



12th January 2009

The Manager
Company Announcements
National Stock Exchange of Australia
Level 2
117 Scott Street
NEWCASTLE NSW 2300

Dear Sir,

RE: OFFER OF CONVERTIBLE REDEEMABLE NOTES

The Directors of VentureAxess Group Limited would like to advise that the company has opened a private offer to selected shareholders of 9.5% 2 year, convertible redeemable notes. Details of this offer are attached hereto

This offer is made pursuant to s.708 of the Corporations Act and is not a public offer. The notes issued under this offer will not be listed.

The private offer to selected shareholders will close on 31 January 2009.

Yours faithfully

Karalyn Day
Company Secretary

VentureAxess Group Limited
ABN 42 087 426 953

Suite 303, 20 Bungan St, Mona Vale NSW 2103
PO Box 1356, Mona Vale NSW 1660
Ph: 02 9999 0540 Fax: 02 9999 0150

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

DETAILS OF THE OFFER

Offer

VentureAcess Group is offering 4,000 2 year, 9.5% convertible redeemable notes ("Notes") of \$500 each ("Offer"). The following is a brief summary of the Details of the Offer and should be read in conjunction with the Information Memorandum issued to selected shareholders.

Issuer

VentureAcess Group Limited (ACN 087 426 953)

Amount to be Raised

Up to \$2,000,000

Issue Price

\$500 per Note

Number of Notes to be Issued

Up to 4,000 Notes

Term of Notes

The Notes are issued for the period from the date of issue to 30 November 2010 at which time all Notes not previously redeemed or converted will be fully redeemed.

Interest

The Notes will bear interest at a rate of 9.5% per annum on the Issue Price payable quarterly in arrears on each Interest Payment Date until conversion into ordinary shares or redemption.

Sinking Fund for Interest

The Company will create a sinking fund to meet all interest payments.

Interest Payment Dates

The Interest Payment Dates shall correspond with the last day of each third calendar month from and including 31 January 2009 or the nearest Business Day thereafter.

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Redemption of Notes

Noteholders can elect to have all or any of the Notes they subscribe for under this Offer redeemed together with any outstanding interest by the provision of 90 days written notice to the Company by completing and lodging with the Company a Redemption Application Form.

Conversion of Notes

Noteholders can elect to have all or any of the Notes they subscribe for under this Offer converted to fully paid ordinary shares in VentureAxess Group at the price of 10¢ each at any time after the thirty-first day of December 2009 to 30 day of November 2010. To effect a conversion of all or any Notes the noteholders must complete and lodge with the Company a Conversion Application Form. The Notes which are the subject of a Conversion Application will be converted to shares in VentureAxess Group within 10 Business Days after receipt of the completed Conversion Application by the Company. Any accrued and unpaid interest up to the date of conversion will be paid to the noteholder.

Pari Passu

The new Shares issued upon the conversion of any Note will rank pari passu in respect of future dividends and in all other respects (eg. voting, bonus issues, etc.) as existing shares. All of the issued shares of VentureAxess Group are ordinary fully paid shares. The rights attaching to the issued shares are governed by the Corporations Act 2001 and the Company's Constitution, a copy of which can be inspected by appointment at the registered office of VentureAxess Group. VentureAxess Group is also governed by the Listing Rules of the National Stock Exchange of Australia Limited ("NSX").

Entitlement to Subsequent Issues

The Notes will not carry any entitlement to participate in future issues of securities by the Company. The conversion ratio of the Notes will be adjusted for the bonus element of any pro rata issue of ordinary shares or for any capital reorganisation prior to the conversion date.

Voting

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Except in the circumstances required by the Listing Rules or the Corporations Act, noteholders will not be entitled to vote at meetings of the Company prior to the conversion of Notes into Ordinary Shares, other than at a meeting convened for the noteholders.

No Quotation

The Notes will not be listed on the NSX or any other registered stock exchange on which the shares of the Company are traded.

Closing Date

This Offer will close at 5pm eastern summer time on 31 January 2009, or such other date as may be resolved by the Board of the Company.

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