

Results of Annual General Meeting

MOD Resources Ltd (ASX: MOD) advises the outcome of resolutions put to shareholders at the Annual General Meeting held today. A poll was conducted for each resolution and all resolutions were passed, with the exception of Resolution 12 which was not required given shareholders approved Resolution 1.

In accordance with ASX Listing Rule 3.13.2 and Section 251AA of the Corporations Act 2001 (Cth), a summary of proxy votes and the number of votes cast on each poll is attached.

-ENDS-

For and on behalf of the Board.

Julian Hanna
Managing Director

Mark Clements
Executive Chairman and Company Secretary

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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 the 100% MOD owned T3 Copper Project, expected to be a high-margin, low-cost copper mine. In parallel with the development of the T3 Copper Project, MOD continues its exploration program across several priority drill targets and within untested areas of interesting and potentially significant Cu-Zn soil anomalies.

A substantial in-fill drilling program is in progress with the objective to upgrade a portion of T3 Indicated Mineral Resources to the higher confidence Measured Resource category subsequent to this FS announcement.

The Company is continuing to advance discussions with interested parties in relation to T3 funding opportunities and is targeting to commence development of the T3 Copper Project in the second half of 2019, with a vision of first copper concentrate production in the first half of 2021. In the mid-term MOD will focus on generating value for shareholders.

MOD has a social licence to operate within Botswana as well as within the host community of Ghanzi. MOD will continue to work collaboratively with regulators and members of the Ghanzi District to ensure that any social investments and developments are targeted to create a positive and lasting legacy.

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

**ANNUAL GENERAL MEETING
Wednesday, 29 May 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 2018 Remuneration Report	95,082,209	13,628,586	167,220	84,470	97,924,725 87.76%	13,663,832 12.24%	84,470	Carried
2 Re-election of Mr Mark Clements as Director	110,323,954	13,585,181	10,797,869	38,480	129,401,559 90.50%	13,585,181 9.50%	73,726	Carried
3 Election of Mr Michael McNeilly as Director	110,283,493	13,570,712	10,797,869	93,410	127,176,867 88.99%	15,739,943 11.01%	143,656	Carried
4 Ratification of Placement	73,980,238	245,840	10,808,969	38,506,353	90,899,712 97.41%	2,415,071 2.59%	38,541,599	Carried
5 Issue of Shares to Mr Mark Clements	106,215,649	13,785,757	10,802,137	3,941,941	119,350,094 89.39%	14,163,991 10.61%	3,947,188	Carried
6 Issue of Shares to Mr Steve McGhee	104,938,148	13,785,757	10,802,137	5,219,442	118,072,593 89.29%	14,163,991 10.71%	5,224,689	Carried
7 Issue of LTI Options to Mr Julian Hanna under the Employee Incentive Plan	101,076,670	13,718,839	10,797,869	9,152,106	114,206,847 89.01%	14,097,073 10.99%	9,157,353	Carried
8 Issue of LTI Options to Mr Mark Clements under the Employee Incentive Plan	101,074,670	13,718,839	10,797,869	9,154,106	114,204,847 89.01%	14,097,073 10.99%	9,159,353	Carried
9 Issue of LTI Options to Mr Steve McGhee under the Employee Incentive Plan	101,074,670	13,718,839	10,797,869	9,154,106	114,204,847 89.01%	14,097,073 10.99%	9,159,353	Carried
10 Approval of 10% Placement Facility	119,195,643	4,740,875	10,797,869	11,277	137,782,003 96.34%	5,231,940 3.66%	46,523	Carried
11 Increase in Aggregate Non-Executive Director Fee Pool	95,054,845	13,782,479	167,220	9,192,365	95,237,065 85.25%	16,478,021 14.75%	9,197,612	Carried
12 Spill Resolution (Conditional on Resolution 1)	24,479,326	81,508,968	168,297	169,302	26,683,803 24.51%	82,183,330 75.49%	169,302	Not required

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