

15 September 2010

Companies Announcements Office
Australian Securities Exchange Limited
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

MEC Resources Ltd – Completion of \$4.5 Million Funding Agreement

MEC Resources Limited (ASX: MMR) is pleased to announce the completion of its funding agreement with Bob Healy and Associates (“BHA”).

BHA has now been issued 12,857,143 shares as agreed by MEC and BHA on 21 June 2010.

MEC Resources welcomes BHA as a shareholder of the company.

Please find attached a cleansing statement pursuant to S708A (5)(e) of the Corporations Act and an Appendix 3B pursuant to the Listing Rules.

Yours Sincerely



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Executive Director
MEC Resources Ltd
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MEC is an exploration investment company and relies on the resource and ore reserve statements compiled by the companies in which it invests. All Mineral Resource and Reserve Statements have been previously published by the companies concerned. Summary data has been used. Please refer to relevant ASX releases for details and attribution. Unless otherwise stated all resource and reserve reporting complies with the relevant standards. Resources quoted in this report equal 100% of the resource and do not represent MEC's investees' equity share.



15 September 2010

The Manager
Company Announcements Office
ASX Limited

FOR IMMEDIATE RELEASE TO THE MARKET

**MEC RESOURCES LTD
Notice under section 708A(5)(e)**

On 15 September 2010, MEC Resources Ltd (ACN 113 900 020) (**Company**) issued 12,857,143 fully paid ordinary shares (**Shares**) to a sophisticated investor under section 708 of the Corporations Act 2001 (Cth) (**Act**). The Shares are part of a class of securities quoted on the Australian Securities Exchange.

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By giving this notice, sale of the Shares will fall within the exemption in section 708A(5) of the Act.

The Shares were issued without disclosure to investors under Part 6D.2 of the Act, in reliance on section 708A(5).

The Company gives this notice pursuant to section 708A(5)(e) of the Act.

The Company, as at the date of this notice, has complied with:

**the provisions of Chapter 2M of the Act as they apply to the Company; and
section 674 of the Act.**

As at the date of this notice, there is no excluded information for the purposes of section 708A(7) or 708A(8) of the Act.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'D Ambrosini', is written over a light blue circular stamp.

**DEBORAH AMBROSINI
DIRECTOR/COMPANY SECRETARY**

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

MEC Resources Limited

ABN

44 113 900 020

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 | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 12,857,143
424,286 |
| 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) | Ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	<p>Ordinary shares - Yes</p>						
	If the additional securities do not rank equally, please state:							
	<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 							
5	Issue price or consideration	<p>\$4,500,000 \$148,500</p>						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>Placement to sophisticated investor Payment of consulting fees</p>						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>15 September 2010</p>						
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="695 1570 995 1615">Number</th> <th data-bbox="995 1570 1294 1615">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1615 995 1715">133,639,040</td> <td data-bbox="995 1615 1294 1715">Ordinary fully paid shares</td> </tr> <tr> <td data-bbox="695 1715 995 1964">51,245,483</td> <td data-bbox="995 1715 1294 1964">Share Options – exercise price 20c and expiry date 4 July 2013</td> </tr> </tbody> </table>	Number	+Class	133,639,040	Ordinary fully paid shares	51,245,483	Share Options – exercise price 20c and expiry date 4 July 2013
Number	+Class							
133,639,040	Ordinary fully paid shares							
51,245,483	Share Options – exercise price 20c and expiry date 4 July 2013							

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	6,500,000	Options - expiry date 1 December 2010 and exercise price 21c
	1,453,333	Options - expiry date 1 June 2013 and exercise price 15c
	1,000,000	Options - expiry date 6 August 2013 and exercise price 15c
	500,000	Options - expiry date 1 December 2010 and exercise price 20c
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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. Cross reference: rule 7.7.</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

+ See chapter 19 for defined terms.

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

+ 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

+ See chapter 19 for defined terms.

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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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 not available now, 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.



Sign here: Date: 15 September 2010
Company secretary

Print name: Deborah Ambrosini
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+ See chapter 19 for defined terms.