

ASX Announcement and Media Release
Wednesday 12th September 2012
Ref: VMS/606/VMS00297

Venture Minerals Share Purchase Plan Oversubscribed

Australian mineral exploration company, Venture Minerals Limited (ASX code: VMS), is pleased to announce that the Share Purchase Plan ("SPP") to raise \$2,000,000 has closed oversubscribed.

A scale back of successful applications has been undertaken with applicants who applied for shares under the SPP up to a maximum of 32,258 shares (\$10,000) being issued 100% of their application. Applicants applying for 48,387 shares (\$15,000) will receive 88.7% of their application, refunds will be sent in due course. As a result, the Company has issued 6,451,578 new Ordinary Fully Paid Shares.

Funds raised under the SPP and the current two tranche, \$15,000,000 placement, will be used to fund the development of Venture's DSO projects and targeted drilling at the highly prospective, newly discovered Big Wilson Tin Prospect in northwest Tasmania.

An Appendix 3B is attached in respect of the issue of shares under the SPP.

Kind regards
Venture Minerals Limited



Brett Dunnachie
Company Secretary



Venture Fast Facts

ASX Code: VMS
Shares on Issue: 262 million
Market Cap: \$79 million
Current Cash: \$16 million

Recent Announcements

- Pilot Scale Metallurgy Confirms Excellent Recoveries (31/08/12)
- Venture Announces \$17M equity raising (15/08/12)
- Major New High Grade Tin Discovery (02/08/12)
- DSO Projects Deliver 4mt Ore Reserve (26/07/12)
- Mining Lease Granted Livingstone DSO Project (28/05/12)
- Venture Expands Management Team with Appointment of CFO (17/05/12)
- DSO Scoping Study Update Delivers \$170 million in Net Cash (19/04/12)
- Venture Doubles DSO Resource Base, Mt Lindsay (20/03/12)
- MOU's Signed for Direct Shipping Ore Off-Take (15/02/12)
- DSO Project Fast Tracked – following Signing of MOU with TasRail (24/01/12)

Located in North-West Tasmania
140 years of mining precedent



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Appendix 3B

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

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

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Venture Minerals Limited

ABN

51 119 678 385

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 6,451,578 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Fully Paid Shares |
-

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Fully paid ordinary shares - Yes					
5 Issue price or consideration	\$0.31					
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Proceeds of the SPP will be used to fund: <ul style="list-style-type: none"> • DSO pre-production costs • Exploration programmes • Ongoing working capital requirements 					
7 Dates of entering +securities into uncertificated holdings or despatch of certificates	12 September 2012					
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1370 995 1402">Number</th> <th data-bbox="995 1370 1291 1402">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1402 995 1615">261,880,138</td> <td data-bbox="995 1402 1291 1615">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	261,880,138	Fully Paid Ordinary Shares	
Number	+Class					
261,880,138	Fully Paid Ordinary Shares					

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	10,550,000	70 cent options expiring 20 March 2013
	500,000	55 cent options expiring 20 March 2013
	2,000,000	45 cent options expiring 14 August 2014
	11,375,000	45 cent options expiring 15 August 2014
	2,000,000	\$0.50 options vesting upon first shipment of DSO ore and expiring 18 months after vesting date
	2,500,000	\$0.55 options vesting upon company announcement that it has made a decision to proceed with mining tin in Tasmania and expiring 18 months after vesting date
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

- 18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents
- Note: Security holders must be told how their entitlements are to be dealt with.
- Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺security holders
- 25 If the issue is contingent on ⁺security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a

broker and accept for the balance?

32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

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

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

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

39 Class of ⁺securities for which quotation is sought

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

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

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

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41 Reason for request for quotation now

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

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

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

Number	+Class

Quotation agreement

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

2 We warrant the following to ASX.

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

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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

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



Sign here:

(Company Secretary)

Date:12 September 2012...

Print name: Brett Dunnachie == == == == ==
