

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Base Resources Limited (**Base**)

ABN

88 125 546 910

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares ( <b>New Shares</b> ).   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to 168,329,186 New Shares are expected to be issued:</p> <ul style="list-style-type: none"> <li>on or about 11 March 2016, pursuant to the institutional component of the pro-rata accelerated renounceable entitlement offer announced by Base on 29 February 2016 (<b>Institutional Entitlement Offer</b>); and</li> <li>on or about 7 April 2016, pursuant to the retail component of the pro-rata accelerated renounceable entitlement offer announced by Base on 29 February 2016 (<b>Retail Entitlement Offer</b>),</li> </ul> <p>(together, the <b>Entitlement Offer</b>).</p> <p>The exact number of New Shares to be</p> |

	issued under the Entitlement Offer is not known at the date of this Appendix 3B as it is subject to (among other things) the reconciliation of security holder entitlements and the effects of rounding.
3	<p>Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> <p>The New Shares will have the same terms as existing fully paid ordinary shares.</p>
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> <p>Yes.</p>
5	<p>Issue price or consideration</p> <p>A\$0.06 per New Share.</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> <p>Proceeds from the Entitlement Offer will be used to provide continuity and certainty of corporate funding, allow progression of Base's strategic plan and capitalise on achievements to date.</p> <p>See Base's announcement and investor presentation released to ASX on 29 February 2016 for further details.</p>

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+ See chapter 19 for defined terms.

6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the *securities the subject of this Appendix 3B</i> , and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of *securities issued under an exception in rule 7.2	N/A
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

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+Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

On or about 11 March 2016 for the New Shares to be issued under the Institutional Entitlement Offer.

On or about 7 April 2016 for the New Shares to be issued under the Retail Entitlement Offer.

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Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
After completion of the Entitlement Offer there will be up to 732,231,957 fully paid ordinary shares on issue.	Fully paid ordinary shares

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Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
61,425,061	Options (exercisable at \$0.40 on or before 31 December 2018)
62,527,889	Performance rights issued pursuant to Base's Long Term Incentive Plan, which are subject to vesting conditions.

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Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No change.

## Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Entitlements are renounceable, with entitlements under the Retail Entitlement Offer to be tradable on ASX.
13	Ratio in which the <sup>+</sup> securities will be offered	1 New Share for every 3.35 shares held at the record date for the Entitlement Offer.
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary shares.

<sup>+</sup> See chapter 19 for defined terms.

15	+Record date to determine entitlements	<p>7.00 pm (Sydney time) Thursday, 3 March 2016 for shareholders on the Australian register.</p> <p>5.00pm (London) Thursday, 3 March 2016 for shareholders on the UK register.</p>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer, they will be rounded up to the next whole number of New Shares.
18	<p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>Under the Retail Entitlement Offer, all countries other than Australia, New Zealand and the United Kingdom.</p> <p>Under the Institutional Entitlement Offer, all countries other than Australia, New Zealand, the Cayman Islands, Mauritius, Switzerland, the United Arab Emirates and the United Kingdom.</p>
19	Closing date for receipt of acceptances or renunciations	<p>Institutional Entitlement Offer – 1 March 2016.</p> <p>Retail Entitlement Offer:</p> <ul style="list-style-type: none"> <li>– 23 March 2016 for shareholders on the UK register; and</li> <li>– 24 March 2016 for shareholders on the Australian register.</li> </ul>
20	Names of any underwriters	<p>RFC Ambrian Ltd (<b>RFC Ambrian</b>) has agreed to partially underwrite the Institutional Entitlement Offer and the Retail Entitlement Offer, up to A\$7.054 million, on the terms and conditions of an underwriting agreement.</p> <p>Pacific Road Capital II Pty Limited and related entities (<b>Pacific Road</b>) has committed to take up its full entitlement (and pay approximately A\$2.054 million) and sub-underwrite RFC Ambrian's remaining commitment of A\$5 million.</p>

21	Amount of any underwriting fee or commission	Offer management and underwriting fees of A\$0.5 million.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement is being prepared in connection with the Entitlement Offer. However, a retail entitlement offer booklet and personalised entitlement and acceptance form will be sent to the eligible retail shareholders on or about 9 March 2016.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	3 March 2016
29	Date rights trading will end (if applicable)	17 March 2016
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Eligible retail shareholders who wish to sell their entitlements on ASX must instruct their stockbroker to do so and provide details as requested from the Entitlement and Acceptance Form.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Eligible retail shareholders who wish to sell part of their entitlements on ASX and accept for the balance must: <ul style="list-style-type: none"> <li>• in respect of the part of their</li> </ul>

+ See chapter 19 for defined terms.

		<p>entitlement to be sold on ASX, instruct their stockbroker and provide details as requested from the Entitlement and Acceptance Form; and</p> <ul style="list-style-type: none"> <li>• in respect of the part of their entitlement being taken up, complete and return the Entitlement and Acceptance Form with the requisite application monies or pay the application monies via BPAY by following the instructions set out on the Entitlement and Acceptance Form.</li> </ul>
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<p>Eligible retail shareholders who wish to transfer all or part of their entitlement other than on ASX must send a completed Renunciation and Transfer Form (which can be obtained through Computershare Investor Services Pty Ltd or their stockbroker) together with the Entitlement and Acceptance Form and the transferee's requisite application monies in relation to those entitlements that they wish to transfer.</p> <p>The transferee's address must be in Australia, New Zealand or the United Kingdom (unless Base otherwise agrees) and the transferee must not be in the United States or acting for the account or benefit of a person in the United States.</p>
33	<sup>+</sup> Issue date	<p>On or about 11 March 2016 for the New Shares to be issued under the Institutional Entitlement Offer.</p> <p>On or about 7 April 2016 for the New Shares to be issued under the Retail Entitlement Offer.</p>

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

### Entities that have ticked box 34(b)

38 Number of <sup>+</sup>securities for which <sup>+</sup>quotation is sought

39 <sup>+</sup>Class of <sup>+</sup>securities for which quotation is sought

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<sup>+</sup> See chapter 19 for defined terms.



40	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)</p>	N/A					
42	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the <sup>+</sup>securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="790 1142 1085 1180">Number</th> <th data-bbox="1085 1142 1375 1180"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1180 1085 1408">N/A</td> <td data-bbox="1085 1180 1375 1408">N/A</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	N/A	N/A	
Number	<sup>+</sup> Class						
N/A	N/A						

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



.....  
(Company secretary)

Date: 29 February 2016

Print name: Chadwick Poletti

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+ See chapter 19 for defined terms.