

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Venus Resources LimitedACN/ARBN 123 250 582**1. Details of substantial holder (1)**Name ANZ Executors & Trustee Co Ltd (17910200 A/C>

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 29 / 05 / 2007**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting Power (6)
Ordinary	2,000,000	2,000,000	7.92%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant	Nature of relevant interest (7)	Class and number of securities
Australian Heritage Group Pty Ltd	Beneficiary	2,000,000 ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
ANZ Executors & Trustee Co Ltd	ANZ Executors & Trustee Co Ltd	Australian Heritage Group Pty Ltd	2,000,000 ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
ANZ Executors & Trustee Co Ltd	3 & 29 May 2007	\$300,000		2,000,000 ordinary shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Australian Heritage Group Pty Ltd	Beneficiary

**7. Addresses**

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

Name	Address
ANZ Executors & Trustee Co Ltd	GPO Box 389D, Melbourne VIC 3001
Australian Heritage Group Pty Ltd	PO Box Z5152, Perth WA 6831

**Signature**

print name

capacity Director / Shareholder

sign here

date 31 / 5 / 2007

**EXECUTED by ANZ EXECUTORS & TRUSTEE COMPANY LIMITED**  
 ABN 33 006 132 332 by its Attorneys

and **LINDA THOMAS**  
**JOHN KEATING**  
 under Power of Attorney dated 8 December 1993  
 a certified copy of which is filed in the  
 Permanent Order Book No. 277 on Page 6 in  
 the presence of: *J. Mowbray*

*[Signature]*  
**TRUST OFFICER**  
  
**JOHN KEATING**  
**MANAGER**

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme

VENUS RESOURCES LIMITED

ACN/ARSN

123 250 582

**1. Details of substantial holder (1)**

Name

CRAIG ROSENDORFF

ACN/ARSN (if applicable)

The holder became a substantial holder on

29/5/07

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FULLY PAID ORDINARY (FPO)	3,000,000	3,000,000	11.89%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
CRAIG ROSENDORFF	REGISTERED HOLDER	3,000,000 FPO

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
CRAIG ROSENDORFF	CRAIG ROSENDORFF	CRAIG ROSENDORFF	3,000,000 FPO

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

**7. Addresses**

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

Name	Address
CRAIG ROSENDOFF	671 HAYS ST PERTH WA 6000

**Signature**

print name C. ROSENDOFF capacity \_\_\_\_\_  
 sign here [Signature] date 30/5/07

**DIRECTIONS**

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

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

## Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

In Company Name/Scheme VENUS RESOURCES LIMITEDACN/ARSN 123 250 582

## 1. Details of substantial holder (1)

Name SEAWARD HOLDINGS PTY LTD

ACN/ARSN (if applicable)

The holder became a substantial holder on 29/5/07

## 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FULLY PAID ORDINARY (FPO)	7,040,001	7,040,001	27.9%

## 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
SEAWARD HOLDINGS PTY LTD	REGISTERED HOLDER	7,010,000 FPO
M. V. HOGAN	REGISTERED HOLDER	3,000 FPO

## 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
SEAWARD HOLDINGS PTY LTD	SEAWARD HOLDINGS PTY LTD	SEAWARD HOLDINGS PTY LTD	7,010,000 FPO
MV HOGAN	MV HOGAN	MV HOGAN	3,000 FPO

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
SEAWARD HOLDINGS PTY LTD	29/5/07	2000		10,000 FPO
MV HOGAN	29/5/07	6000		30,000 FPO

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
MV HOGAN	SOLE DIRECTOR OF SEAWARD HOLDINGS (Pty LTD)

**7. Addresses**

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

Name	Address
SEAWARD HOLDINGS (Pty LTD)	91 FLORENCE RD
MV HOGAN	NEDLANDS WA

**Signature**

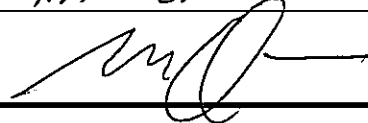
print name

MATTHEW V HOGAN

capacity

DIRECTOR

sign here



date

30/5/07

**DIRECTIONS**

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

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