

## Results of Scheme Meeting

**MOD Resources Ltd (ASX/LSE: MOD)** is pleased to announce that MOD shareholders today approved, by the requisite majorities, the scheme of arrangement by which Sandfire Resources NL (**Sandfire**) will, subject to the satisfaction or waiver of certain conditions, acquire all of the ordinary shares in MOD (**Scheme**).

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), a detailed report of the votes cast in respect to the resolution approving the Scheme is included as Appendix 1 to this announcement.

Although MOD shareholder approval has been obtained, the Scheme remains subject to a number of conditions as set out in the Scheme Implementation Deed (a full copy of which is disclosed within the Scheme Booklet, which is available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and on MOD's website at [www.modresources.com.au](http://www.modresources.com.au)), including:

- the Supreme Court of Western Australia approving the Scheme (**Second Court Hearing**);
- the independent expert continuing to conclude that the Scheme is in the best interests of shareholders; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived, implementation of the transaction is expected to occur towards the end of October 2019 (see indicative timetable below).

### Notice of Second Court Hearing Date

The Second Court Hearing will be held at 9:00am (WST) on Tuesday, 8 October 2019 at the Supreme Court of Western Australia at 28 Barrack Street, Perth, Western Australia. Further details regarding the Second Court Hearing are included as Appendix 2 to this announcement.

### Indicative Timetable

Event	Date
Court hearing for approval of the Scheme	8 October 2019
Effective Date of the Scheme	9 October 2019
Last date of trading of MOD Shares on ASX and LSE	9 October 2019
Last time and date for unmarketable parcel shareholders to make an election under the Scheme	10 October 2019
Cancellation of MOD Depository Interests and rematerialisation of the underlying MOD Shares	14 October 2019
Record Date for determining entitlements to the Scheme Consideration	16 October 2019
Implementation Date for the Scheme and issue of the Scheme Consideration	23 October 2019
Dispatch of holding statements for Sandfire shares issued under the Scheme	28 October 2019
Delisting on ASX and cancellation of listing on LSE	29 October 2019

The above dates are indicative only and are subject to change. Any changes will be announced by MOD on the ASX.

For and on behalf of the Board.

**Julian Hanna**  
Managing Director

**Mark Clements**  
Executive Chairman and Company Secretary

**Jeff Sansom**  
Investor Relations  
+61 9322 8233  
IR@modresources.com.au

**Jos Simson / Emily Moss (UK PR & IR)**  
Tavistock  
+44 207 920 3150  
MOD@tavistock.co.uk

**Subscribe at: [www.modresources.com.au](http://www.modresources.com.au)**

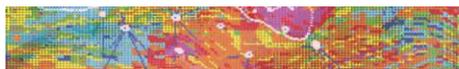
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### About MOD Resources

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 had made an offer to acquire 100% of MOD shares by way of a Scheme of Arrangement.



## Appendix 1: Voting results of the Scheme Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

### SCHEME MEETING Tuesday, 1 October 2019

Resolution	Manner in which the security holder directed the proxy to vote (as at proxy close)				Manner in which votes were cast in person or by proxy on a poll (where applicable)			Resolution Result
	Votes For	Votes Against	Votes Discretionary	Votes Abstain	For	Against	Abstain*	Carried/ Not Carried
1 Approval of the Scheme	204,165,786 98.30% 209 shareholders	3,465,811 1.67% 16 shareholders	70,942 0.03% 12 shareholders	1,667 2 shareholders	204,284,103 98.33% 219 shareholders	3,465,811 1.67% 16 shareholders	1,667 2 shareholders	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

## Appendix 2: Second Court Hearing

### **MOD Resources Limited ACN 003 103 544**

#### **Notice of hearing to approve scheme of arrangement**

TO all members of MOD Resources Limited (ACN 003 103 544).

TAKE NOTICE that at 9:00 am (Perth time) on 8 October 2019 at the Supreme Court of Western Australia, 28 Barrack Street, Perth, Western Australia, the Supreme Court of Western Australia will hear an application by MOD Resources Limited seeking the approval of an arrangement between the abovenamed company and its members as agreed to by a resolution considered and passed by a meeting of the members of the company held on 1 October 2019.

If you wish to oppose the approval of the arrangement, you must file and serve on the plaintiff a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on the plaintiff at its address for service at least one day before the date fixed for the hearing of the application.

The address for service of the plaintiff is DLA Piper Australia, Level 31, 152-158 St Georges Terrace, Perth, Western Australia.

