

SECTION 708A NOTICE

The Board of MOD Resources Ltd (**ASX: MOD**) wishes to advise that it has allotted 34,855,780 fully paid ordinary shares (**Offer Shares**) and 5,311,075 fully paid ordinary shares (**Shortfall Shares**) at \$0.006 per share, along with 20,083,441 attaching listed free options at \$0.01 per option expiring 1 May 2018, pursuant to the Company's non-renounceable Rights Issue announced on 22 September 2015.

A further issue of 6,666,667 fully paid ordinary shares and 3,333,333 attaching listed free options, expiring 1 May 2018 have been allotted to Patersons Securities Limited in lieu of cash for services rendered as lead manager for the Rights Issue.

The Company further advises the issue of 2,000,000 fully paid ordinary shares (**Advisory Shares**) which have been allotted to PCF Capital Group Pty Limited in lieu of cash for services rendered as corporate financing advisor to the Company in relation to the potential acquisition as announced on 9 September 2015.

In accordance with section 708A(5)(e) of the Corporations Act 2001 (Cth) Corporations Act), the Company gives notice that;

- (i) the Advisory Shares were issued without disclosure under Part 6D.2 of the Corporations Act;
- (ii) this notice is being given under paragraph 5(e) of section 708A of the Corporations Act;
- (iii) as at the date of this notice, the Company has complied with the provisions of the Chapter 2M of the Corporations Act (as they apply to the Company) and section 674 of the Corporations Act;
- (iv) as at the date of this notice, there is no excluded information with respect to the Company for the purposes of sections 708A(7) and (8) of the Corporations Act, other than;

As announced on 12 October 2015, preparation of the formal documentation relating to the potential transaction to acquire a number of prospecting licences in the immediate area of MOD's 100% owned Mahumo copper/silver project in the Kalahari Copper Belt, Botswana is progressing and the Company anticipates that such documentation will be finalised in the coming days.

An Appendix 3B reflecting the revised capital structure following the issue of the above securities has been released with this announcement.

For further information, please contact:

Julian Hanna
Managing Director
MOD Resources Limited
Ph: (61 8) 9322 8233
jhanna@modresources.com.au

Mark Clements
Executive Chairman and Company Secretary
MOD Resources Limited
Ph: (61 8) 9322 8233
mclements@modresources.com.au

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MOD Resources Limited

ABN

78 003 103 544

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 | (i) Fully paid ordinary shares
(ii) Listed \$0.01 options expiring 1 May 2018
(iii) Fully paid ordinary shares
(iv) Listed \$0.01 options expiring 1 May 2018
(v) Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 40,166,855 fully paid ordinary shares
(ii) 20,083,441 listed \$0.01 options expiring 1 May 2018
(iii) 6,666,667 fully paid ordinary shares
(iv) 3,333,333 listed \$0.01 options expiring 1 May 2018
(v) 2,000,000 fully paid ordinary shares |
| 3 | Principal terms of the +securities (e.g. 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) | (i) Fully paid ordinary shares
(ii) Listed \$0.01 options expiring 1 May 2018
(iii) Fully paid ordinary shares
(iv) Listed \$0.01 options expiring 1 May 2018
(v) Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date 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>(i) Yes. The shares will rank equally with the ordinary shares currently on issue.</p> <p>(ii) Upon exercise of the options, the shares will rank equally with the ordinary shares currently on issue.</p> <p>(iii) Yes. The shares will rank equally with the ordinary shares currently on issue.</p> <p>(iv) Upon exercise of the options, the shares will rank equally with the ordinary shares currently on issue.</p> <p>(v) Yes. The shares will rank equally with the ordinary shares currently on issue.</p>
<p>5 Issue price or consideration</p>	<p>(i) \$0.006 per share</p> <p>(ii) Nil</p> <p>(iii) Nil</p> <p>(iv) Nil</p> <p>(v) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) Issued pursuant to non-renounceable rights issue announced on 22 September 2015 to fund a resource extension drilling program and progress towards pre-feasibility studies at the Mahumo Copper/Silver Project and subject to completion of the acquisition of licences near Mahumo, to undertake an exploration program on the acquire licenses.</p> <p>(ii) Issued pursuant to non-renounceable rights issue announced on 22 September 2015 to fund a resource extension drilling program and progress towards pre-feasibility studies at the Mahumo Copper/Silver Project and subject to completion of the acquisition of licences near Mahumo, to undertake an exploration program on the acquire licenses.</p> <p>(iii) Issued to Patersons Securities Limited in lieu of cash for services rendered as lead manager to the Rights Issue.</p> <p>(iv) Issued to Patersons Securities Limited in lieu of cash for services rendered as lead manager to the Rights Issue.</p> <p>(v) Issued to PCF Capital Group Pty Limited in lieu of cash for services rendered as corporate financing advisor.</p>

+ See chapter 19 for defined terms.

6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	15 May 2015
6c	Number of *securities issued without security holder approval under rule 7.1	(i) Nil (ii) Nil (iii) 6,666,667 fully paid ordinary shares (iv) 3,333,333 listed \$0.01 options expiring 1 May 2018 (v) 2,000,000 fully paid ordinary shares
6d	Number of *securities issued with security holder approval under rule 7.1A	Nil
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of *securities issued under an exception in rule 7.2	(i) 40,166,855 fully paid ordinary shares (ii) 20,083,441 listed \$0.01 options expiring 1 May 2018 (iii) Nil (iv) Nil (v) Nil
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	(i) 28 October 2015 (ii) 28 October 2015 (iii) 28 October 2015 (iv) 28 October 2015 (v) 28 October 2015	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,079,569,994	Fully Paid Ordinary shares
		23,416,774	Listed options exercisable at \$0.01 on or before 1 May 2018
		21,000,000	Unlisted options exercisable at \$0.20 on or before 12 June 2016
		63,000,000	Unlisted options exercisable at \$0.06 on or before 4 March 2017
		2,000,000	Unlisted options exercisable at \$0.075 on or before 20 June 2017
		5,000,000	Unlisted options exercisable at \$0.01 on or before 21 May 2018
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy.	

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
----	---------------------------------------	----------------

+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Issue date	Not applicable

⁺ See chapter 19 for defined terms.

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	Not applicable
----	--	----------------

39	⁺ Class of ⁺ securities for which quotation is sought	Not applicable
----	---	----------------

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date 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	Not applicable	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	Not applicable	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	Number	⁺ Class
		Not applicable	

⁺ See chapter 19 for defined terms.

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.
 - 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 is not available now, we 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.

MARK CLEMENTS
Company Secretary
29 October 2015

== == == == ==

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	724,871,589
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <ul style="list-style-type: none"> (i) 9 April 2015 Issue of Shares 123,992,203 (ii) 18 May 2015 Issue of Shares 34,204,742 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <ul style="list-style-type: none"> (iii) 27 October 2014 and 31 October 2014 Issue of Shares 65,109,657 (iv) 17 November 2014 Issue of Shares 6,579,150 (v) 18 December 2014 Issue of Shares 16,241,069 (vi) 14 January 2015 Issue of Shares 8,865,250 (vii) 9 April 2015 Issue of Shares 22,599,558 (viii) 30 April 2015 Issue of Shares 8,536,212 (ix) 28 October 2015 Issue of Shares 40,166,855 Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed 	

+ See chapter 19 for defined terms.

<ul style="list-style-type: none"> It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	1,051,166,285

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	157,674,943
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12-month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <ul style="list-style-type: none"> (i) 17 November 2014 Share Issue 2,629,056 (ii) 13 April 2015 Share Issue 9,000,000 (iii) 18 May 2015 Share Issue 6,107,986 (iv) 21 May 2015 Share Issue 2,000,000 (v) 21 May 2015 Option Issue 5,000,000 (vi) 28 October 2015 Share Issue 8,666,667 (vii) 28 October 2015 Option Issue 3,333,333 <p>Note:</p> <ul style="list-style-type: none"> This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
“C”	38,737,042
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	157,674,943

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Subtract “C” <i>Note: number must be same as shown in Step 3</i>	38,737,042
Total [“A” x 0.15] – “C”	118,937,901 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,051,166,285
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	105,116,629
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	105,116,629
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	105,116,629 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.