

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme MOD RESOURCES LIMITED

ACN/ARSN 003 103 544

**1. Details of substantial holder (1)**

Name MOD RESOURCES LIMITED

ACN/ARSN (if applicable) 003 103 544

There was a change in the interests of the

substantial holder on 27/02/2019

The previous notice was given to the company on 20/11/2018

The previous notice was dated 20/11/2018

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	31,064,220	12.5%	31,838,393	10.48%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30/01/2019	MOD Resources Limited	Dilution of interest following the issue of new fully paid ordinary shares by MOD Resources Limited as announced to ASX on 21 January 2019 and 30 January 2019	Nil	31,064,220 fully paid ordinary shares	31,064,220 fully paid ordinary shares
1/02/2019	MOD Resources Limited	Disposed 1,500,000 fully paid ordinary shares on-market	\$459,300	1,500,000 fully paid ordinary shares	1,500,000 fully paid ordinary shares
27/02/2019	MOD Resources Limited	Acquisition of fully paid ordinary shares in respect of MOD Resources Limited's non-renounceable entitlement offer as announced to ASX on 21 January 2019	\$545,802	2,274,173 fully paid ordinary shares	2,274,173 fully paid ordinary shares

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
MOD Resources Limited	Metal Tiger Plc	Metal Tiger Plc	"Relevant interest" in the shares in MOD Resources Limited held by Metal Tiger Plc pursuant to section 608(1)(b) and 608(1)(c) of the <i>Corporation Act 2001</i> (Cth) as MOD Resources Limited has the ability to control the exercise of a right to vote and a power to dispose of the shares.	31,838,393 fully paid ordinary shares	10.48%

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
MOD Resources Limited	First Floor, 1304 Hay Street, West Perth WA 6005
Metal Tiger Plc	107 Cheapside, London EC2V 6DN, United Kingdom

## Signature

print name MARK CLEMENTS capacity Company Secretary

sign here  date 27/02/2019

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-