



ACN 119 749 647

30 January 2009

Companies Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

**APPENDIX 3B**

Please find attached an Appendix 3B relating to today's announcement on the issue of secured convertible notes.

Yours faithfully

Craig Willis  
Director

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## 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

**MODENA RESOURCES LIMITED**

ABN

119 749 647

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   | Convertible Notes ( <b>Notes</b> )<br>Ordinary Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 10,000,000 Notes<br>10,000,000 Ordinary Shares   |
| 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) | Notes - The principal terms of the Notes are as set out in the company's announcement dated 30 January 2009.<br><br>Shares – Ordinary fully paid |

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Shares – equal with existing ordinary shares on issue.</p> <p>Shares issued upon conversion of the Notes will rank equally with existing ordinary shares at the date of conversion.</p>						
<p>5 Issue price or consideration</p>	<p>Notes - 25 cents each</p> <p>Shares – In consideration for provision of the convertible note facility.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>For the purpose of providing funds for ongoing participation of the company’s working interest in the Bullseye Prospect and for additional working capital.</p>						
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>30 January 2009</p>						
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 1568 989 1635">Number</th> <th data-bbox="989 1568 1359 1635"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1635 989 1702">85,159,554</td> <td data-bbox="989 1635 1359 1702">Ordinary shares</td> </tr> <tr> <td data-bbox="766 1702 989 1856">68,428,622</td> <td data-bbox="989 1702 1359 1856">Options exercisable at 20 cents each on or before 30 June 2010</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	85,159,554	Ordinary shares	68,428,622	Options exercisable at 20 cents each on or before 30 June 2010
Number	<sup>+</sup> Class						
85,159,554	Ordinary shares						
68,428,622	Options exercisable at 20 cents each on or before 30 June 2010						

+ See chapter 19 for defined terms.

	Number	+Class
9	47,500	Ordinary fully paid shares
	1,306,014	Convertible notes (Face value - \$457,105) convertible at lesser of \$0.35 or 85% of 5 day weighted average market price on or before 31/01/2010
	1,344,444	Convertible notes (Face value - \$605,000) convertible at lesser of \$0.45 or 85% of 5 day weighted average market price on or before 28/02/2010
	3,485,714	Convertible notes (Face value - \$1,220,000) convertible at lesser of \$0.35 or 85% of 5 day weighted average market price on or before 30/09/2010
	10,000,000	Convertible notes (Face value - \$2,500,000) convertible at lesser of \$0.25 or 80% of 30 day weighted average market price on or before 29/01/2010
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?	-
12	Is the issue renounceable or non-renounceable?	-
13	Ratio in which the +securities will be offered	-
14	+Class of +securities to which the offer relates	-

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15	+Record date to determine entitlements	-
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	-
17	Policy for deciding entitlements in relation to fractions	-
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	-
19	Closing date for receipt of acceptances or renunciations	-
20	Names of any underwriters	-
21	Amount of any underwriting fee or commission	-
22	Names of any brokers to the issue	-
23	Fee or commission payable to the broker to the issue	-
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	-
25	If the issue is contingent on +security holders' approval, the date of the meeting	-
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	-
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	-

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28	Date rights trading will begin (if applicable)	-
29	Date rights trading will end (if applicable)	-
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	-
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	-
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	-
33	<sup>+</sup> Despatch date	-

### 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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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

<sup>+</sup> See chapter 19 for defined terms.

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37  A copy of any trust deed for the additional <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38 Number of securities for which <sup>+</sup>quotation is sought -

39 Class of <sup>+</sup>securities for which quotation is sought -

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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	<sup>+</sup> Class
42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 38)		

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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: C Willis  
(Director)

Date: 30 January 2009

Print name: Craig Willis

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+ See chapter 19 for defined terms.

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