

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme BASE RESOURCES LIMITED (BSE)

ACN/ARSN ACN 125 546 910

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder ceased to be a substantial holder on 02/09/2014

The previous notice was given to the company on 10/12/2013

The previous notice was dated 06/12/2013

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
2/09/2014	WBC & its Associates, Advanced Asset Management Limited, Asgard Capital Management Limited, BT Funds Management Limited, Westpac RE Limited, BT Investment Management (Fund Services) Limited, BT Funds Management No.2 Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

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

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Westpac RE Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Sydney, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
BASE RESOURCES LIMITED (BSE)	The Company Secretary, BASE RESOURCES LIMITED (BSE) Level 1, 50 Kings Park Road WEST PERTH WA 6005 Tel: +61 8 9413 7400 Fax: +61 8 9322 8912

Signature

Print name Tim Hartin Capacity Company Secretary

Sign here _____ Date 04/09/2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation - 2/09/2014

Sales & Purchases for the period : 7/12/2013 to 2/09/2014

SECURITY: BSE

Advance Asset Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/12/2013	HSBC Custody Nominees (Australia) Limited.	Purchase	167,379	71,972.97	Ordinary	167,379
25/02/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	30,596	13,768.20	Ordinary	30,596
26/02/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	9,010	4,054.50	Ordinary	9,010
7/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-2,646	-1,217.16	Ordinary	2,646
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-98,272	-36,360.64	Ordinary	98,272
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-8,709	-3,222.33	Ordinary	8,709
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-17,361	-6,423.57	Ordinary	17,361
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-167,379	-61,930.23	Ordinary	167,379
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-8,052	-2,979.24	Ordinary	8,052
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-92,899	-34,372.63	Ordinary	92,899
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-54,546	-20,182.02	Ordinary	54,546
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-162,673	-60,189.01	Ordinary	162,673
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-31,241	-11,559.17	Ordinary	31,241
20/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-197,835	-73,198.95	Ordinary	197,835
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-19,098	-7,066.26	Ordinary	19,098
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-4,922	-1,821.14	Ordinary	4,922
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,078	-3,728.86	Ordinary	10,078
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-119,939	-44,377.43	Ordinary	119,939
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-90,004	-33,301.48	Ordinary	90,004
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-20,115	-7,442.55	Ordinary	20,115
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-100,000	-37,000.00	Ordinary	100,000
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-53,402	-19,758.74	Ordinary	53,402
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-39,030	-14,441.10	Ordinary	39,030
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-225,709	-83,512.33	Ordinary	225,709
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-181,176	-67,035.12	Ordinary	181,176
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-34,846	-12,893.02	Ordinary	34,846
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-30,596	-11,320.52	Ordinary	30,596
1/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-9,010	-3,333.70	Ordinary	9,010
	Total		-1,572,553	-568,871.53		
	Advance Asset Management Limited Total					
	:		-1,572,553	-568,871.53		

Asgard Capital Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/08/2014	ASGARD Capital Management Limited	Sale	-14,084	-4,084.36	Ordinary	14,084
	Total		-14,084	-4,084.36		
	Asgard Capital Management Limited Total					
	:		-14,084	-4,084.36		

BT Funds Management Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/04/2014	BT Portfolio Services Limited	Purchase	28,300	12,205.79	Ordinary	28,300
9/04/2014	BT Portfolio Services Limited	Purchase	10,000	4,336.00	Ordinary	10,000
10/06/2014	BT Portfolio Services Limited	Purchase	25,000	8,585.00	Ordinary	25,000
	Total		63,300	25,126.79		
	BT Funds Management Limited Total :		63,300	25,126.79		

BT Funds Management No.2 Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-2,255	-1,127.50	Ordinary	2,255
11/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-29,378	-14,689.00	Ordinary	29,378
12/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-25,289	-12,644.50	Ordinary	25,289
29/01/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	140,405	57,566.05	Ordinary	140,405
10/02/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	6,221	2,550.61	Ordinary	6,221
3/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-57,857	-25,457.08	Ordinary	57,857
4/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-37,054	-16,303.76	Ordinary	37,054
5/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,089	-2,239.16	Ordinary	5,089
29/07/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-29,528	-10,039.52	Ordinary	29,528
29/07/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-86,035	-29,251.90	Ordinary	86,035
29/07/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-117,293	-39,879.62	Ordinary	117,293
2/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-9,185	-2,755.50	Ordinary	9,185
2/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-64,068	-19,220.40	Ordinary	64,068
2/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-95,065	-28,519.50	Ordinary	95,065
	Total		-411,470	-142,010.78		
	BT Funds Management No.2 Limited Total :		-411,470	-142,010.78		

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/12/2013	Australia and New Zealand Banking Group Limited	Sale	-229	-114.50	Ordinary	229
11/12/2013	Australia and New Zealand Banking Group Limited	Sale	-2,983	-1,491.50	Ordinary	2,983
12/12/2013	Australia and New Zealand Banking Group Limited	Sale	-2,568	-1,284.00	Ordinary	2,568
29/01/2014	Australia and New Zealand Banking Group Limited	Purchase	13,846	5,676.86	Ordinary	13,846
10/02/2014	Australia and New Zealand Banking Group Limited	Purchase	613	251.33	Ordinary	613
29/07/2014	Australia and New Zealand Banking Group Limited	Sale	-1,959	-666.06	Ordinary	1,959
2/09/2014	Australia and New Zealand Banking Group Limited	Sale	-13,883	-4,164.90	Ordinary	13,883
	Total		-7,163	-1,792.77		
Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/12/2013	National Australian Custodian Services	Sale	-969	-484.50	Ordinary	969
10/12/2013	National Australian Custodian Services	Sale	-1,808	-904.00	Ordinary	1,808

10/12/2013	National Australian Custodian Services	Sale	-564	-282.00	Ordinary	564
11/12/2013	National Australian Custodian Services	Sale	-7,354	-3,677.00	Ordinary	7,354
12/12/2013	National Australian Custodian Services	Sale	-6,330	-3,165.00	Ordinary	6,330
13/12/2013	National Australian Custodian Services	Sale	-30,407	-13,987.22	Ordinary	30,407
13/12/2013	National Australian Custodian Services	Sale	-34,433	-15,839.18	Ordinary	34,433
13/12/2013	National Australian Custodian Services	Sale	-17,964	-8,263.44	Ordinary	17,964
13/12/2013	National Australian Custodian Services	Sale	-8,114	-3,732.44	Ordinary	8,114
13/12/2013	National Australian Custodian Services	Sale	-47,985	-22,073.10	Ordinary	47,985
13/12/2013	National Australian Custodian Services	Sale	-19,348	-8,900.08	Ordinary	19,348
13/12/2013	National Australian Custodian Services	Sale	-68,911	-31,699.06	Ordinary	68,911
13/12/2013	National Australian Custodian Services	Sale	-25,748	-11,844.08	Ordinary	25,748
13/12/2013	National Australian Custodian Services	Sale	-17,230	-7,925.80	Ordinary	17,230
13/12/2013	National Australian Custodian Services	Sale	-70,148	-32,268.08	Ordinary	70,148
13/12/2013	National Australian Custodian Services	Sale	-39,789	-18,302.94	Ordinary	39,789
13/12/2013	National Australian Custodian Services	Sale	-13,511	-6,215.06	Ordinary	13,511
13/12/2013	National Australian Custodian Services	Sale	-54,135	-24,902.10	Ordinary	54,135
13/12/2013	National Australian Custodian Services	Sale	-24,182	-11,123.72	Ordinary	24,182
13/12/2013	National Australian Custodian Services	Sale	-59,472	-27,357.12	Ordinary	59,472
13/12/2013	National Australian Custodian Services	Sale	-153,829	-70,761.34	Ordinary	153,829
13/12/2013	National Australian Custodian Services	Sale	-109,853	-50,532.38	Ordinary	109,853
13/12/2013	National Australian Custodian Services	Sale	-210,177	-96,681.42	Ordinary	210,177
13/12/2013	National Australian Custodian Services	Sale	-518,453	-238,488.38	Ordinary	518,453
13/12/2013	National Australian Custodian Services	Sale	-6,373	-2,931.58	Ordinary	6,373
13/12/2013	National Australian Custodian Services	Sale	-29,743	-13,681.78	Ordinary	29,743
13/12/2013	National Australian Custodian Services	Sale	-9,521	-4,379.66	Ordinary	9,521
13/12/2013	National Australian Custodian Services	Sale	-3,576	-1,644.96	Ordinary	3,576
13/12/2013	National Australian Custodian Services	Sale	-259,917	-119,561.82	Ordinary	259,917
13/12/2013	National Australian Custodian Services	Sale	-120,659	-55,503.14	Ordinary	120,659
13/12/2013	National Australian Custodian Services	Sale	-14,006	-6,442.76	Ordinary	14,006
13/12/2013	National Australian Custodian Services	Sale	-29,575	-13,604.50	Ordinary	29,575
13/12/2013	National Australian Custodian Services	Sale	-40,428	-18,596.88	Ordinary	40,428
13/12/2013	National Australian Custodian Services	Sale	-49,020	-22,549.20	Ordinary	49,020
13/12/2013	National Australian Custodian Services	Sale	-69,900	-32,154.00	Ordinary	69,900
13/12/2013	National Australian Custodian Services	Sale	-1,188	-546.48	Ordinary	1,188
13/12/2013	National Australian Custodian Services	Sale	-1,333	-613.18	Ordinary	1,333
13/12/2013	National Australian Custodian Services	Sale	-26,425	-12,155.50	Ordinary	26,425
13/12/2013	National Australian Custodian Services	Sale	-56,057	-25,786.22	Ordinary	56,057
13/12/2013	National Australian Custodian Services	Sale	-86,437	-39,761.02	Ordinary	86,437
13/12/2013	National Australian Custodian Services	Sale	-116,062	-53,388.52	Ordinary	116,062
13/12/2013	National Australian Custodian Services	Sale	-30,530	-14,043.80	Ordinary	30,530
13/12/2013	National Australian Custodian Services	Sale	-323,898	-148,993.08	Ordinary	323,898
13/12/2013	National Australian Custodian Services	Sale	-2,892	-1,330.32	Ordinary	2,892
13/12/2013	National Australian Custodian Services	Sale	-63,948	-29,416.08	Ordinary	63,948
13/12/2013	National Australian Custodian Services	Sale	-11,427	-5,256.42	Ordinary	11,427
13/12/2013	National Australian Custodian Services	Sale	-12,160	-5,593.60	Ordinary	12,160
13/12/2013	National Australian Custodian Services	Sale	-27,481	-12,641.26	Ordinary	27,481
13/12/2013	National Australian Custodian Services	Sale	-23,115	-10,632.90	Ordinary	23,115
13/12/2013	National Australian Custodian Services	Sale	-4,773	-2,195.58	Ordinary	4,773
13/12/2013	National Australian Custodian Services	Sale	-36,574	-16,824.04	Ordinary	36,574

13/12/2013	National Australian Custodian Services	Sale	-24,734	-11,377.64	Ordinary	24,734
13/12/2013	National Australian Custodian Services	Sale	-135,009	-62,104.14	Ordinary	135,009
13/12/2013	National Australian Custodian Services	Sale	-15,859	-7,295.14	Ordinary	15,859
13/12/2013	National Australian Custodian Services	Sale	-5,934	-2,729.64	Ordinary	5,934
13/12/2013	National Australian Custodian Services	Sale	-12,004	-5,521.84	Ordinary	12,004
13/12/2013	National Australian Custodian Services	Sale	-15,446	-7,105.16	Ordinary	15,446
13/12/2013	National Australian Custodian Services	Sale	-24,919	-11,462.74	Ordinary	24,919
13/12/2013	National Australian Custodian Services	Sale	-2,479	-1,140.34	Ordinary	2,479
13/12/2013	National Australian Custodian Services	Sale	-62,677	-28,831.42	Ordinary	62,677
13/12/2013	National Australian Custodian Services	Sale	-7,277	-3,347.42	Ordinary	7,277
13/12/2013	National Australian Custodian Services	Sale	-15,797	-7,266.62	Ordinary	15,797
13/12/2013	National Australian Custodian Services	Sale	-8,944	-4,114.24	Ordinary	8,944
13/12/2013	National Australian Custodian Services	Sale	-15,356	-7,063.76	Ordinary	15,356
13/12/2013	National Australian Custodian Services	Sale	-20,994	-9,657.24	Ordinary	20,994
13/12/2013	National Australian Custodian Services	Sale	-25,457	-11,710.22	Ordinary	25,457
13/12/2013	National Australian Custodian Services	Sale	-36,450	-16,767.00	Ordinary	36,450
13/12/2013	National Australian Custodian Services	Sale	-20,680	-9,512.80	Ordinary	20,680
13/12/2013	National Australian Custodian Services	Sale	-36,296	-16,696.16	Ordinary	36,296
13/12/2013	National Australian Custodian Services	Sale	-7,025	-3,231.50	Ordinary	7,025
13/12/2013	National Australian Custodian Services	Sale	-624	-287.04	Ordinary	624
13/12/2013	National Australian Custodian Services	Sale	-699	-321.54	Ordinary	699
13/12/2013	National Australian Custodian Services	Sale	-13,618	-6,264.28	Ordinary	13,618
13/12/2013	National Australian Custodian Services	Sale	-28,010	-12,884.60	Ordinary	28,010
13/12/2013	National Australian Custodian Services	Sale	-12,750	-5,865.00	Ordinary	12,750
13/12/2013	National Australian Custodian Services	Sale	-29,117	-13,393.82	Ordinary	29,117
13/12/2013	National Australian Custodian Services	Sale	-30,895	-14,211.70	Ordinary	30,895
13/12/2013	National Australian Custodian Services	Sale	-44,904	-20,655.84	Ordinary	44,904
13/12/2013	National Australian Custodian Services	Sale	-60,295	-27,735.70	Ordinary	60,295
13/12/2013	National Australian Custodian Services	Sale	-79,913	-36,759.98	Ordinary	79,913
13/12/2013	National Australian Custodian Services	Sale	-57,064	-26,249.44	Ordinary	57,064
13/12/2013	National Australian Custodian Services	Sale	-109,175	-50,220.50	Ordinary	109,175
13/12/2013	National Australian Custodian Services	Sale	-269,273	-123,865.58	Ordinary	269,273
13/12/2013	National Australian Custodian Services	Sale	-168,236	-77,388.56	Ordinary	168,236
13/12/2013	National Australian Custodian Services	Sale	-17,808	-8,191.68	Ordinary	17,808
13/12/2013	National Australian Custodian Services	Sale	-3,310	-1,522.60	Ordinary	3,310
13/12/2013	National Australian Custodian Services	Sale	-9,328	-4,290.88	Ordinary	9,328
13/12/2013	National Australian Custodian Services	Sale	-1,502	-690.92	Ordinary	1,502
13/12/2013	National Australian Custodian Services	Sale	-4,215	-1,938.90	Ordinary	4,215
13/12/2013	National Australian Custodian Services	Sale	-33,208	-15,275.68	Ordinary	33,208
13/12/2013	National Australian Custodian Services	Sale	-6,314	-2,904.44	Ordinary	6,314
13/12/2013	National Australian Custodian Services	Sale	-14,271	-6,564.66	Ordinary	14,271
13/12/2013	National Australian Custodian Services	Sale	-10,047	-4,621.62	Ordinary	10,047
13/12/2013	National Australian Custodian Services	Sale	-4,944	-2,274.24	Ordinary	4,944
13/12/2013	National Australian Custodian Services	Sale	-35,785	-16,461.10	Ordinary	35,785
13/12/2013	National Australian Custodian Services	Sale	-1,857	-854.22	Ordinary	1,857
29/01/2014	National Australian Custodian Services	Purchase	43,922	18,008.02	Ordinary	43,922
10/02/2014	National Australian Custodian Services	Purchase	1,946	797.86	Ordinary	1,946
2/09/2014	National Australian Custodian Services	Sale	-15,065	-4,519.50	Ordinary	15,065
Total			-4,507,428	-2,073,980.88		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/12/2013	National Nominees Limited	Sale	-620	-310.00	Ordinary	620
11/12/2013	National Nominees Limited	Sale	-8,079	-4,039.50	Ordinary	8,079
12/12/2013	National Nominees Limited	Sale	-6,955	-3,477.50	Ordinary	6,955
29/01/2014	National Nominees Limited	Purchase	48,145	19,739.45	Ordinary	48,145
10/02/2014	National Nominees Limited	Purchase	2,133	874.53	Ordinary	2,133
2/09/2014	National Nominees Limited	Sale	-16,394	-4,918.20	Ordinary	16,394
Total			18,230	7,868.78		
BT Investment Management (Fund Services) Limited Total :			-4,496,361	-2,067,904.87		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-11,236	-5,618.00	Ordinary	11,236
10/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-1,819	-909.50	Ordinary	1,819
11/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-23,703	-11,851.50	Ordinary	23,703
11/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-146,419	-73,209.50	Ordinary	146,419
12/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-126,038	-63,019.00	Ordinary	126,038
12/12/2013	HSBC Custody Nominees (Australia) Limited.	Sale	-20,404	-10,202.00	Ordinary	20,404
29/01/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	690,052	282,921.32	Ordinary	690,052
10/02/2014	HSBC Custody Nominees (Australia) Limited.	Purchase	30,576	12,536.16	Ordinary	30,576
3/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-144,643	-63,642.92	Ordinary	144,643
4/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-92,634	-40,758.96	Ordinary	92,634
5/03/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-12,723	-5,598.12	Ordinary	12,723
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-489,730	-215,481.20	Ordinary	489,730
11/04/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-28,018	-12,327.92	Ordinary	28,018
28/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-10,000	-3,900.00	Ordinary	10,000
29/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-17,105	-6,670.95	Ordinary	17,105
30/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-230,000	-89,700.00	Ordinary	230,000
30/05/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-115,762	-45,147.18	Ordinary	115,762
3/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-100,000	-39,000.00	Ordinary	100,000
11/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-6,500	-2,145.00	Ordinary	6,500
11/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-163	-53.79	Ordinary	163
12/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-01	-.34	Ordinary	01
13/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-50,000	-14,000.00	Ordinary	50,000
13/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-20,000	-6,000.00	Ordinary	20,000
16/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-976,137	-292,841.10	Ordinary	976,137
16/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-9,998	-2,999.40	Ordinary	9,998
16/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-23,863	-7,158.90	Ordinary	23,863
17/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-159,470	-47,841.00	Ordinary	159,470
17/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-240,530	-72,159.00	Ordinary	240,530
17/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-150,000	-46,500.00	Ordinary	150,000
18/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-150,000	-46,500.00	Ordinary	150,000
19/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-150,000	-49,500.00	Ordinary	150,000
23/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-21,309	-6,818.88	Ordinary	21,309
23/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-50,000	-16,000.00	Ordinary	50,000
23/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-270,989	-86,716.48	Ordinary	270,989

23/06/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-165,418	-52,933.76	Ordinary	165,418
29/07/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-356,598	-121,243.32	Ordinary	356,598
29/07/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-408,587	-138,919.58	Ordinary	408,587
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-162,541	-48,762.30	Ordinary	162,541
7/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-51,624	-15,487.20	Ordinary	51,624
8/08/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-5,809	-1,684.61	Ordinary	5,809
2/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-634,141	-190,242.30	Ordinary	634,141
2/09/2014	HSBC Custody Nominees (Australia) Limited.	Sale	-207,367	-62,210.10	Ordinary	207,367
Total			-5,120,651	-1,720,296.33		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/12/2013	National Australia Bank Limited	Purchase	2,944,133	1,354,301.18	Ordinary	2,944,133
13/12/2013	National Australia Bank Limited	Purchase	1,577,073	725,453.58	Ordinary	1,577,073
29/01/2014	National Australia Bank Limited	Purchase	192,079	78,752.39	Ordinary	192,079
10/02/2014	National Australia Bank Limited	Purchase	8,511	3,489.51	Ordinary	8,511
11/04/2014	National Australia Bank Limited	Purchase	517,748	227,809.12	Ordinary	517,748
2/09/2014	National Australia Bank Limited	Sale	-145,807	-43,742.10	Ordinary	145,807
Total			5,093,737	2,346,063.68		
BT Investment Management (Institutional) Limited Total :			-26,914	625,767.35		

ANNEXURE B

This is annexure 'B ' (being 3 pages) referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary Westpac Banking Corporation – 02/09/2014

Westpac Banking Corporation	Australia	Packaging Properties 1 Pty Limited	Australia
1925 (Commercial) Pty Limited	Australia	Packaging Properties 2 Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Packaging Properties 3 Pty Limited	Australia
1925 Advances Pty Limited	Australia	Partnership Pacific Pty Limited	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Partnership Pacific Securities Pty Limited	Australia
Advance Asset Management Limited	Australia	Pashley Investments Pty Limited	Australia
Altitude Administration Pty Limited	Australia	Qvalent Pty Limited	Australia
Altitude Rewards Pty Limited	Australia	RAMS Financial Group Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	Reinventure Fund ILP	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	RMS Warehouse Trust 2007-1	Australia
Ascalon Capital Managers Limited	Australia	Sallmoor Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	Securitor Financial Group Limited	Australia
Asgard Capital Management Limited	Australia	Seed Pool Trust No. 2	Australia
Asgard Wealth Solutions Limited	Australia	Series 2007-1G WST Trust	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	Series 2008-1M WST Trust	Australia
Australian Loan Processing Security Trust	Australia	Series 2009-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 1	Australia	Series 2011-1 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 2	Australia	Series 2011-2 WST Trust	Australia
Bella Trust No. 2 Series 2011 - 3	Australia	Series 2011-3 WST Trust	Australia
Bella Trust No. 2 Series 2012 - 1	Australia	Series 2012-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 1	Australia	Series 2013-1 WST Trust	Australia
Bella Trust No. 2 Series 2010 - 2	Australia	Series 2013-2 WST Trust	Australia
Belliston Pty Limited	Australia	Series 2014-1 WST Trust	Australia
Bill Acceptance Corporation Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
BLE Capital Investments Pty Limited	Australia	SIE-Lease (New Zealand) Pty Limited	New Zealand
BLE Capital Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
BLE Development Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Custodial Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Equity Finance Limited	Australia
BT Australia Pty Limited	Australia	St.George Finance Holdings Limited	Australia
BT Financial Group (NZ) Limited	New Zealand	St.George Finance Limited	Australia
BT Financial Group Pty Limited	Australia	St.George Life Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	St.George Motor Finance Limited	Australia
BT Funds Management Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Investment Management (Fund Services) Limited	Australia	Sydney Capital Corp Inc.	USA
BT Investment Management (Institutional) Limited	Australia	Tavarua Funding Trust IV	USA
BT Investment Management Limited	Australia	Teuton Pty Limited	Australia
BT Long Term Income Fund	Australia	The Home Mortgage Company Limited	New Zealand
BT Portfolio Services Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Private Nominees Pty Limited	Australia	The Warehouse Financial Services Limited	New Zealand

BT Securities Limited	Australia	Value Nominees Pty Limited	Australia
BT Short Term Income Fund	Australia	W1 Investments Pty Limited	Australia
BTIM UK Limited	UK	Waratah Receivables Corp Pty Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Waratah Securities Australia Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
Capital Finance (NZ) Limited	Australia	Westpac Administration Pty Limited	Australia
Capital Finance Australia Limited	Australia	Westpac Administration 2 Limited	Australia
Capital Finance New Zealand Limited	Australia	Westpac Administration 3 Limited	Australia
Capital Fleetlease Limited	Australia	Westpac Administration 4 Limited	Australia
Capital Motor Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Rent Group Limited	New Zealand	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Limited	Australia	Westpac Bank Samoa Limited	Samoa
Core Infrastructure Income Feeder 1 L P	UK	Westpac Bank-PNG-Limited	Papua New Guinea
Core Infrastructure Income Feeder 2 L P	UK	Westpac Capital Holdings Inc.	USA
Core Infrastructure Income Master L P	UK	Westpac Capital Markets Holding Corp.	USA
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Markets LLC	USA
Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Capital Trust IV	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP No.1 Pty Limited	Australia	Westpac Cash PIE Fund	Australia
Crusade CP Trust No. 41	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 44	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 48	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Trust No. 49	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP Trust No. 50	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 52	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 53	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 54	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Equipment Finance Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade CP Trust No. 57	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade CP Trust No. 58	Australia	Westpac Equity Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Europe Limited	UK
Crusade Euro Trust 1E of 2006	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Euro Trust 1E of 2007	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 1 of 2005	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Financial Services Group Limited	Australia
Crusade Global Trust 1 of 2007	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Services Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Funding Holdings Pty Limited	Australia
Crusade Management Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
Crusade Trust 1A of 2005	Australia	Westpac Funds Financing Pty Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac General Insurance Limited	Australia
Danaby Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Global Capital Markets Pty Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Group Investment-NZ-Limited	New Zealand
G.C.L. Investments Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia

General Credit Holdings Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Halcyon Securities Pty Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investments U.K. Limited	UK
Hastings Funds Management (UK) Limited	Singapore	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Life Insurance Services Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Group Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac New Zealand Limited	New Zealand
Hastings Infrastructure 2 Limited	UK	Westpac Nominees-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Investment Management Pty Ltd	USA	Westpac NZ Covered Bond Limited	New Zealand
Hastings Investment Management (Europe) Ltd	UK	Westpac NZ Leasing Limited	New Zealand
Hastings Investments GP LLC	Australia	Westpac NZ Operations Limited	New Zealand
Hastings Korea Company Limited	Korea	Westpac NZ Securitisation Holdings Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Hastings Management Pty Limited	India	Westpac NZ Securitisation No. 2 Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Hickory Trust	Australia	Westpac Overseas Holdings Pty Limited	Australia
Hitton Pty Limited	Australia	Westpac Pacific Limited Partnership	Australia
HLT Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Infrastructure GP LLP	UK	Westpac RE Limited	Australia
Infrastructure GP 2 LLP	UK	Westpac Securities Administration Limited	Australia
J O Hambro Capital Management Holdings Limited	UK	Westpac Securities Limited	Australia
J O Hambro Capital Management Limited	UK	Westpac Securities NZ Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Securitisation Holdings Pty Limited	Australia
JOHCM (USA) Inc	USA	Westpac Securitisation Management Pty Limited	Australia
Magnitude Group Pty Limited	Australia	Westpac Singapore Limited	Singapore
MIF Custodian Trust	New Zealand	Westpac Structured Products Limited	Australia
Mortgage Management Pty Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Nationwide Management Pty Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Net Nominees Limited	Australia	Westpac Term PIE Fund	New Zealand
North Ryde Office Trust	Australia	Westpac TPS Trust	Australia
Number 120 Limited	New Zealand	Westpac Unit Trust	Australia
Oniston Pty Limited	Australia	Westpac USA Inc.	USA

Note: Westpac retains 62.1% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (62.1%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia