

Mr Ben Tippet  
Adviser, Listings (Perth)  
Level 8, Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

11 February 2015

**BY ELECTRONIC LODGEMENT**

Dear Sir

**Base Resources Limited – Takeover bid for World Titanium Resources Limited**

The offer by Base Resources Limited for all of the issued capital in World Titanium Resources Limited closed at 7.00pm (WST) on 6 February 2015.

In compliance with ASX Listing Rule 3.4.1, please find attached a holding distribution schedule and listing of the largest 20 shareholders for Base as at 6 February 2015.

Yours faithfully



**Winton Willesee**  
Company Secretary  
Base Resources Limited

## Base Resources Limited

Largest 20 shareholders as at Friday 6 February 2015

NAME	NUMBER OF SHARES	%
1. HSBC Custody Nominees <Australia>	169,558,108	30.07
2. J P Morgan Nominees Australia Limited	108,791,178	19.29
3. Pacific Road Capital Management GP II Limited	98,184,512	17.41
4. National Nominees Limited	50,558,143	8.97
5. Citicorp Nominees Pty Limited	25,296,202	4.49
6. UBS Nominees Pty Ltd	13,384,757	2.37
7. Pacific Road Capital II Pty Ltd <Pacific Rd Res Fund II A/C>	12,433,348	2.20
8. Warbont Nominees Pty Ltd <Accumulation Entrepot A/C>	6,195,812	1.10
9. HSBC Custody Nominees <Australia>	5,625,071	1.00
10. Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	5,261,418	0.93
11. Raptor Securities Pty Ltd	3,180,000	0.56
12. Alchemy Securities Pty Ltd	3,150,000	0.56
13. HSBC Custody Nominees <Australia>	2,990,015	0.53
14. Pacific Road Capital Mgmt Gp II Ltd	2,433,861	0.43
15. CPU Share Plans Pty Ltd <BSE LTS Control A/C>	2,062,742	0.37
16. Zero Nominees Pty Ltd	1,828,333	0.32
17. Pacific Road Capital II Pty Limited	1,648,165	0.29
18. Ms Rita Marian Brooks + Mr William Tobias Brooks <The Brooks Super Fund A/C>	1,569,973	0.28
19. Raptor Securities Pty Ltd <Stephen Allen S/F A/C>	1,360,000	0.24
20. Computershare Clearing Pty Ltd <CCNL DI A/C>	1,320,289	0.23
	516,831,927	91.65

Holding distribution schedule as at Friday 6 February 2015

	Holders	Units	%
1 – 1000	111	18,353	0.00
1001 – 5000	161	484,387	0.09
5001 – 10000	147	1,266,440	0.22
10001 – 100000	441	16,175,148	2.87
100001 and over	115	545,958,443	96.82
	975	563,902,771	100.00