Fax cover sheet

Date: November 20, 2012

To: Market Announcements Office, Australian Stock Exchange
Copy: Base Resources Limited
Fax: +61 2 9778 0999

From: Aterra Investments Ltd.

Phone/Fax: Tel: +357-25555000/ Fax: +357 25555001

Subject: Attached please find Form 603 - Notice of initial substantial holder with respect to Aterra Investments Ltd's acquisition of shares of Base Resources Limited, as filed today, November 20, 2012

Pages: 4 (incl. this page)

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme BASE RESOURCES LIMITED

ACN/ARSN 88 125 546 910

1. Details of substantial holder (1)
Name ATERRA INVESTMENTS LIMITED
ACN / ARSN (if applicable)

The holder became a substantial holder on 19 / 11 / 2012.

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	Persons' votes (5)	Voting power (6)
Ordinary Shares	26,129,425	26,129,425	5.67%

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
Aterra Investments Limited	Aterra Investments Limited is a metals and mining investment fund	26,129,425

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
Aterra Investments Limited	Morgan Stanley	Morgan Stanley	22,266,248
Aterra Investments Limited	UBS AG	UBS AG	3,863,177

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 transaction date	Consideration (Cash)	Class and number of securities
Aterra Investments Limited	20/09/2012	0.4949	1,400,000
Aterra Investments Limited	27/09/2012	0.5097	1,931,010
Aterra Investments Limited	27/09/2012	0.46	235,000
Aterra Investments Limited	02/10/2012	0.40	50,000
Aterra Investments Limited	12/10/2012	0.40	1,047,173
Aterra Investments Limited	12/10/2012	0.40	6,875,000
Aterra Investments Limited	12/10/2012	0.43	250,000
Aterra Investments Limited	12/10/2012	0.44	1,000,000
Aterra Investments Limited	12/10/2012	0.44	250,000
Aterra Investments Limited	25/10/2012	0.40	297,167
Aterra Investments Limited	25/10/2012	0.40	4,166
Aterra Investments Limited	29/10/2012	0.40	714,753

Aterra Investments Limited	02/11/2012	0.26	100,000
Aterra Investments Limited	02/11/2012	0.264	500,000
Aterra Investments Limited	06/11/2012	0.2745	208,894
Aterra Investments Limited	07/11/2012	0.2774	500,000
Aterra Investments Limited	08/11/2012	0.2678	500,000
Aterra Investments Limited	08/11/2012	0.267	500,000
Aterra Investments Limited	09/11/2012	0.26	175,000
Aterra Investments Limited	12/11/2012	0.2503	2,300,000
Aterra Investments Limited	13/11/2012	0.2375	250,000
Aterra Investments Limited	14/11/2012	0.2476	825,000
Aterra Investments Limited	15/11/2012	0.2442	388,462
Aterra Investments Limited	16/11/2012	0.24	100,000
Aterra Investments Limited	19/11/2012	0.25	5,727,800

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
Not Applicable	

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

Name	Address
Aterra Investments Limited	Trident Trust Company (B.V.I) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands

Signature

print name GEORGIA KAFKALIA capacity DIRECTOR

sign here date 20 / 11 / 2012

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 A.

(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, 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.