

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Base Resources Ltd

ACN/ARSN ACN 125 546 910

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

Name Pacific Road Capital II Pty Limited

ACN/ARSN (if applicable) ACN 151 671 733

The holder became a substantial holder on 1 September 2011

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	83,636,364	83,636,364	19.9%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Pacific Road Capital II Pty Limited	Registered holder of ordinary shares in Base Resources Ltd	6,234,126 ordinary shares in Base Resources Ltd
Pacific Road Capital Management GP II Limited	Registered holder of ordinary shares in Base Resources Ltd	77,402,238 ordinary shares in Base Resources Ltd

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Pacific Road Capital II Pty Limited	Pacific Road Capital II Pty Limited	Pacific Road Capital II Pty Limited	6,234,126 ordinary shares in Base Resources Ltd
Pacific Road Capital Management GP II Limited	Pacific Road Capital Management GP II Limited	Pacific Road Capital Management GP II Limited	77,402,238 ordinary shares in Base Resources Ltd

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Pacific Road Capital II Pty Limited	1 September 2010	\$3,428,769.00	N/A	6,234,126 Ordinary Shares
Pacific Road Capital Management GP II Limited	1 September 2010	\$42,571,231.00	N/A	77,402,238 Ordinary Shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

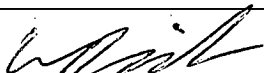
Name and ACN/ARSN (if applicable)	Nature of association
Pacific Road Capital II Pty Limited (ACN 151 671 733)  Pacific Road Capital Management GP II Limited	Associates of each other by virtue of s12(2) of the Corporations Act.

**7. Addresses**

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

Name	Address
Pacific Road Capital II Pty Limited	Level 23, 1 Alfred Street, Sydney NSW 2000
Pacific Road Capital Management GP II Limited	89 Nexus Way, Camana Bay, Grand Cayman, Cayman Islands

## Signature

print name	Greg Dick	capacity	Secretary, Pacific Road Capital II Pty Limited
sign here		date	02/09/2011

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
  - (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) Details of the consideration must include any and all benefits, moneys 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.
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**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Base Resources Ltd

ACN/ARSN ACN 125 546 910

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

Name Pacific Road Capital Management GP II Limited

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 1 September 2011

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	83,636,364	83,636,364	19.9%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Pacific Road Capital Management GP II Limited	Registered holder of ordinary shares in Base Resources Ltd	77,402,238 ordinary shares in Base Resources Ltd
Pacific Road Capital II Pty Limited	Registered holder of ordinary shares in Base Resources Ltd	6,234,126 ordinary shares in Base Resources Ltd

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
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**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Pacific Road Capital Management GP II Limited	1 September 2011	\$42,571,231.00	N/A	77,402,238 Ordinary Shares
Pacific Road Capital II Pty Limited	1 September 2011	\$3,428,769.00	N/A	6,234,126 Ordinary Shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Pacific Road Capital Management GP II Limited Pacific Road Capital II Pty Limited (ACN 151 671 733)	Associates of each other by virtue of s12(2) of the Corporations Act.

**7. Addresses**

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

Name	Address
Pacific Road Capital Management GP II Limited	89 Nexus Way, Camana Bay, Grand Cayman, Cayman Islands
Pacific Road Capital II Pty Limited	Level 23, 1 Alfred Street, Sydney NSW 2000

**Signature**

print name

Evan Burton

capacity

  
 Director,  
 Pacific Road Capital Management  
 GP II Limited

sign here

date

02/09/2011

**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 7 of the form.
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- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
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  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.
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