



**BASE
RESOURCES LTD**

2 November 2012

Market Announcements Office
ASX Limited
Level 8 Exchange Plaza
2 The Esplanade
PERTH WA 6000

Largest 20 Shareholders

Attached is a statement setting out the largest 20 shareholders of Base Resources Limited (**Base**) as at 2 November 2012, following completion of Base's recent placement and accelerated non-renounceable entitlement offer.

Further Information;

Mr Winton Willesee
Director and Company Secretary
Base Resources Limited

CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
(RSP520:09.15:021112)

BASE RESOURCES LIMITED/BSE

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T O P 2 0 H O L D E R S ***

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A.C.N. 125 546 910

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CLASS: ORD/ORDINARY FULLY PAID SHARES

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	J P MORGAN NOMINEES AUSTRALIA LIMITED	157,664,787	28.13	1
	PACIFIC ROAD CAPITAL MANAGEMENT GP II LIMITED	98,184,512	17.52	2
	HSBC CUSTODY NOMINEES <AUSTRALIA> LIMITED	96,942,815	17.30	3
	NATIONAL NOMINEES LIMITED	55,993,940	9.99	4
	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	25,516,550	4.55	5
	PACIFIC ROAD CAPITAL II PTY LTD <PACIFIC RD RES FUND II A/C>	12,433,348	2.22	6
	HSBC CUSTODY NOMINEES <AUSTRALIA> LIMITED - A/C 2	6,261,393	1.12	7
	ALCHEMY SECURITIES PTY LTD	5,815,593	1.04	8
	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	5,015,495	0.89	9
	UBS NOMINEES PTY LTD	3,960,716	0.71	10
	RAPTOR SECURITIES PTY LTD	3,901,667	0.70	11
	CITICORP NOMINEES PTY LIMITED	3,828,110	0.68	12
	HSBC CUSTODY NOMINEES <AUSTRALIA> LIMITED - A/C 3	3,501,940	0.62	13

HSBC CUSTODY NOMINEES <AUSTRALIA> LIMITED <NT-COMNWLTH SUPER CORP A/C>	3,194,533	0.57	14
M F CUSTODIANS LTD	3,020,242	0.54	15
ETRADE AUSTRALIA NOMINEES PTY LIMITED	2,664,668	0.48	16
ESCOR INVESTMENTS PTY LTD	2,550,872	0.46	17
PACIFIC ROAD CAPITAL MGMNT GP II LTD	2,433,861	0.43	18
MS RITA MARIAN BROOKS &	2,144,497	0.38	19
MR WILLIAM TOBIAS BROOKS <THE BROOKS SUPER FUND A/C>			
BNP PARIBAS NOMS PTY LTD <DRP>	2,141,053	0.38	20
*** REPORT TOTAL ***	497,170,592	88.71	
*** REMAINDER ***	63,269,437	11.29	

*** GRAND TOTAL ***	560,440,029	100.00	
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