
SECTION 708A NOTICE - SHARE PURCHASE PLAN

On 6 March 2015, MOD Resources Limited (ASX: MOD) (**Company**) announced an offer to certain eligible shareholders of the Company, who are registered shareholders of Company as at 5pm (WST) on 5 March 2015 and whose addresses are recorded in the Company's share register in Australia or New Zealand, to apply for fully paid ordinary shares in the Company (**New Shares**) under a share purchase plan underwritten to \$600,000 by Patersons Securities Limited (**Offer**). This notice is being released within the 24 hour period prior to the Offer being made.

The Offer will be made in accordance with ASIC Class Order 09/425 (**Class Order**). For the purposes of the Class Order, the Company states that:

- a) the Offer is being made without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Corporations Act**);
- b) this notice is being given in accordance with the Class Order;
- c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (ii) section 674 of the Corporations Act; and
- d) as at the date of this notice, there is no information that is excluded information within the meaning of subsections 708A(7) and 708A(8) of the Corporations Act, other than;
 - (i) as announced on 4 March 2015 (and prefaced in the Company's earlier ASX announcements dated 30 January 2015 and 9 February 2015), the Company has held a number of positive discussions with third parties regarding potential ore processing, offtake and funding options relating to the Company's Botswana Copper Project and the Mahumo Copper/Silver deposit. Discussions with third parties are incomplete and ongoing and have yet to reach a stage where they are sufficiently advanced or detailed to warrant disclosure. The Company will provide an update to shareholders if, or when that occurs; and
 - (ii) further to an announcement made by the Company on 8 July 2013 regarding a \$2 million loan facility provided by SHL Pty Ltd, the Company has exercised its option to extend the term of such loan facility for a further 12 month period at a reduced interest rate of 7% per annum. Subject to obtaining a waiver from ASX or obtaining shareholder approval under listing rule 10.1, the loan will be a secured loan and is repayable on 4 January 2016.

For further information, please contact:

Mark Clements

Executive Chairman and Company Secretary

MOD Resources Limited

Ph: (61 8) 9322 8233

mclements@modresources.com.au