



Taurus Funds Management Pty Limited  
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Sydney, NSW 2000 Australia

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**Attention:** Company Announcement Office

**Fax Number:** 1300 135 638

**From:** Megan Lui

**Return Fax:** 612 8314 5556

**Number of Pages (excluding cover)** 2

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**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Base Resources LimitedACN/ARSN 125 548 910**1. Details of substantial holder (1)**Name Taurus SM Holdings Pty LimitedACN/ARSN (if applicable) 124 626 348There was a change in the interests of the  
substantial holder on16 / 6 / 2015

The previous notice was given to the company on

20 / 4 / 2015

The previous notice was dated

20 / 4 / 2015**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	94,482,647	16.82%	104,404,126	18.58%

**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
23/04/2015	Taurus Funds Management Pty Limited	Buy	8.53	Ordinary 74	74
24/04/2015		Buy	7,791.11	Ordinary 67,600	67,600
27/04/2015		Buy	581.57	Ordinary 5,046	5,046
4/05/2015		Buy	548.03	Ordinary 4,755	4,755
5/05/2015		Buy	511.72	Ordinary 4,440	4,440
9/05/2015		Buy	5.88	Ordinary 51	51
29/05/2015		Buy	251.71	Ordinary 1,932	1,932
1/06/2015		Buy	338.75	Ordinary 2,600	2,600
15/06/2015			8,811.58	Ordinary 60,678	60,678
16/06/2015			33.82	Ordinary 241	241

23/04/2015	Taurus Resources Limited GP No 2 LLC	Buy	567.62	Ordinary	4,926	4,926
24/04/2015		Buy	516,463.75	Ordinary	4,482,025	4,482,025
27/04/2015		Buy	38,554.93	Ordinary	334,591	334,591
4/05/2015		Buy	36,325.69	Ordinary	315,245	315,245
5/05/2015		Buy	33,919.10	Ordinary	294,360	294,360
9/05/2015		Buy	387.86	Ordinary	3,366	3,366
29/05/2015		Buy	16,682.14	Ordinary	128,068	128,068
1/06/2015		Buy	22,456.82	Ordinary	172,400	172,400
15/06/2015			584,110.76	Ordinary	4,023,084	4,023,084
16/06/2015			2,244.06	Ordinary	15,997	15,997

#### 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 3,808,379	3,808,379
Taurus Resources Limited GP No 2 LLC	JP Morgan Chase Bank, N.A.	Taurus Resources No 2 LP	Investment Management	Ordinary 100,595,747	100,595,747

#### 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 16 / 6 / 2015