

**Form 605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme Base Resources Limited

ACN/ARSN 125 546 910

### 1. Details of substantial holder<sup>(1)</sup>

Name RMB Resources Limited as Trustee for Telluride Investment Trust and persons listed in Annexure A (together the "RMB Resources Group of Companies")

ACN/ARSN (if applicable) 074 930 715

The holder ceased to be a substantial holder on 14/2/11.  
The previous notice was given to the company on 15/7/10.  
The previous notice was dated 15/7/10.

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest<sup>(2)</sup> of the substantial holder or an associate<sup>(3)</sup> 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 <sup>(4)</sup>	Consideration given in relation to change <sup>(5)</sup>	Class <sup>(6)</sup> and number of securities affected	Person's votes affected
14/2/11	RMB Resources Group of Companies	Sale	\$7'990'000.00	17'000'000 ordinary shares	13.12%

### 3. Changes in association

The persons who have become associates<sup>(3)</sup> of, ceased to be associates of, or have changed the nature of their association<sup>(7)</sup> 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

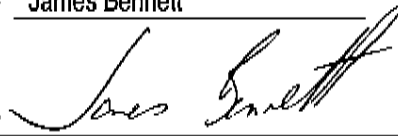
### 4. Addresses

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

Name	Address
RMB Resources Group of Companies	C/- Level 13, 60 Castlereagh Street, Sydney NSW 2000

**Signature**print name James Bennettcapacity Company Secretary

sign here

date 14/2/2011**DIRECTIONS**

<sup>(1)</sup> 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 4 of the form.

<sup>(2)</sup> See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.

<sup>(3)</sup> See the definition of "associate" in section 9 of the Corporations Act.

<sup>(4)</sup> 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).

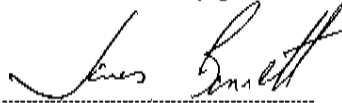
See the definition of "relevant agreement" in section 9 of the Corporations Act.

<sup>(5)</sup> 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 of 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.

<sup>(6)</sup> The voting shares of a company constitute one class unless divided into separate classes.

<sup>(7)</sup> Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 1 page referred to in form 605 signed by me and dated 14 February 2011



James Robert Bennett

## ANNEXURE A

### 1. Substantial Shareholders

The following persons are substantial shareholders by virtue to being related bodies corporate to RMB Resources Limited as trustee of the Telluride Investment Trust:-

FirstRand Limited and its related parties including the following entities:-

- RMB Holdings Limited
- RMB Australia Holdings Limited
- RMB Australia Limited
- RMB Investment Advisory Limited
- RMB Resources Capital Management Pty Limited
- Australian Gilt Securities Pty Limited
- The Marketplace Company Pty Limited
- The Marketplace Company International Limited (Guernsey)
- FirstRand Bank Holdings Limited
- FirstRand Bank Limited
- FirstRand International Limited (Guernsey)
- FirstRand International (Netherlands) BV
- FirstRand Ireland Plc
- RMB International (Netherlands Antilles) NV
- RMB International (Mauritius) Limited
- FirstRand International (Mauritius) Limited
- RMB Belgium BV
- FirstRand (UK) Limited
- RMBI (UK) Limited
- RMB Resources Inc.
- Heavy Maintenance Group Pty Ltd
- NDA Group Limited
- Instant Access Holdings Pty Ltd
- Ausreo Pty Ltd