



Taurus Funds Management Pty Limited
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Date: 1 April 2015

To: Company Announcement Office

Fax: 1300 135 638

From: Megan Lui
Taurus Funds Management Pty Limited

Number of pages: 2 (excluding this cover page)

Reference: Change in substantial holding (Correction to the previous announcement)

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Base Resources Limited**

ACN/ARSN **125 546 910**

1. Details of substantial holder (1)

Name **Taurus SM Holdings Pty Limited**

ACN/ARSN (if applicable) **124 626 348**

There was a change in the interests of the substantial holder on 31 / 3 / 2015

The previous notice was given to the company on 4 / 6 / 2012

The previous notice was dated 4 / 6 / 2012

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	56,851,215	12.35%	83,444,288	14.85%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected		Person's votes affected
15/06/2012	Taurus Funds Management Pty Limited	Buy	8,702	Ordinary	22,554	22,554
18/06/2012		Buy	1,041	Ordinary	2,664	2,664
19/06/2012		Buy	9,872	Ordinary	24,625	24,625
16/07/2012		Buy	885	Ordinary	3,098	3,098
24/07/2012		Buy	26	Ordinary	85	85
27/07/2012		Buy	4,962	Ordinary	16,504	16,504
11/10/2012		Buy	157,277	Ordinary	393,193	393,193
31/03/2015		Buy	8,049	Ordinary	69,834	69,834
1/04/2015		Buy	11,256	Ordinary	97,659	97,659
2/04/2015		Buy	311	Ordinary	2,697	2,697

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15/06/2012	Taurus Resources Limited GP No 2 LLC	Buy	309,291	Ordinary	801,751	801,751
18/06/2012		Buy	37,010	Ordinary	94,707	94,707
19/06/2012		Buy	350,850	Ordinary	875,375	875,375
16/07/2012		Buy	44,060	Ordinary	154,289	154,289
24/07/2012		Buy	1,271	Ordinary	4,229	4,229
27/07/2012		Buy	247,032	Ordinary	821,795	821,795
11/10/2012		Buy	4,980,838	Ordinary	12,452,095	12,452,095
31/03/2015		Buy	533,534	Ordinary	4,630,166	4,630,166
1/04/2015		Buy	746,115	Ordinary	6,475,003	6,475,003
2/04/2015		Buy	20,602	Ordinary	178,794	178,794

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Taurus Funds Management Pty Limited	JP Morgan Chase Bank, N.A.	Taurus Resources No 2 Trust	Investment Management	Ordinary 3,496,951	3,496,951
Taurus Resources Limited GP No 2 LLC	JP Morgan Chase Bank, N.A.	Taurus Resources No 2 LP	Investment Management	Ordinary 79,947,337	79,947,337

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Taurus Funds Management Pty Limited	Suite 2, Level 40, 88 Phillip Street, Sydney NSW 2000
Taurus Resources Limited GP No 2 LLC	Suite 2, Level 40, 88 Phillip Street, Sydney NSW 2000
JP Morgan Chase Bank, N.A.	Locked Bag 7, Royal Exchange NSW 1225

Signature

print name Andy Sampson

Capacity Company Secretary

sign here



date 1 / 4 / 2015

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GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging Period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with the mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice

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 6 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 Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) 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 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.
- (7) 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.
 - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.