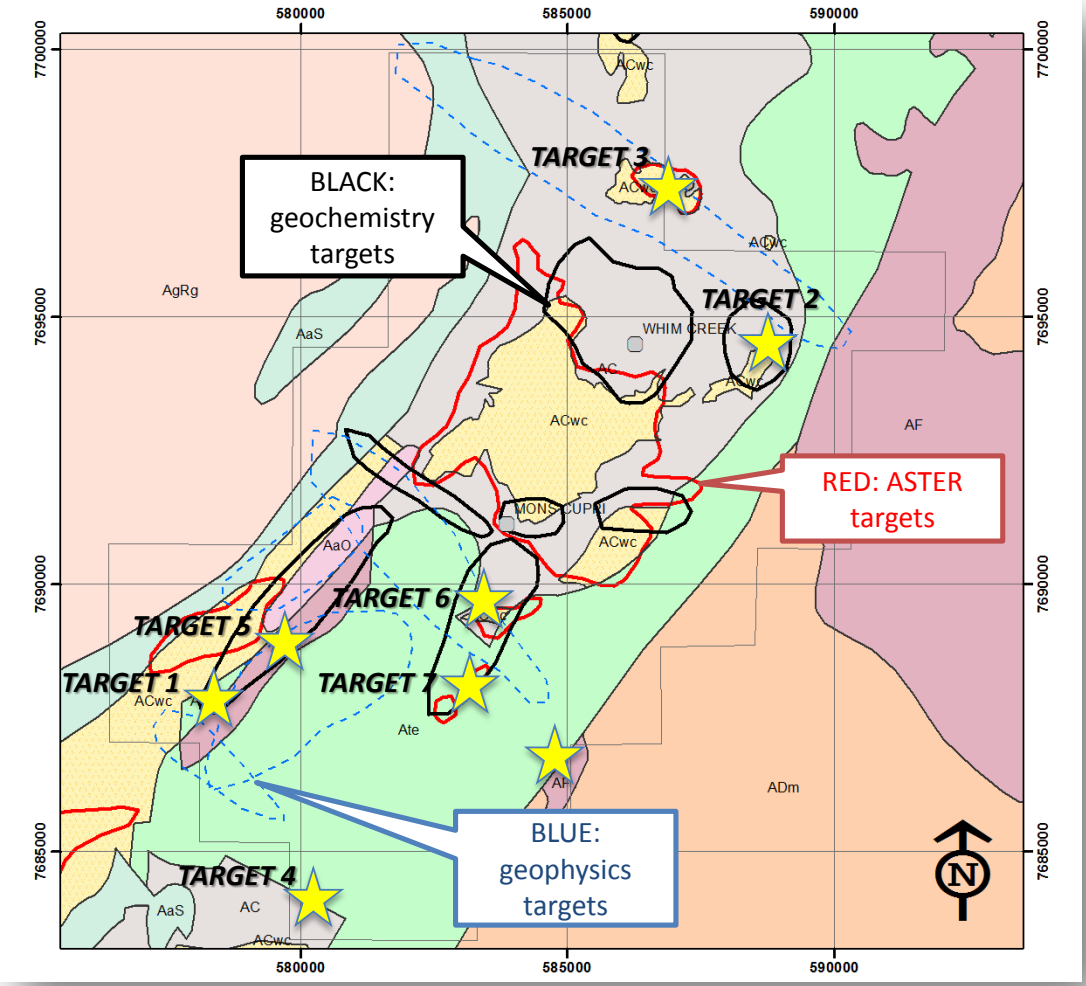


Figure 3 – New targets from ASTER data in the Whim Creek area

Salt Creek

A systematic review of the regional mineralising system(s) in the Salt Creek area commenced during the quarter using a combination of detailed multi-spectral and geochemical analysis.

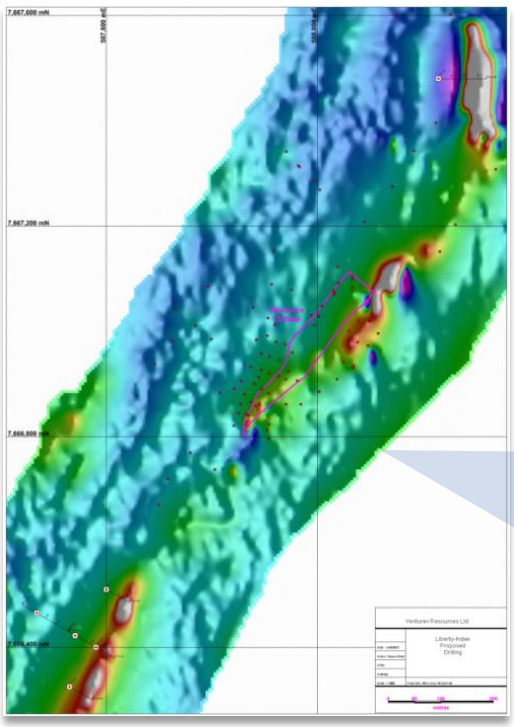
Initial results from a trial program over the Salt Creek - Balla Balla trend are encouraging and provide a clearer route to mapping alteration patterns and potential mineralisation sites across the entire 15 kilometre Salt Creek belt which is largely soil covered.

While further work is required to better discriminate the significance of the regional alteration patterns outlined, the program has been expanded to cover the entire Salt Creek belt through the re-sampling of historic drill holes for both spectral and geochemical analysis.

This regional program will continue into next quarter and will provide a cost effective basis for future drill program planning at Salt Creek and Whim Creek.

Liberty-Indee Joint Venture (VXR 70%)

A short RC drill program (800 metres) was completed on selected targets at the southern end of the Liberty-Indee tenements. The program was designed to test two mid-order targets along strike from the Evelyn copper-zinc deposit identified from the integration of the new ground magnetic data with previous VTEM and FLEM targets.



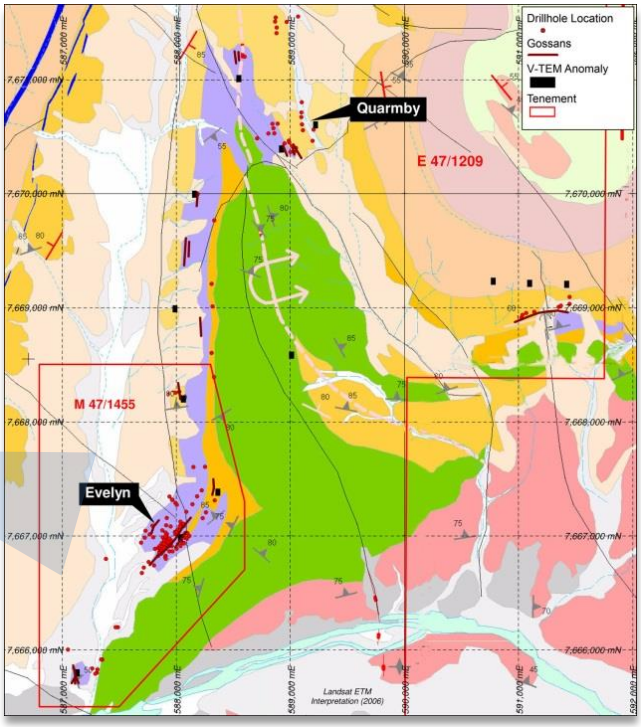


Figure 4 – Evelyn Prospect – Drillhole location on RTP magnetic image *Figure 5 – Liberty-Indee JV regional geology*

A total of 5 holes were completed with 4 holes drilled to test a combined magnetic/VTEM anomaly located 500 metres south-west along strike of the Evelyn deposit. Minor intersections of magnetite and disseminated pyrite-pyrrhotite mineralisation in altered mafic volcanics were recorded.

A single hole was drilled into a stronger VTEM-magnetic anomaly located 600 metres to the north of the Evelyn deposit. While minor magnetite mineralisation was recorded in the overlying sequence, a source for the strong VTEM-FLEM response was not intersected.

Assay results for the drilling are pending. A follow-up program of Down Hole EM is planned to for these holes prior to drill testing several new target areas along strike from the existing Evelyn deposit and a new zone adjacent to the Quarmby North in the hinge of a regional fold zone.

Pilbara Cu-Zn Project Development

General

The Company has continued to progress the enhancement program to optimise the scale and life of the proposed Project during the quarter.

During the quarter, a range of Project activities continued including the construction of the joint Haul Road by Atlas Iron Limited progressed significantly despite the effects of unseasonal heavy rainfall in the Sulphur Springs area. Atlas Iron has advised that commissioning of the road will occur in August.

Long term test work on paste fill strength with Outotec is expected to be finalised during the coming quarter leading to design refinements for the paste fill and tailings disposal systems.

Permitting

Preparation and lodgement of key documentation for the future development of the Sulphur Springs site progressed during quarter.

The Mining Proposal document has been completed and will be submitted imminently following final discussions meeting with the Department of Mines and Petroleum and key Stakeholders.

Preparation of the Mining Proposal for the Development of the Sulphur Springs site is nearing completion. Discussions are ongoing ahead of the submission of the key approvals documentation.

Preliminary responses from the various regulatory authorities to the Mining Proposal and other documents are anticipated will continue during the next quarter.

BRAZIL

Gold Exploration

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

Figure 6 - CMG Mineração Ltda gold projects in Mato Grosso and Pará, Brazil

During the quarter, field activities were confined to reconstruction of facilities (camp, airstrip) and track preparation at Serra Verde following an extended wet season in the area.

Renewal of the Novo Canaã tenements (866718, 866719, and 866820) for their second three year term is expected to be gazetted shortly enabling exploration to recommence on these areas. Priority exploration will be the follow up of high grade gold intersections recorded in diamond drilling in late 2012.

Mining Code Changes Update

After a significant period of uncertainty, the Brazilian Government is making progress with respect to the new Mining Code. The Mining Reform Bill was submitted to Congress on 18 June 2013 and a vote is expected by the end of 2013. This is an important step for Venturex as key exploration applications have remained stalled while changes are contemplated to the Mining Code.

CORPORATE

Board Changes

During the reporting period, the following changes occurred to the Board:

- Mr James (Jim) Mellon resigned as a Non-Executive Director on 11June 2013;
- Mr Jamie Gibson resigned as an Alternate Director for Mr Mellon on 11 June 2013;
- Subsequent to the end of the quarter, Mr John Nitschke was appointed as a Non-Executive Director on 4 July 2013.

Operational Changes

Venturex has implemented a number of further corporate changes in response to current market conditions.

From 1 July 2013, Managing Director, Michael Mulroney has agreed to a salary reduction of $100,000 per annum to $250,000 per annum. All other employment terms and conditions remain unchanged.

In addition, STI bonuses for the Managing Director and all other employees for the year ended 30 June 2013 were cancelled.

Finance

During the quarter, the Company completed the placement of 60.0 million shares at $0.02 per share to significant Shareholder Henghou Industries (Hong Kong) Limited to raise $1.2 million.

In addition, the Company undertook a 2:11 non-renounceable Entitlement Issue to all eligible Shareholders at $0.02 per share. The Entitlement Issue was supported by significant Shareholders, Regent Pacific and Henghou Industries who subscribed for their full entitlements.

At the close of the Offer, Venturex received valid applications from eligible Shareholders for 109,507,133 available shares equating to 41.96% participation level. A further 3,000,000 ordinary shares were issued under a partial underwriting agreement with Directors of the Company. Total funds raised from the 2:11 non-renounceable Entitlement Issue was $2.25 million.

Pursuant to the terms of the Offer, the Directors may at their complete and absolute discretion place some or all of the remaining 151,467,785 Shortfall Shares with any third parties within three months of the close of the Offer, at an issue price of not less than $0.02 per share.

The placement and raising, together with the existing cash reserves, ensures Venturex is funded as the Company works to grow the Pilbara Copper-Zinc Project's resource base and optimises the proposed development framework.

Securities Information

Upon completion of the Placement and Entitlement Issue, the issued capital structure of the Company is 1,547,869,181 ordinary fully paid shares and 36,500,000 unlisted options with various expiry dates.

Financial Information

The Company's net cash position at the date of this report is ~$2.8 million (excluding performance bonds of $1.7 million) and it has no debt.

Summary of Assessment and Reporting Criteria

As per the new 2012 JORC guidelines, the following summary of information used in these exploration results is provided below (JORC Compliance Table 1: Sections 1 and 2 are included in the Appendix).

Kangaroo Caves is situated in the Kangaroo Caves Formation, a volcano-sedimentary sequence within the north – north easterly trending tectonostratigraphic domain known as the Lalla Rookh – Western Shaw Corridor (LWSC) in the central east of the Archaean Pilbara Craton. The deposit is an example of a volcanogenic massive sulphide (VMS) style deposit in a low grade metamorphic terrain.

The Kangaroo Caves prospect is located wholly within M45/587 and Venturex Resources Limited has a 100% interest in the tenement. The tenement is within the Njamal Native Title Claim (WC99/8).

The Evelyn deposit within the Liberty-Indee Joint Venture is contained within the equivalent of the Gorge Creek Group Formation, a volcano-sedimentary sequence within the Mallina Basin in the western Archaean Pilbara Craton. The deposit is an example of a volcanogenic massive sulphide (VMS) style deposit in a medium grade metamorphic terrain.

The Kangaroo Caves prospect is located wholly within M47/1145 and Venturex Resources Limited has a 70% interest in the tenement. The tenement is within the Ngarluma Native Title Area.

The drilling at Kangaroo Caves and Liberty-Indee was completed using conventional reverse circulation drilling. Drill spacing is variable due to access restrictions imposed by rugged terrain. RC sample recoveries are in excess of 95%. All drill holes collars were surveyed using differential GPS (DGPS) and all angle holed were surveyed at 10 metre intervals down hole using a gyroscopic survey tool.

One metre RC sample splits were routinely collected and dispatched for analysis. Field quality control procedures involved the use of assay standards along with blanks and duplicate samples to monitor laboratory performance. In total, approximately 4% of total samples were inserted as QAQC samples.

Reverse circulation samples were oven dried, crushed and the entire sample pulverised to 85% passing 75 microns. A pulp sub-sample was collected for analysis by four acid digest with an ICP/MS, ICP/AES finish and 30g Fire Assay for gold with AAS finish.

Multi-element assaying is conducted routinely for a suite of potentially deleterious elements including (but not limited to) Arsenic, Antimony, Bismuth, Cadmium, Mercury and Sulphur.

All reported assays have been length weighted. No top cuts have been applied. A nominal 0.25% copper and 2.0% zinc lower cut-off has been applied. High grade massive sulphide intervals internal to broader zones of sulphide mineralisation are reported as included intervals.

The Kangaroo Caves prospect dips to the northeast at approximately 25-30 degrees with drill holes drilled to the southwest with drill holes inclined between -55 and -90 degrees. The intersection angles are variable and the estimated true width of each intersection is reported separately.

The Liberty-Indee JV prospects dip to northwest at approximately 75 degrees with drill holes drilled to the east southeast with drill holes inclined at -60 degrees. The intersection angles are the estimated true width of each intersection.

Kangaroo Caves will be drilled on nominal 40m x 40m spacing to scope out the limits of the mineralisation and allow the development of a robust geological model prior to a re-estimation of the Mineral Resource. The Liberty-Indee Joint Venture prospects will be surveyed with downhole EM prior to further drilling.

MICHAEL MULRONEY
Managing Director

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Tony Dawe – Professional Public Relations on 0405 989 743 / (08) 9388 0944

About Venturex Resources Limited

Venturex Resources Limited (ASX: VXR) is an exploration and development company with a significant portfolio of VMS projects in the Western Pilbara. Venturex owns or controls significant resources of copper, zinc, lead, silver and gold at Sulphur Springs, Kangaroo Caves, Whim Creek, Mons Cupri, Salt Creek and Liberty-Indee. The Company is committed to a strategy of consolidating VMS projects in the Western Pilbara and developing a centralised processing hub at Sulphur Springs. Venturex is also exploring for gold in Brazil through its wholly owned subsidiary CMG Mineração Ltda.

Competency Statements

The information in this report that relates to Exploration Results, Mineral Resources and Ore Reserves is based on information compiled or reviewed by Mr Michael Mulroney and Mr Steven Wood who are Members of the Australasian Institute of Mining and Metallurgy. Mr Mulroney and Mr Wood are full time employees of Venturex Resources Limited and have sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity being undertaking to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Mulroney and Mr Wood consent to the inclusion in the report of the matters based on their information in the form and context in which it appears.

The information in this report that relates to Brazil Exploration Results is based on information compiled by Mr Karl Weber who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Weber is a fulltime employee of CMG Mineração Ltda, a wholly owned subsidiary of Venturex Resources Limited, and has sufficient experience relevant to the style of mineralisation, type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Weber consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

Appendix

Kangaroo Caves Drill Hole Location

Hole ID	Easting	Northing	RL	Depth (m)	Dip	Azimuth
KCR001	732650	7653292	202	304	-61°	225°
KCR002	732713	7653337	200	304	-70°	225°
KCR003	732320	7653627	227	154	-55°	325°
KCR004	732415	7653515	202	110	-65°	045°
KCR005	732546	7653418	203	226	-64°	045°
KCR006	732763	7653410	199	256	-65°	245°
KCR007	732650	7653471	210	226	-55°	315°
KCR008	732605	7653688	200	184	-70°	230°
KCR009	732645	7653830	208	238	-65°	220°
KCR010	732548	7653798	216	173	-55°	081°
KCR011	732644	7653858	211	263	-85°	225°
KCR012	732544	7653808	212	190	-55°	261°
KCR013	732686	7653783	213	287	-82°	045°
KCR014	732560	7654003	210	292	-86°	225°
KCR015	732677	7653661	200	334	-67°	045°
KCR016	732560	7654003	210	292	-66°	225°
KCR017	732764	7653689	200	224	-64°	225°
KCR018	732884	7653647	201	286	-70°	225°
KCR019	732801	7653621	198	250	-59°	225°

Table 2 - Kangaroo Caves drill hole locations (MGA Zone 50 GDA94 Datum)

Liberty-Indee JV Drill Hole Location

Hole ID	Easting	Northing	RL	Depth	Dip	Azimuth
JER090	587581	7666402	74	100	-60°	120°
JER091	587541	7666423	73	160	-60°	120°
JER092	587592	7666510	73	148	-59°	120°
JER093	587527	7666323	73	100	-60°	120°
JER094	588234	7666477	83	292	-60°	90°

Table 3 – Liberty-Indee JV drill hole locations (MGA Zone 50 GDA94 Datum)

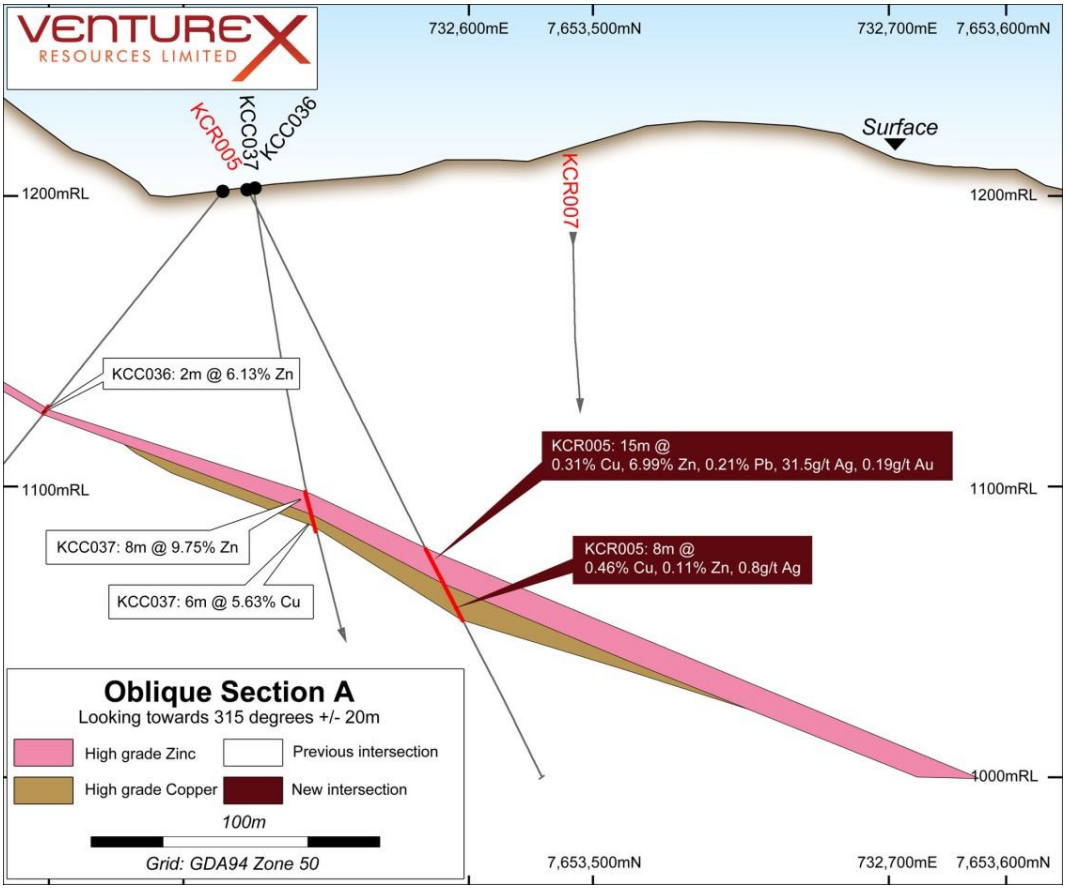

Figure 7 – Kangaroo Caves oblique section looking north west – KCR005

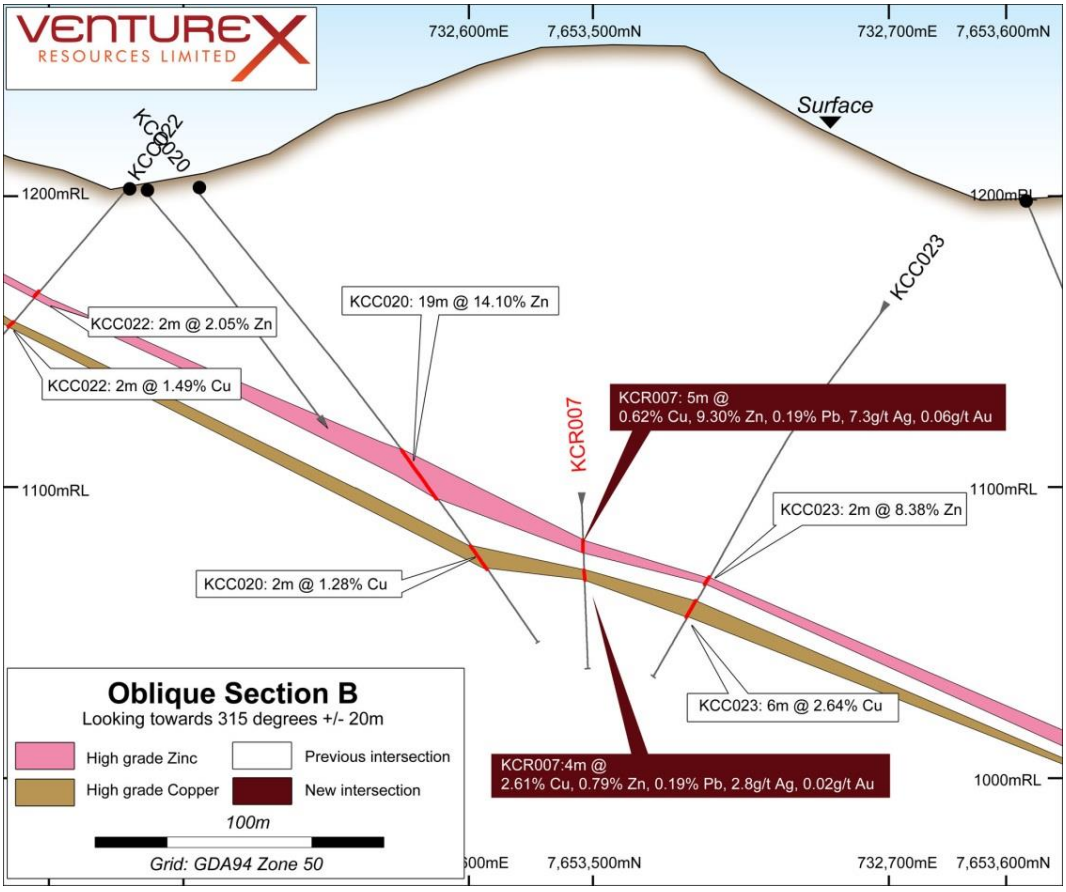

Figure 8 – Kangaroo Caves oblique section looking north west – KCR007

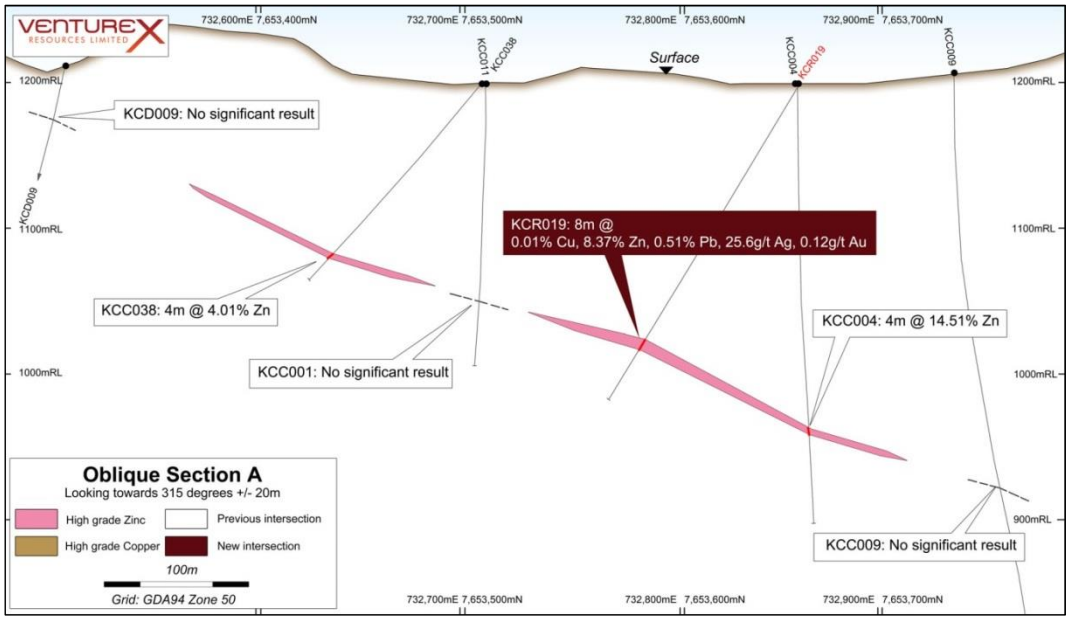

Figure 9 – Kangaroo Caves oblique section looking north west – KCR019

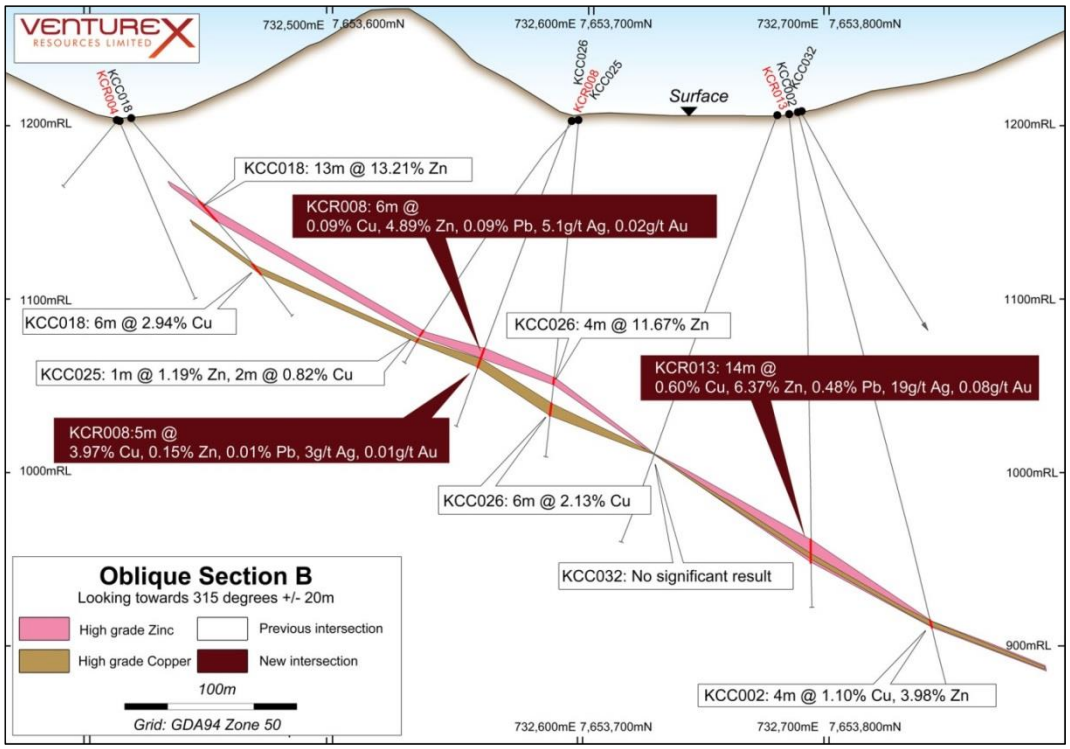

Figure 10 – Kangaroo Caves oblique section looking north west – KCR008 and KCR013

JORC COMPLIANCE TABLE

Section 1: Sampling Techniques and Data

Criteria	JORC Code Explanation	Commentary
Sampling techniques	• *Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.*	• A total of 24 Reverse Circulation drill holes were completed on a variable spacing across the deposit to a maximum depth of 350 metres. The drill holes were sampled via a standard adjustable cyclone and riffle splitter from the recovered sample.
	• *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.*	• Whole metre samples were split at the rig using a cone splitter
	• *Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.*	• Reverse circulation drilling was used to produce samples of approximately 3kgs. Samples were weighed, dried, crushed and pulverised (total prep) to produce a pulp sub-sample for analysis by four acid digest with an ICP/OES, ICP/MS or FA/AAS (Au) finish.
Drilling techniques	• *Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc.) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc.).*	• Reverse circulation drilling used 5.5 inch face sampling hammer.
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.* • *Measures taken to maximise sample recovery and ensure representative nature of the samples.* • *Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.*	• RC sample recoveries remained consistent throughout the program. Any low recovery intervals were logged and entered into the database. • The cyclone and splitter were routinely inspected and cleaned during the drilling ensuring no excessive material build-up. Care was taken to ensure the split samples were of a consistent volume.
Logging	• *Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.* • *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.* • *The total length and percentage of the relevant intersections logged.*	• RC drill holes were logged geologically including but not limited to details of weathering, regolith, lithology, structure, texture, alteration and mineralisation. • Logging was at an appropriate quantitative standard to support future geological and resource estimation studies. • All holes were logged in full.
Sub-sampling techniques and sample preparation	• *If core, whether cut or sawn and whether quarter, half or all core taken.* • *If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.* • *For all sample types, the nature, quality and appropriateness of the sample preparation technique.* • *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.* • *Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.* • *Whether sample sizes are appropriate to the grain size of the material being sampled.*	• 1 metre RC samples were collected and split off the drill rig using a cone splitter. Approximately 90% of the samples were dry in nature. • The sample preparation of the RC sample follows industry best practice in sample preparation involving weighing, oven drying, pulverisation of the entire sample (total prep) to a grind size of 85% passing 75 micron. • Venturex has its own QAQC procedures involving the use of certified standards, blanks and duplicates. The QAQC has been independently audited with no apparent issues. • No field duplicates have been taken. • The sample sizes are considered appropriate given the relatively fine grained nature of the sulphide mineralisation which is not nuggetty in nature, the sampling methodology and the percent assay value ranges involved.
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *For geophysical tools, spectrometers, handheld XRF instruments, etc., the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.* • *Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.*	• The analytical technique uses a four acid digest multi-element suite with ICP/MS finish (30g FA/AAS for precious metals). The acids used are hydrofluoric, nitric, perchloric and hydrochloric acids, suitable for the dissolution of most silica based samples. The method approaches total dissolution of most minerals. Total sulphur is assayed by combustion furnace. • No geophysical tools were used to determine any element concentrations reported. • Duplicates are taken every 25m and every metre is checked by two 30sec measurements using a Niton handheld XRF.
Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *The use of twinned holes.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	• Significant intersections are checked by the Exploration Manager and Managing Director. Significant intersections are also verified/ by portable XRF data collected in the field and cross checked against the final assays when received. • Primary data was collected using a set of standard Excel templates on a data logger and uploaded to note book computer. The data is sent to Perth office for verification and compilation into an SQL database by the in-house database administrator. Full copies are stored offsite. • No adjustments were made to any assay data used in this report.
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* • *Specification of the grid system used.* • *Quality and adequacy of topographic control.*	• Hole collar coordinates have been picked up by Venturex employees using a DGPS with all co-ordinates and RL data considered reliable. • Downhole surveys were performed on all holes by reflex gyro readings at 10 metre down hole intervals. • The grid system used for the location of all drill holes as shown on

Criteria	JORC Code Explanation	Commentary
		all figures is MGA_GDA94, Zone 50.
Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.* • *Whether sample compositing has been applied.*	• The nominal drill spacing is generally 40m x 40m where the rugged terrain permits access. • The current spacing is adequate to assume geological and grade continuity of the mineralised domain. • No compositing has been applied to the exploration results.
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* • *If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.*	• The Kangaroo Caves drilling is orientated mainly to the south west, near perpendicular to the mineralised trend. Limitations imposed by the rugged terrain dictates that some drilling is conducted vertically or to the north east at a low angle to the dip of the mineralised system. • The Liberty-Indee JV drilling is orientated mainly to the south east near perpendicular to the mineralised trend. • Given the stratigraphic nature of the mineralising system, no orientation based sampling bias has been identified in the data at this point.
Sample security	• *The measures taken to ensure sample security.*	• The chain of custody is managed by Venturex. The samples are transported by Venturex personnel to Whim Creek, stored in a secure facility and collected from site by Toll IPEC and delivered to the assay laboratory in Perth. Online tracking is utilised to track the progress of batches of samples.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• No review has been carried out to date. The protocols adopted are identical to those used and audited for the Sulphur Springs Feasibility Study in December 2012.

Section 2: Reporting of Exploration Results

Criteria	JORC Code Explanation	Commentary
Mineral tenement and land tenure status	• *Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.* • *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• Kangaroo Caves is located wholly within Mining Lease M45/587 and Venturex Resources Limited has a 100% interest in the tenement. • The tenement is within the Njamal Native Title Claim (WC99/8). • The tenement is subject to two third party royalties. • The tenement is a granted Mining Lease, is in good standing and no known impediments exist. • The Evelyn deposit area is located wholly within Mining Lease M47/1145 and Venturex Resources Limited has a 70% interest in the tenement. • The tenement is within the Ngarluma Native Title Area • The tenement is subject to one third party royalty. • The tenement is a granted Mining Lease, is in good standing and no known impediments exist.
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• Previous exploration has been conducted at Kangaroo Caves by Sipa Resources Limited in conjunction with Outokumpu and CBH Resources Limited since 1985 under various joint ventures. • A Mineral Resource estimate for the Kangaroo Caves deposit was released to the ASX by JV partners CBH Resources/Sipa Resources in September 2007. • Previous exploration has been conducted in the Liberty-Indee JV area by Aquitaine Minerals, Homestake Limited and Ourwest Pty Ltd sporadically since 1972.
Geology	• *Deposit type, geological setting and style of mineralisation.*	• The Kangaroo Caves zinc-copper deposit is hosted by the Kangaroo Caves Formation, a volcano-sedimentary sequence within the north – north easterly trending tectonostratigraphic domain known as the Lalla Rookh – Western Shaw Corridor (LWSC) in the central east of the Archaean Pilbara Craton. The deposit is a well preserved example of an Archaean volcanogenic massive sulphide (VMS) style deposit in a low grade metamorphic terrain. • The Evelyn zinc-copper deposit is hosted in an equivalent to Gorge Creek Group, a volcano-sedimentary sequence within the north – north easterly trending Mallina Basin in the western Archaean Pilbara Craton. The deposit is believed to be an Archaean VMS deposit in a medium grade metamorphic terrain.
Drill hole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:* • *easting and northing of the drill hole collar* • *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* • *dip and azimuth of the hole* • *down hole length and interception depth* • *hole length.* • *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*	• See Table 2 and 3 in the Appendix
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.* • *Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such*	• All reported assays have been length weighted. • No top cuts have been applied. • A nominal 0.25% copper and 2.0% zinc lower cut-off has been applied. • High grade massive sulphide intervals internal to broader zones of sulphide mineralisation are reported as included intervals.

Criteria	JORC Code Explanation	Commentary
	aggregations should be shown in detail. • *The assumptions used for any reporting of metal equivalent values should be clearly stated.*	
Relationship between mineralisation widths and intercept lengths	• *These relationships are particularly important in the reporting of Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	• Refer Table 1 in the report
Diagrams	• *Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.*	• Refer to Figures 3-5 and 7-10 in the body of the report and appendix.
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	• All results are reported
Other substantive exploration data	• *Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	• The outline of the previously reported Mineral Resource estimate is identified on plan section (Figure 3) • Multi-element assaying is conducted routinely for a suite of potentially deleterious elements including (but not limited to) Arsenic, Antimony, Bismuth, Cadmium, Mercury and Sulphur.
Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).* • *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	• Kangaroo Caves will continue to be drilled on nominal 40m x 40m spacing to scope out the limits of the mineralisation and allow the development of a robust geological model prior to a re-estimation of the Mineral Resource. • The Liberty-Indee Joint Venture prospects will be surveyed with Downhole EM prior to further drilling. • Refer Figure 3 and 4

Rule 5.3

Appendix 5B – 4th Quarter 2013

Mining Exploration Entity Quarterly Report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10, 17/12/10.

Name of Entity:

Venturex Resources Limited (ASX Code: VXR)

ABN:

28 122 180 205

Quarter Ended ('Current Quarter')

30 June 2013

Consolidated Statement of Cash Flows

		Current Quarter $A'000	Year to Date (12 months) $A'000
	Cash Flows Related to Operating Activities		
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for: (a) exploration and evaluation[(1)]	(1,692)	(7,532)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(737)	(3,076)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	41	333
1.5	Interest and other costs of finance paid	(1)	(1)
1.6	Taxes received (paid)	-	720
1.7	Other (increase in bank guarantees)	(13)	(97)
	Net Operating Cash Flows	**(2,402)**	**(9,653)**
	Cash Flows Related to Investing Activities		
1.8	Payment for purchases of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	(5)	(1,026)
1.9	Proceeds from sale of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	110	142
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other	-	-
	Net Investing Cash Flows	**105**	**(884)**
1.13	Total Operating and Investing Cash Flows (carried forward)	(2,297)	(10,537)

Venturex Resources Limited has five controlled entities incorporated in Australia, (Venturex Pilbara Pty Ltd, Venturex Sulphur Springs Pty Ltd, Jutt Resources Pty Ltd, Juranium Pty Ltd and CMG Gold Ltd) and one controlled entity incorporated in Brazil, CMG Mineração Ltda. The Consolidated Statement of Cash Flows covers Venturex Resources Limited and its controlled entities.

		Current Quarter $A'000	Year to Date (12 months) $A'000
1.13	Total Operating and Investing Cash Flows (brought forward)	(2,297)	(10,537)
	Cash Flows Related to Financing Activities		
1.14	Proceeds from issues of shares, options, etc.	3,450	7,637
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other – Capital raising costs	(57)	(367)
	Net Financing Cash Flows	**3,393**	**7,270**
	Net Increase / (Decrease) in Cash Held	**1,096**	**(3,267)**
1.20	Cash at beginning of quarter/year to date	2,169	6,532
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	**Cash at End of Quarter** [2]	**3,265**	**3,265**

[1] Actual exploration and evaluation includes $278k for the Feasibility Study (YTD $3,146).
[2] At 30 June 2013 Venturex Resources Ltd had $1.8m utilised to cash back environmental bonds and rental guarantees that does not appear in the cash flow

Payments to Directors of the Entity and Associates of the Directors
Payments to Related Entities of the Entity and Associates of the Related Entities

		Current Quarter $A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	188
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 includes aggregate salaries, directors' fees, corporate advisory & consulting fees at normal commercial rates

Non-Cash Financing and Investing Activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

-

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

-

Financing Facilities Available

Add notes as necessary for an understanding of the position.

		Amount Available $A'000	Amount Used $A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

Estimated Cash Outflows for Next Quarter

		$A'000
4.1	Exploration and evaluation	850
4.2	Development	-
4.3	Production	-
4.4	Administration	450
	Total:	**1,300**

Reconciliation of Cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current Quarter $A'000	Previous Quarter $A'000
5.1	Cash on hand and at bank	765	169
5.2	Deposits at call	2,500	2,000
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: Cash at End of Quarter (item 1.22)	**3,265** [(4)]	**2,169** [(4)]

[(4)] At 30 June 2013 Venturex Resources Ltd had $1.8m utilised to cash back environmental bonds and rental guarantees that does not appear in the cash flow

Changes in Interests in Mining Tenements

		Tenement Reference	Nature of Interest (note 2)	Interest at Beginning of Quarter	Interest at End of Quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed				
6.2	Interests in mining tenements acquired or increased				

Issued and Quoted Securities at End of Current Quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total Number	Number Quoted	Issue Price Per Security (cents) (see note 3)	Amount Paid Up Per Security (cents) (see note 3)
7.1	**Preference +Securities** *(Description)*	-	-		
7.2	Changes During Quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary Securities**	1,547,869,181	1,547,869,181		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	60,000,000 112,507,133	60,000,000 112,507,133	2 cents 2 cents	$1,200,000 $2,250,143
7.5	**+Convertible debt securities** (*Description)*				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(Description and Conversion Factor)* **VXRAD** **VXRAQ** **VXRAS** **VXRAK**	 8,000,000 7,500,000 11,000,000 10,000,000	 - - - - -	Exercise Price 15 cents 15 cents 15 cents 12 cents	Expiry Date 28 Nov 2013 9 Oct 2014 5 Dec 2014 22 July 2015
7.8	Issued during quarter			Exercise Price	Expiry Date
7.9	Exercised during quarter				
7.10	Expired during quarter			Exercise Price	Expiry Date
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

Compliance Statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).

2 This statement does give a true and fair view of the matters disclosed.

Sign Here: 
Company Secretary

Date: 29 July 2013

Print Name: **Trevor Hart**

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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