

Successful Implementation of Scheme of Arrangement

MOD Resources Ltd (ASX/LSE:MOD) (the Company or MOD) is pleased to advise that the Scheme of Arrangement pursuant to which Sandfire Resources NL (**Sandfire**) will acquire all of the issued shares of the Company (the **Scheme**) has been implemented.

All MOD shares have been transferred to Sandfire. The Scheme consideration, comprising cash and/or Sandfire shares, as detailed in the Scheme Booklet, has been paid or issued (as applicable) to MOD shareholders, other than ineligible foreign shareholders and shareholders who hold an unmarketable parcel who did not make an election to receive Sandfire shares (**Unmarketable Parcel Shareholders**).

Ineligible foreign shareholders and Unmarketable Parcel Shareholders will have the Scheme consideration that they would have otherwise been entitled to receive issued to a sale agent who will then sell those Sandfire shares and remit the proceeds (if any) to those shareholders.

Update on Cash Elections

The Company advises that a total of 153 shareholders, holding a total of 126,609,122 fully paid ordinary shares in MOD (**MOD Shares**) as at 5:00pm (WST) on 16 October 2019 (**Record Date**), made a valid election to receive cash consideration under the Scheme (**Cash Election**). The total consideration payable for these shares is approximately \$56.9 million which exceeds the cash consideration cap of \$41.6 million (**Maximum Cash Consideration**).

Accordingly, shareholders who made a Cash Election have had their cash consideration scaled back on a pro-rata basis so that the total amount of cash consideration payable equals the Maximum Cash Consideration. The remainder of the consideration has been paid to those shareholders in Sandfire shares.

Shareholders who made a Cash Election received:

- A\$0.3285703 per MOD Share (Section A of the scale back formula, outlined in section 5.3 of the Scheme Booklet); and
- 0.0179176 Sandfire shares for every MOD Share held (Section B of the scale back formula, outlined in section 5.3 of the Scheme Booklet).

Removal from Official List

An application has been made to remove MOD from the Official List of the Australian Securities Exchange as at close of trade on 29 October 2019.

Subject to the confirmation of the UK Listing Authority and the London Stock Exchange, admission of MOD's ordinary shares to the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's Main Market is expected to be cancelled with effect from market opening in London on 29 October 2019.

-ENDS-

For and on behalf of the Board.

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About MOD Resources

MOD Resources Ltd (**ASX/LSE: MOD**) is a dual listed copper exploration and development company with a dominant land position within the Kalahari Copper Belt in Botswana. The Company is focussed on developing the 100% MOD owned T3 Copper Project, which has potential to be a high-margin, low-cost copper mine. In parallel with the progressing towards the development of the T3 Copper Project, MOD has undertaken substantial exploration programs across several priority drill targets and within untested areas of interesting and potentially significant Electromagnetic and Cu-Zn soil anomalies.

MOD and its in-country operating companies Tshukudu Metals Botswana (Pty) Ltd and Tshukudu Exploration (Pty) Ltd have a social licence to operate within Botswana as well as within the host community of Ghanzi. MOD continues to work collaboratively with Government regulators and members of the Ghanzi District community to ensure that any social investments and developments are targeted to create a positive and lasting legacy.

On 25 June 2019, the Company announced Sandfire Resources had made an offer to acquire 100% of MOD shares by way of a Scheme of Arrangement and on 1 October 2019, MOD shareholders approved the transaction at a General Meeting and a Scheme Meeting. The Scheme of Arrangement was approved by the Supreme Court of Western Australia on 8 October 2019.

