

17 May 2012

ANNOUNCEMENT:

**LODGEMENT OF INFORMATION DOCUMENT FOR RE-QUOTING OF
VENTUREAXESS GROUP LIMITED**

The company is pleased to provide the attached information document for the purposes of the company being re-quoted on the National Stock Exchange (NSX).

I am pleased to take any shareholders call and we do look forward to the company's re-quoting.

We are confident the company now has an exciting future ahead for all shareholders.

Richard Green
Chairman
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VentureAxess Group Limited
ABN 42 087 426 953

Level 7 160 Queen Street Melbourne VIC 3000

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<http://www.ventureaxess.com> info@ventureaxess.com

2 May 2012

**Appendix 1 Application for Re Quotation of securities of VentureAxess Group Limited
ABN 087 426 953 NSX code VAX**

1. GENERAL

- 1) VentureAxess Group Limited ABN 087 426 953 Sydney Australia
- 2) Not applicable Australian Registered Company
- 3) Level 7 160 Queen St Melbourne Victoria Australia
- 4) See Quotation of shares made 16/12/11 processed by NSX
- 5) Shares already issued and registered waiting re quoting.
- 6) Estimated market capitalisation \$2.37m to \$5m

Net Proceeds of converting note issue of \$500,000.00 to be applied as working capital and for investment activities including the expansion and upgrading of the Australian Financial Services License held by the wholly owned subsidiary VentureAxess Funds Managers Limited to strengthen the company's position as a corporate advisor, to fund the 'Put the Unit Holders First Program' and to fund the costs of a rights issue to be put to shareholders seeking to raise up \$2 million as detailed in this Appendix 1 document.

2. SHARE CAPITAL AND OWNERSHIP AS AT 2 May 2012

Contributed Equity

	30 June 2011		31 December 2011	
	Number of Shares	\$	Number of Shares	\$
Issued and paid up capital				
Ordinary shares fully paid	342,765,769	8,057,502	369,232,433	8,177,362
Movements in shares on issue				
On issue at the beginning of the year	118,043,018	7,829,807	342,765,769	8,057,502
Issued on acquisition of MSA Limited				
DOCA Loan Note conversion	219,222,751	202,695		
Share Issue MSA Acquisition			466,664	
Distribution of VentureAxess Group Limited				
Placement	5,500,00	25,000	26,000,000	119,860
Issue Costs				
On issue at end of the year	342,765,769	8,057,502	369,232,433	8,177,362

Movement in the numbers of options to acquire share capital are as follows:

	Exercise Price	Number of Options	
		2011	2010
On issue at the beginning of the year	0.05 cents	60,000,000	42,080,214
Issued (expired) during the year	0.02 cents	50,000,000	(42,080,214)
On issue at the end of the year		110,000,000	NIL

Expiry Date:

30 June 2014 convertible at 0.05 cents (VAXO)

31 August 2014 convertible at 0.05 cents

30 August 2012 convertible at 0.02 cents

Expiry Date

Expiry Date	Issue Price of Shares	Number of Shares Under Option
30 June 2014	\$0.05	25,000,000
31 August 2014	\$0.05	35,000,000
30 August 2012	\$0.02	50,000,000

Key management personnel disclosures**Option Holdings as at 2 May 2012**

The number of options over ordinary shares in the company held during the financial year by each Director and other key management personnel of the Group, including their personally related parties are set out below:-

Name:		Balance at the start of the year	Granted during the year as compensation	Sold during the year	Balance at the end of the year	Vested and exercisable at the end of the year
Directors:						
David Hickie	2011		25,000,000	Nil	25,000,000	
Richard Green			18,000,000	Nil	18,000,000	
Simon Van Assche			17,500,000	Nil	17,500,000	
	2010	Nil				Nil

There were no other key management personnel during the year

Directors' interests in shares and options as at 2 May 2012

Director	No. of ordinary shares in which relevant interest held	No. of options in which relevant interest held
David Hickie	14,339,162	25,000,000
Richard Green		19,000,000
Charles Wantrup		10,000,000
Simon Van Assche	33,726,576	17,500,000

Shareholder Information as at 2 May 2012

Shares and options in VentureAxess Group Limited are quoted on the

National Stock Exchange (NSX Codes "VAX" & "VAXO")

The 100 largest holders of each class of equity securities in the company as at 2 May 2012 are set out in the Top 100 Shareholder list attached at the end of this document.

SECURITIES

All securities above are listed on the NSX web site under VAX and as attached application dated 16 November 2011.

3. HISTORY AND NATURE OF BUSINESS

The company has been funded by Credit Elect Pty Ltd ACN 119 067 060 and other investors under a Deed of Company Arrangement (DOCA).

The DOCA provided for the conversion of various categories of debt into shares in the Company, thus freeing the Company from its debt and paving the way for a relisting. The conversion of debt overall led to the issue of new shares equalling approximately 65% of the then fully diluted capital of the Company. All shares were ordinary shares ranking equally.

To date, the company has conducted a business of advising emerging businesses in Australia and making or arranging venture capital investment. Services range from corporate advisory and capital raising to IPO support, direct investment and funds management. Its subsidiary (VentureAcess Funds Management Ltd) (VAFM) holds a Funds Management licence (wholesale licence) from ASIC. It is seeking to upgrade that licence to include the provision of retail advice.

The company is planning to extend its range of financial services to provide a full suite of services and products to individuals, families and communities. This flows out of its traditional corporate advisory and venture capital funding activities and receives impetus from its relationship with Credit Elect.

REALISATION OF MEDICAL SCIENCE AUSTRALIA INVESTMENTS

The company acquired Medical Science Australia Pty Ltd (MSA) in September 2008. At that time MSA was a Pooled Development Fund (PDF). As a PDF it was granted tax concessions in respect of investments in small businesses, but was permitted to invest only in minority shareholdings. The Directors have been attempting to sell these investments. Sales negotiation has not been concluded to date.

Existing investments in the three companies below, HAT, ARM and Ceebron, are considered by the Directors as realisable.

INVESTMENTS HELD BY MEDICAL SCIENCE OF AUSTRALIA (WHOLLY OWNED SUBSIDIARY)

Heart Assist Technologies Pty Ltd (HAT) shareholding 38.01% (\$3,040,800 valuation)

Heart Assist Technologies Pty Ltd was incubated by Sydney's Royal North Shore Hospital to develop a proprietary Heart Assist Direct Cardiac Compression (DCC) Device.

The DCC Device, which incorporates computer controlled pneumatic 'Heart Patches' that fits externally to the heart wall, represents an advance in technology as it does not connect to the blood stream. This overcomes the major problem of thrombosis (formation of blood clots) with resulting stroke and haemorrhage complications associated with existing flow-through heart assist devices. The technology has been demonstrated to work for extended periods in animal models.

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Ceebron Pty Ltd (Ceebron) 12.2% (\$51,973 company value)

Ceebron has developed 'The Smart-Trace System' - a wireless-based, identity, temperature, time and location monitoring system, targeted at the growing Australian and OECD markets for monitoring the temperature of 'perishable goods' from producer to consumer.

The system is patent protected and supported by key partners, Meat & Livestock Australia (for development funding and local and export market access) and Motorola Inc. (for development and technology).

Aquaculture Research and Marketing Pty Ltd (ARM) 20.9% (\$531,413 Cost)

ARM owns and has developed technology intended to deliver a reliable commercial supply of aquaculture feed for global aquaculture and mariculture industries (seafood/products derived from land-based hatcheries and marine farms) and which has the potential to have a positive impact on animal feed and possibly human nutrition.

Artemia is principally derived from wild capture in the US and China. The ARM technology involves the commercial harvesting of cysts (eggs) from cultivation of the Australian brine shrimp, Paratemia. Seventeen species of Paratemia are found exclusively in Australian salt lakes and this Australian brine shrimp is slightly larger and carries more protein than the Artemia. The technology has demonstrated the potential for cultivation in captivity under laboratory conditions and in larger scale baths and tanks not previously possible. These results supported the construction of the first full scale production unit to support larger scale grow-out and international sales.

XempleX Pty Ltd (XempleX) 17.5% (\$260,000 cost value)

XempleX is a software tool that provides a visual environment for business and process modelling. Existing specialist business intelligence products are expensive and highly structured. Changes to the structure or inclusion of new modelling constraints require costly and time-consuming programmer input. In contrast XempleX provides the flexibility and ease of use normally associated with spreadsheets combined with the comprehensive data analysis capabilities of specialist modelling tools. The power to develop new models is in the hands of the subject expert. XempleX separates the process logic from the data, so models can be reused with different data sets and shared between users

The auditor of financial accounts of the company to 30 June 2011 states that given the volatile nature of the capital markets the valuation of these assets owned by the wholly owned subsidiary Medical Science Australia Pty Ltd can only be regarded as speculative. The valuation in the books of the company of the investments is based purely on a valuation of Heart Assist Technologies'.

FUTURE ACTIVITIES BY VENTURE AXESS GROUP LIMITED – FINANCIAL SERVICES

Net Proceeds of converting note issue of \$500,000.00 to be applied as working capital and for investment activities including the expansion and upgrading of the Australian Financial Services License held by the wholly owned subsidiary VentureAxess Funds Managers Limited to strengthen the company's position as a corporate advisor, to fund the 'Put the Unit Holders First Program' and to fund the costs of a rights issue to be put to shareholders

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The company has raised \$500,000.00 in order to enable VentureAxess Funds Management Ltd (VAFM) to upgrade its licence and undertake the management of two distressed mortgage funds in Queensland.

The company has been investigating these two funds for over five months and believes that it will be able to profitably run them off and thereby maximise the return to their present 1400 investors of the mortgage funds.

The company has both through its Board and through its consultancy division long standing expertise in this area.

VAFM will therefore focus on asset class opportunities that facilitate control of funds under management (FUM), funds under advice (FUA) and partner infrastructure for the management and delivery of financial services and other essential industry services.

The company proposes to issue Redeemable Converting Preference Shares (RCPS) to the members of these Funds (distressed funds) in exchange for their present interests in the Funds in order to provide liquidity to these members through quotation of the RCPS. This will create a market for these interests and it is expected that liquidity will be created through the pricing mechanism.

RCPS will be linked to the current value of the underlying mortgage assets of these mortgage funds.

These RCPS will be convertible into ordinary shares in the capital of the company based on the same underlying mortgage values.

The Australian Financial Services Licence of VentureAxess Fund Managers Limited is currently being upgraded to include retail advice and additional directors identified have suitable qualifications to become additional Responsible Managers for the purpose of giving advice will be appointed to the Board of VAFM.

The company will increase its capital base through these activities and obtain fee income.

A preliminary agreement has also been reached, under heads of agreement with VentureAxess Group Limited and Lion Advantage Limited, with PT Aim Trust, a registered fund manager and stock broker in Indonesia to retain VentureAxess Fund Managers Limited to arrange listings of Indonesian companies (generally listed on the Jakarta Stock Exchange) utilizing the VentureAxess Group Limited shareholder base. At present there are three potential such listings. The web site of PT Aim Trust is www.aimtrust.co.id

Over the next 24 months the company aims to achieve:

- 1) The remediation of impaired mortgage funds and other wealth management products with assets under management.
- 2) The acquisition of financial services and advisory infrastructure and wealth services businesses and databases with funds and/or assets under advice.
- 3) The commercial application of 'education and health services' related intellectual property and innovation.

RIGHTS ISSUE

A Non Renounceable Rights Issue is planned after re quotation of the company's shares inviting existing shareholders to top up their holding to a marketable parcel of shares in order to raise up to \$2m to undertake the company's objectives outlined above and which will be further set out in the rights issue document. There is no underwriter at this stage. A decision in relation to underwriting will be made after

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requotation. The Board of the company will ensure that any underwriter is not a related party

SUMMARY OF EARNINGS

Two Year Summary of Performance

As the Company listed on 16 September 2005, only 30 June 2010 & 2011 figures have been included.

	30 June 2011	31 December 2011
	\$	\$
Gross Revenue	47,118	(102,716)
Net Profit (Loss) before tax	(1,594,079)	(102,716)
Total Assets	3,040,972	3,080,931
Total Liabilities	666,283	689,098
Shareholders' funds	2,374,689	2,391,837
Earnings (loss) per share (AUD\$)	(0.005)	(0.0027)
Dividends per share	Nil	Nil
Net tangible Assets(deficiency) per share (AUD\$)	0.007	0.00657

4. BALANCE SHEET

BALANCE SHEET

As at 30 June 2011 and 31 December 2011

CONSOLIDATED

PARENT ENTITY

	Notes	30 June 2011	31 December	30 June 2011
		\$	\$	\$
Assets				
Current assets				
Cash and cash equivalents	7	172	15,131	85
Trade and other receivables	8		25,000	
Other Assets				12,181
Total current assets		172	40,131	12,266
Non-current assets				
Investments in related entities		3,040,800	3,040,800	4,563,697
Unsecured loans				
Property, plant and equipment	11			
Total non-current assets		3,040,800	3,040,800	4,563,697
Total assets		3,040,800	3,080,931	4,575,963

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Liabilities			
Current liabilities			
Trade Payables and Accruals	142,963	165,778	42,558
Bank Overdraft	80,370		
Bank Loan	185,000	265,370	
Total current liabilities	408,333	431,148	42,558
Non-Current Liabilities			
Unsecured Loans	67,950	67,950	
Unsecured Convertible Notes	190,000	190,000	
	257,950	257,950	
Related Parties			
VentureAxess Limited			157,189
Total non-current liabilities	257,950	257,950	157,189
Total liabilities	666,283	689,098	199,747
Net assets (liabilities) Equity	2,374,689	2,391,833	4,376,216
Contributed equity	8,057,502	8,177,362	8,387,511
Revaluation Reserve	1,441,588	1,441,588	
Secured Notes			
Options			
Accumulated losses 17	(7,124,401)	(7,227,117)	(4,011,295)
Total equity	2,374,689	2,391,833	4,376,216

The company made a placement of shares in September 2011 to raise \$119,860 to fund re quotation of the company's securities and to complete due diligence on and purchase of an olive plantation business. That acquisition has failed to meet due diligence criteria set by the board. The company has separately agreed to assist in the listing of the agri business on the NSX in its own right subject to completion of satisfactory due diligence including corporate reconstruction, valuation and audit which has still to be completed by the owner of the agri business.

In the 30 June 2011 accounts, the Company's auditor stated that there is uncertainty regarding the continuation of the company as a going concern unless additional funds become available.

The company has now entered into a converting note term sheet on terms below with funds deposited into trust only to be released upon re quoting of the company securities.

The converting note funds of \$500,000 will be issued to VAX when funds are released from trust on the re quoting of the company's securities.

Custodian Company Pty Ltd has confirmed that it will transfer 5,000,000 share options exercisable at 0.05 cents per option on or before 31 August 2014, subject to the terms set out below and the settlement of the convertible note.

Secured Converting Note - Term Sheet for a Converting Notes Sum to VentureAxess Group Limited \$500,000

The basic terms of the converting note referred to are -

1. 8% pa yield on both Converting Notes
2. Interest payable quarterly in arrears*
3. Debenture Charge over net real assets*
4. Maturity;12 months from the date of the issue of the rights issue document to shareholders.
5. Draw down at re quotation.

Notes to Term Sheet

1. The yield on Converting Note will be paid coincidentally on the first day (working day) of each quarter in arrears.
2. The term of the loan and Converting Note will be sooner of 12 months from the date of rights issue document.
3. Conversion to ordinary share equity will be based on 48 hours written notice of subscription request to take up shares not subscribed for under the rights issue at the rights issue price per share.
4. If there is any amount of principal outstanding under this Note at the Repayment Date, the Note holder will convert all of any of the outstanding principal amount into the number of Shares calculated as follows,

The conversion price on conversion to ordinary share in the capital of VAX will be based upon the weighted average share price on the 14th day following re quoting (and if no trades on that day, then the first trades subsequent to that day and any trade must be a trade in which no person associated either with VAX or the Note holder takes part) and to be converted within the first 6 months of the term. Thereafter conversion will be based on 48 hours written notice and on vwap (volume weighted average price) over previous 20 days trading prior to the giving of the conversion notice. If conversion is made within 90 days subject to an EGM the conversion price will be at 0.01c per share. Listing Rule 6.25 will be abided by and an EGM called to gain shareholder approval for conversion to ordinary shares.

NOTE: These Terms will be further defined in a Deed Poll Constituting a Secured Converting Note document, prepared by the company's lawyer defining all terms and default issues pertaining to these transactions.

Source and Application of Funds

The funds raised by the issue of the Converting Note will be used by the Company for working capital and for investment activities including the expansion and upgrading of the Australian Financial Services License held by the wholly owned subsidiary Venture Axess Funds Managers

Limited, to fund its 'Put the Unit Holders First Program', and to strengthen the company's position as a corporate advisor and to fund the costs of a rights issue to raise up \$2 million dollars.

Expected Future Cash Flow: May 2012 to December 2012

Details	Source of Funds	May 2012	June 2012	TOTAL - 2 months to June 2012	TOTAL - 6 months - July to Dec 2012
Equity	Converting Note #1	\$500,000		\$ 500,000	
Equity	Rights Issue		\$1,500,000	\$1,500,000	
Equity	Shares in Listed Companies				\$389,600
Fees	Advisory Indonesia Fees				\$300,000
Fees	Planning referral fees				\$215,000
	TOTAL Source of Funds	\$500,000	\$1,500,000	\$2,000,000	\$904,600

Application of Funds	May 2012	June 2012	TOTAL - 2 months to June 2012	TOTAL - 6 months - July to Dec 2012
Interest - CN #1		\$10,000	\$10,000	\$20,000
Insurance (PI)	\$55,000		\$55,000	
AFSL upgrade	\$15,000		\$15,000	
Compliance	\$ 5,000	\$ 5,000	\$10,000	\$15,000
Registry Fees	\$ 1,700	\$ 1,700	\$ 3,400	\$10,200
NOMAD Fee	\$ 5,000		\$ 5,000	\$10,000
ASX CHESS fees	\$ 7,800		\$ 7,800	\$15,600
NSX Fees	\$ 5,500		\$ 5,500	\$11,000
Rights Issue (legal, publication & postage)	\$10,000		\$10,000	
Audit Fees	\$ 7,000		\$ 7,000	\$15,000
Accounting	\$ 3,500	\$ 3,500	\$ 7,000	\$21,000
Customer Service	\$ 8,000	\$ 8,000	\$16,000	\$48,000
Rent	\$ 3,000	\$ 3,000	\$ 6,000	\$24,000
Plant & Equipment	\$ 12,000		\$ 12,000	
WEB & Database costs	\$ 11,000	\$ 9,000	\$ 20,000	\$24,000
Internet	\$ 350	\$ 350	\$ 700	\$ 2,100
Phones	\$ 350	\$ 350	\$ 700	\$ 2,100
Printing/stationary	\$ 1,000	\$ 1,000	\$ 2,000	\$ 6,000
Postage	\$ 1,000	\$ 1,000	\$ 2,000	\$ 6,000
Directors Fees		\$ 8,000	\$ 8,000	\$48,000
Wages/Contractors	\$ 26,000	\$26,000	\$ 52,000	\$219,000
TOTAL APPLICATION OF FUNDS	\$178,200	\$76,900	\$255,100	\$497,000

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6. EMPLOYEES

The company has no employees as at 2 May 2012. Any employees will be employed through the subsidiary companies.

7. CHILD ENTITIES

Investments in controlled entities as at 30 June 2011

	Country of Incorporation and Principal Country of Operation	of Main Business	Percentage Ownership	
			2011 %	2010 %
Controlled entities				
VentureAxess Limited	Australia	Holding Company	100	98.8%
VentureAxess Fund Managers Limited (a wholly owned subsidiary of VentureAxess Limited)	Australia	Fund Management	100	98.8%
Medical Science Australia	Australia	Investment Company	100	100%

8. DIVIDEND RECORD

No dividends have been paid during the last 4 years. The company's investments made through Medical Science Australia Pty Ltd are all shares in start up technology companies which have not yet produced surplus revenues.

9. PROPERTIES

Not applicable.

10. LITIGATION

The parent company has been through a Deed of Company Arrangement.

Medical Science Australia Pty Ltd (MSA) has a registered company charge over its assets in favour of a bank lender. An offer was made to the bank during the Deed of Company Arrangement period to settle the debt for \$50,000 and while the bank accepted this it was found the debenture signed was not signed by directors, not approved by the board of MSA and no funds were received either by MSA or the company. On this basis the offer to settle for \$50,000 was withdrawn. The bank debt shown in the accounts as owing to Bendigo Bank is in dispute, therefore no interest has been paid or accrued. The company has been advised that the debt has been written off by the bank and given the evidence available to the Company, it is confident the debt will be reversed and the debenture released. The unsecured debt of \$190,000 is also an MSA debt and is not accruing interest. The holders of this debt are shareholders of the Company and are expected to convert the debt to shares in the Company subject to an EGM only after the dispute with Bendigo Bank is resolved and the debenture over MSA removed by the bank.

The unsecured loans of \$67,950 are moneys owed to a former director and previous staff and accrue no interest. These debts may also be converted into equity in the Company, but only after the dispute with Bendigo Bank is resolved and shareholders approve conversion.

11. MANAGEMENT

Richard Green
Non-Executive Director
Chairman

Richard has been actively involved over a number of years in conducting numerous capital raisings, company floats and restructures in Australia and the United Kingdom. This includes transforming the Pharmacy College of Victoria from a very small lab based consultancy into a company that now has a market capitalisation of over \$80 million. He has also been an active investor, director and chairman of several corporations. He is currently the Chairman of Queensland Trustees and Investment Limited and Managing Director of Authorised Investment Fund Limited, both of which are ASX listed companies.

Appointed to the Board on 21 April 2008.

Charles Wantrup
Independent Non-Executive
Director

Charles Wantrup has been practicing exclusively as a commercial solicitor for over 30 years. He has extensive experience in funding and financing, taxation law and practice, intellectual property law, industrial relations, international trade and investment and in corporation's law, capital raising and mergers and acquisitions. A key aspect of his approach to providing services is his concentration on structuring business enterprises. This involves an understanding of corporations and other business structures, both in Australia and overseas, at a legal and accounting level. He has pioneering experience in the establishment and structuring of high technology companies, mining joint ventures and venture capital funds.

Appointed to the Board on 17 November 2009.

David M Hickie
Non - Executive Director

David Hickie has over 40 years experience in banking, finance and funds management. His experience extends across the banking, building society, friendly society and credit union movement from 1969 to 1983 before entering funds management.

David worked for the Queensland and Federal Governments in assisting the setting up of the Cape York Community Financial Project Limited to provide banking services to the remote areas of Cape York for Indigenous people, David also helped introduce the Family Income Management Program to the women of Cape York causing budgeting systems to be introduced and a savings mentality to be generated and ultimately an increase in the wealth in the community.

David has had extensive experience in the management of various listed and unlisted trusts, including Mortgage and Property Trusts, Mortgage Securitisation, Equity Funds, Healthcare/Hospital Funds and Master Superannuation Funds particularly through his previous directorships and his time at Oceanic and Global Funds Management Australia Limited.

Appointed to the Board on 22 October 2009

Simon Van Assche
Non- Executive Director

Simon has degrees in Law/Commerce at the University of Melbourne. He was admitted as a Barrister and Solicitor of the Supreme Court of Victoria in 1979.

Simon has been involved in a senior capacity in the investment banking industry for over twenty five years both in Australia and for periods in London, New York and Tokyo.

These positions involved opening the London office of DBSM (now UBS), Head of Capital Markets London and New York (BZW), Director International Capital Markets Daiwa (Tokyo), and Director Structured Finance Merrill Lynch.

During this period Simon developed expertise over the entire asset class spectrum including debt, equity, property, including structured debt and equity capital markets, structured finance, securitisation, infrastructure, equity raisings and property funds management.

Simon was also founding director of York Capital Limited and Lamont Capital Limited. These companies are specialist property investment banking conduits. They are the structured financial and legal project manager in large property transactions. They both coordinate and act in a lead role with experts in public property acquisitions. Simon has successfully completed over \$650 million of listed and unlisted property management investment schemes over the past ten years.

Appointed to the Board on 22 October 2009

12. SPONSERS

Share Registry

Share Transfers Registrars Pty Ltd
770 Canning Hwy
Perth WA 6153

Telephone: 08 9315 2333
Facsimile: 08 9315 2233

Auditors

C W S Sincock & Co
Level 4
112 Wellington Parade
East Melbourne VIC 3000

Stock Exchange Listing

VentureAcess Group Limited shares and options are quoted on the National Stock Exchange and coded as "VAX" and "VAXO" respectively.

ASX Chess

13. DECLARATION

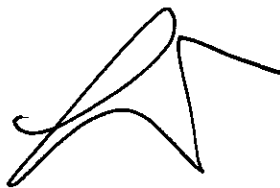
A declaration, stated to be to the best of the issuer's knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section 11A of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (3) there are no facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.

Yours faithfully



David Hickie
Director



Charles Wantrup
Director

VENTUREAXESS GROUP LIMITED – Top 100 Shareholder list

VENTUREAXESS GROUP LIMITED
16.29.59

Spread & Top 100 Listing

Date - 2/05/2012 Time -

VENTUREAXESS GROUP LIMITED FULLY PAID SHARES

User - KATIE

SRSPTP

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- Current Status -

- As at: 2/05/12 -

	<u>Holder name</u>	<u>Designation</u>	<u>Units</u>	<u>% of issued</u>	<u>Units</u>	<u>% of issued</u>	
1	JP MORGAN NOM AUST LTD	CASH INCOME A/C	36,105,749	9.78%	36,105,749	9.78%	1
2	LAMONT CAP PL		33,726,576	9.13%	33,726,576	9.13%	2
3	CUTTS J	SALISBURY COVE SUP	33,726,576	9.13%	33,726,576	9.13%	3
4	BLAIR RET PL		26,000,000	7.04%	26,000,000	7.04%	4
5 *	EVALON INV PL		20,246,622	5.48%	20,246,622	5.48%	5
6	ALLEN GV + KD	K&G S/F A/C	16,863,288	4.57%	16,863,288	4.57%	6
7 *	GKM ADVISORY SVCS PL		15,439,131	4.18%	15,439,131	4.18%	7
8	CUST CO PL	CREDIT ELECT UNIT	14,339,162	3.88%	14,339,162	3.88%	8
9	HQ AUST PL	HQ A/C	13,423,177	3.64%	13,423,177	3.64%	9
10	LYALL JOHN	JDL A/C	11,129,770	3.01%	11,129,770	3.01%	10
11	JONES EMYR WYNN		10,231,156	2.77%	10,231,156	2.77%	11
12	MEDICAL SCIENCE AUST PL		7,291,733	1.97%	7,291,733	1.97%	12
13	ALLEN GEOFFREY		6,349,063	1.72%	6,349,063	1.72%	13
14	JONES EMYR WYN	JONES FAM PSF A/C	6,337,447	1.72%	6,337,447	1.72%	14
15	IRON MOUNTAIN ENTERTAINME		5,500,000	1.49%	5,500,000	1.49%	15
16	BEETROUTE AUST PL		5,070,411	1.37%	5,070,411	1.37%	16
17	PARIBAS PL	GFSF A/C	5,000,000	1.35%	5,000,000	1.35%	17
18	ASIC UNCLAIMED MONIES UNI		4,069,220	1.10%	4,069,220	1.10%	18
19	NOBLE INV PL		3,762,500	1.02%	3,762,500	1.02%	19
20	FLYING FISH PTNRS PL	DAMP PROP A/C	3,372,655	.91%	3,372,655	.91%	20
21	GUILBELLE HLDGS PL		3,372,655	.91%	3,372,655	.91%	21
22	LION ADVANTAGE LTD		3,372,655	.91%	3,372,655	.91%	22
23	DAY KARALYN		3,181,124	.86%	3,181,124	.86%	23
24	MULLINS GEOFF		2,783,308	.75%	2,783,308	.75%	24
25	KOBLER SMSF PL	KOBLER S/F A/C	2,617,567	.71%	2,617,567	.71%	25
26	JAILAW PL		2,100,000	.57%	2,100,000	.57%	26
27	BERCOL HLDGS PL	S/F A/C	2,100,000	.57%	2,100,000	.57%	27
28	MOBULL PL		2,023,607	.55%	2,023,607	.55%	28
29	OSBORNE WILLIAM JOHN		1,976,791	.54%	1,976,791	.54%	29
30	AGAPIOU JASON		1,893,980	.51%	1,893,980	.51%	30
31	SWAN BRIAN + ELIZABETH M	PAULINA BUNNING A/	1,750,000	.47%	1,750,000	.47%	31
32	OSBORNE NONGKRAN		1,745,381	.47%	1,745,381	.47%	32
33	JONES EMYR	JONES FAM PSF A/C	1,491,375	.40%	1,491,375	.40%	33
34	AGAPIOU JASON		1,426,341	.39%	1,426,341	.39%	34
35	FORBES ROBERT SLADE		1,398,549	.38%	1,398,549	.38%	35
36	GREEN RICHARD		1,300,900	.35%	1,300,900	.35%	36
37	HERIOT GORDON + ANNETTE		1,226,758	.33%	1,226,758	.33%	37
38	CLIFFORD N S + A N		1,218,098	.33%	1,218,098	.33%	38
39	TECHSTART AUST PL		1,166,667	.32%	1,166,667	.32%	39
40	CHI INV PL		1,093,750	.30%	1,093,750	.30%	40
41	DAY KARALYN	VA1 PL A/C	1,089,411	.30%	1,089,411	.30%	41
42	UNION RES LTD		1,065,586	.29%	1,065,586	.29%	42
43	KING JAMES JUSTIN	KING FAM A/C	1,003,275	.27%	1,003,275	.27%	43
44	RSF HLDGS PL		977,084	.26%	977,084	.26%	44
45	JONES EMYR WYN	JONES FAM PSF A/C	951,900	.26%	951,900	.26%	45
46	EASTLION INV LTD		920,564	.25%	920,564	.25%	46
47	NOBLE INV S/F PL	TOL LTC A/C	905,571	.25%	905,571	.25%	47
48	BECKETT J P + K M	BECKETT FAM A/C	875,000	.24%	875,000	.24%	48
49	PLAN B TTEES LTD	LIFETIME S/F A/C	875,000	.24%	875,000	.24%	49
50	AUSTEX MINING NL		863,883	.23%	863,883	.23%	50

	Holder name	Designation	*- Current Status -*	Units % of issued	*- Current Status -*	Units % of issued
51	OSBORNE WILLIAM + N			800,000 .22%	800,000 .22%	51
52	TRANSMERE PL			794,281 .22%	794,281 .22%	52
53	WWW.CRICKET.COM.AU PL			729,167 .20%	729,167 .20%	53
54	O'KELLY PETER			707,219 .19%	707,219 .19%	54
55	OSBOURNE-MCHUGH SHARON			700,000 .19%	700,000 .19%	55
56 *	SMITH GRAHAM WALLACE			658,649 .18%	658,649 .18%	56
57 *	GREENHAM RALPH MERVYN			655,903 .18%	655,903 .18%	57
58	HARVISON JEANNETTE			650,045 .18%	650,045 .18%	58
59	BAUER STEPHEN G			650,045 .18%	650,045 .18%	59
60	SEMERDZIEV IANAKI			650,045 .18%	650,045 .18%	60
61	LINDANE PL	KRISTENSEN FAM A/C		632,150 .17%	632,150 .17%	61
62	CRAWFORD FALLS PL			583,334 .16%	583,334 .16%	62
63	JACKSON SUE			583,334 .16%	583,334 .16%	63
64	MONKS E N + H M			583,334 .16%	583,334 .16%	64
65	DEACON ROBERT			583,334 .16%	583,334 .16%	65
66	NOBLE INV PL	NOBLE INV S/F TOL		562,857 .15%	562,857 .15%	66
67	IOANNIDES STEPHEN			524,001 .14%	524,001 .14%	67
68	JW + SL MARTIN PL PO BOX			500,000 .14%	500,000 .14%	68
69	RECYCLERS ORGANIC			500,000 .14%	500,000 .14%	69
70	GINGER CARL			473,100 .13%	473,100 .13%	70
71	FERGUSON BRUCE			473,100 .13%	473,100 .13%	71
72	J A MARSHALL PL	JIM MARSHALL FAM A		466,667 .13%	466,667 .13%	72
73	GRIBBLE BRIAN DONALD			466,667 .13%	466,667 .13%	73
74	ASHLEYMUNRO PL			466,667 .13%	466,667 .13%	74
75	WONG G S K + HODGESS D J			466,667 .13%	466,667 .13%	75
76	KRAMER DAME LEONIE J			431,956 .12%	431,956 .12%	76
77	TRANSMERE PL			419,004 .11%	419,004 .11%	77
78	KELLY C + D + HARVIE I			419,004 .11%	419,004 .11%	78
79	MCINTYRE GILLIAN P			408,334 .11%	408,334 .11%	79
80	MIDDLETON CHRISTINE ANNE			406,875 .11%	406,875 .11%	80
81 *	DOWDLE MURRAY GEORGE			400,045 .11%	400,045 .11%	81
82	BAXTER JAMES			388,897 .11%	388,897 .11%	82
83	MELIOR PL	WF & H SHIRE FAM P		385,474 .10%	385,474 .10%	83
84	SHIRE WILLIAM F + HESSAN	SHIRE S/F A/C		385,473 .10%	385,473 .10%	84
85	DCSI PL	DCSI INV A/C		364,584 .10%	364,584 .10%	85
86	LAYTON MICHAEL + ANN			350,000 .09%	350,000 .09%	86
87	HERIOT GORDON			350,000 .09%	350,000 .09%	87
88	NOBLE INV PL	NOBLE A/C		345,625 .09%	345,625 .09%	88
89	JONES EMYR			345,000 .09%	345,000 .09%	89
90	HOWARTH ANTHONY JOHN			326,668 .09%	326,668 .09%	90
91	YELLAND PETER R	RANCH S/F A/C		326,668 .09%	326,668 .09%	91
92	FERGUSON BRUCE	FERGUSON S/F A/C		326,141 .09%	326,141 .09%	92
93	ANARIC PL	BYRNES S/F A/C		325,225 .09%	325,225 .09%	93
94	SEMMENS SIGRID + C	SEMMENS S/F A/C		325,225 .09%	325,225 .09%	94
95	OSBORNE KEITH + JULIET	K&J OSBORNE S/F A/		325,225 .09%	325,225 .09%	95
96	BROWN DONALD DOUGLAS			324,625 .09%	324,625 .09%	96
97	BRANCH SOCIETE G C			307,692 .08%	307,692 .08%	97
98	SORENSEN WILLIAM HARRY			298,136 .08%	298,136 .08%	98
99	MOUTIER PL			291,667 .08%	291,667 .08%	99
100	PERFORMANCE GRP HLDGS			291,667 .08%	291,667 .08%	100

*** Top 100 total ***

350,480,792 94.94%

350,480,792 94.94%

** All holders included

* - Denotes merged holder

<u>Spread of holdings</u>	<u>Holders</u>	<u>Securities</u>	<u>% of issued capital</u>
NIL holding			
1 - 1,000	3179	335,260	.09 %
1,001 - 5,000	273	710,767	.19 %
5,001 - 10,000	129	864,260	.23 %
10,001 - 100,000	157	5,672,365	1.54 %
100,001 -	163	361,649,781	97.95 %
Total on register	3901	369,232,433	100.00 %
Total overseas holders	96	914,397	.25 %
Overseas	96	914,397	.25 %
Australia :			
ACT	45	321,908	.09 %
NSW	1228	138,713,853	37.57 %
VIC	890	149,583,901	40.51 %
QLD	933	24,876,274	6.74 %
SA	171	8,841,145	2.39 %
WA	512	45,543,545	12.33 %
TAS	25	18,406	.00 %
NT	0		.00 %
Address unknown	1	419,004	.11 %
Total	3901	369,232,433	100.00 %

** ALL holders included

*** Common holders merged into one holding

<u>Code</u>	<u>Country</u>	<u>No of Holders</u>	<u>Total Securities</u>
AUT	AUSTRIA	1	20
CAN	CANADA	1	307,692
CHE	SWITZERLAND (CONFEDER)	6	4,952
CHN	CHINA	2	2,412
DEU	GERMANY FEDERAL REPUBLIC	2	214
GBR	UNITED KINGDOM GB & N I	14	37,667
HKG	HONG KONG	9	7,457
HRV	CROATIA REPUBLIC OF	1	98
IRL	IRELAND	1	408
JPN	JAPAN	1	127
MYS	MALAYSIA	1	81
NZL	NEW ZEALAND	34	385,147
PNG	PAPUA NEW GUINEA	6	112,230
SAU	SAUDI ARABIA KINGDOM OF	1	510
SGP	SINGAPORE	11	8,906
THA	THAILAND	1	71
USA	UNITED STATES OF AMERICA	2	46,079
	Other countries(1)	2	326
		<hr/>	<hr/>
	Foreign investment	96	914,397
	Australian investment	3,805	368,318,036
		<hr/>	<hr/>
	Totals:-	3,901	369,232,433
		<hr/>	<hr/>
	% Foreign to total	.24%	

** ALL holders included

*** Common holders merged into one holding



National Stock Exchange of Australia

NSX Newcastle

Ground Floor, 384 Hunter Street,
Newcastle NSW, 2300
PO BOX 283, Newcastle, NSW, 2300
P: +61 2 4929 6377
F: +61 2 4929 1556

NSX Melbourne

Ground floor, 410 Collins Street,
Melbourne, VIC, 3000
P: +61 3 9664 0000
F: +61 3 9664 0011

www.nsx.com.au

National Stock Exchange of Australia Limited
ABN: 11 000 902 063

Application for Quotation of Additional Securities

File Reference:

I:\Publications\Operating Rules\Listing Rules\Forms\NSX Quotation of Additional Securities.doc



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Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager
National Stock Exchange of Australia Limited
PO BOX 283
Newcastle NSW 2300

Phone: 61 2 4929 6377
Fax: 61 2 4929 1556
<http://www.nsga.com.au>

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

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

Name of entity

Venture Axess Group Limited

ABN/ACN

42 087 426 953

We (the entity) give NSX 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 | Fully paid Ordinary shares
Share options |
| 2 Number of securities issued or to be issued (if known) or maximum number which may be issued | 246,615,602 ordinary shares issued
110,000,000 options |
| 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) | Fully paid ordinary shares
246,615,062
Shares options and Exercisable
50,000,000 options @2cents each on or before 30/8/2012
25,000,000 options @5cents each on or before 30/8/2014
35,000,000 options @5cents each on or before 30/6/2014 |

<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 	<p>Yes</p>						
<p>5 Issue price or consideration</p>	<p>\$0.00463 each</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>In payment of conversion of secured convertible notes 164,915,062 20/09/2010 and placement 50,200,000 22/09/210 and 31,500,000 25/10/11</p>						
<p>7 Dates of entering securities into uncertificated holdings or despatch of certificates</p>	<table border="1"> <tr> <td>20 September 2010</td> <td>164,915,062</td> </tr> <tr> <td>22 September 2010</td> <td>50,200,000</td> </tr> <tr> <td>25 November 2011</td> <td>31,500,000</td> </tr> </table>	20 September 2010	164,915,062	22 September 2010	50,200,000	25 November 2011	31,500,000
20 September 2010	164,915,062						
22 September 2010	50,200,000						
25 November 2011	31,500,000						
<p>8 Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>369,232,433</td> <td>Ordinary shares</td> </tr> <tr> <td>110,000,000</td> <td>Share options</td> </tr> </tbody> </table>	Number	Class	369,232,433	Ordinary shares	110,000,000	Share options
Number	Class						
369,232,433	Ordinary shares						
110,000,000	Share options						
<p>9 Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table>	Number	Class	N/A	N/A		
Number	Class						
N/A	N/A						
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>N/A</p>						

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the securities will be offered	N/A
14	Class of securities to which the offer relates	N/A
15	Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A



25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	Despatch date	N/A





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

N/A

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)

N/A

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

Number	Class
N/A	



Quotation agreement

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

2 We warrant the following to NSX.

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



Sign here: Date:8 December 2011

.....
(Director/Company secretary)

Print name:David ...Hickie