



# BASE RESOURCES LTD

4 October 2012

The Manager  
Company Announcements Office  
ASX Limited  
2 The Esplanade  
PERTH WA 6000

## **Notification under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)**

Base Resources Limited ABN 88 125 546 910 (**Base**) has today announced an accelerated non-renounceable pro rata entitlement offer of 1 new fully paid ordinary share in Base (**New Shares**) for every 12 Base shares held at 7.00 pm (AEST) on Tuesday, 9 October 2012 by shareholders with a registered address in Australia and New Zealand and any other jurisdiction Base has decided to make offers (**Entitlement Offer**). Each New Share is being issued at an issue price of \$0.40 to raise approximately \$15.3 million.

At the same time, Base announced a proposed placement of 61,629,998 ordinary shares to selected institutional shareholders at an issue price of \$0.40 to raise approximately \$24.6 million (**Placement**).

Base gives notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by the Australian Securities and Investments Commission Class Orders 08/35 and 07/571 (**Class Orders**) that:

1. the New Shares will be offered without disclosure to investors under Part 6D.2 of the Corporations Act as notionally modified by the Class Orders;
2. as at the date of this notice, Base has complied with:
  - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Base; and
  - (b) section 674 of the Corporations Act;
3. as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by the Class Orders; and
4. the issue of New Shares pursuant to the Entitlement Offer is not expected to have any material effect or consequence on the control of Base. However, to the extent that any shareholder fails to take up their entitlement to New Shares under the Entitlement Offer, that shareholder's percentage holding in Base will be diluted by those other shareholders who take up some or all of their entitlement. Shareholders generally will also have their percentage holdings diluted by the issue of shares in the Placement.

Further details regarding the Entitlement Offer and Placement are set out in the investor presentation accompanying this notice.

Yours faithfully

Mr Winton Willesee  
Director and Company Secretary  
**Base Resources Limited**