Not for release or distribution in the United States

ASX and Media Release
11 October 2012

Despatch of Retail Entitlement Offer Booklet

Base Resources Limited (ASX: BSE) (**Base**) confirms the despatch of the Retail Entitlement Offer Booklet, together with personalised Entitlement and Acceptance Forms to eligible retail shareholders, as part of Base's accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) announced on 4 October 2012.

A copy of the Retail Entitlement Offer Booklet is also available on Base's website (www.baseresources.com.au).

Shareholder enquiries

Retail shareholders who may have questions relating to the Entitlement Offer should consult their stockbroker, accountant or other professional advisor.

Further information in relation to the matters described in this announcement including important notices and key risks is set out in the Investor Presentation included in the Retail Entitlement Offer Booklet. The information in the Important Notices section of that presentation apply to this announcement as if set out in full in this announcement.

Ashurst Australia is Base's legal adviser in relation to the Entitlement Offer.

ENDS

For further enquiries contact:

Tim Carstens
Managing Director
Base Resources Ltd
Email: tcarstens@baseresources.com.au
Phone: +61 (0)8 9413 7400

Steve Allen
Executive Director
RFC Ambrian Limited
Email: stephen.allen@rfcambrian.com
Phone: +61 (0)8 9480 2500

Corporate Details:

Board of Directors:		**Principal & Registered Office:**	**Contacts:**
Andrew King	Non-Executive Chairman	Level 1	Email:
Tim Carstens	Managing Director	50 Kings Park Road	info@baseresources.com.au
Colin Bwye	Executive Director	West Perth	Phone: (08) 9413 7400
Sam Willis	Non-Executive Director	WA 6005	Fax: (08) 9322 8912
Michael Anderson	Non-Executive Director		
Trevor Schultz	Non-Executive Director		
Winton Willesee	Non-Executive Director/ Company Secretary		

About Base Resources

Base Resources Limited (ASX:BSE) is developing the world-class Kwale Mineral Sands Project in Kenya, East Africa. Kwale is an advanced and highly competitive project in a sector with a significant forecast supply shortfall widely expected to emerge in the medium term.

The Kwale Project represents an advanced development opportunity with all material project approvals, permits and licenses required for development currently in place, funding in place and construction of all project elements underway.

The Project enjoys a high level of support from the Government of Kenya as well as the local community and, located just 50km from Mombasa, Kenya's principal port facility, is well serviced by existing physical infrastructure.

Importantly, two pilot plant operations at Kwale provide confidence in processing behaviour and indicate a suite of readily marketable products. The Project's high value mineral assemblage and low stripping ratio result in a projected revenue to cash cost ratio that would place Kwale in the top quartile of world producers.

A realistic development time line should see the Kwale Project in production in the second half of 2013.