

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

| | |
|------------------------|------------------------|
| Name of entity: | Base Resources Limited |
| ABN: | 88 125 546 910 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Tim Carstens |
| Date of last notice | 12 December 2016 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | A portion of the securities are held by Varadero Pty Ltd as trustee for the Sumo Superannuation Fund of which Mr Carstens is the sole beneficiary |
| Date of change | 6 October 2017 |
| No. of securities held prior to change | 1,228,522 fully paid ordinary shares 10,489,767 performance rights (vesting subject to satisfaction of applicable performance criteria and terms of the Base Resources Long Term Incentive Plan (LTIP)) |
| Class | Fully paid ordinary shares Performance rights issued pursuant to the terms of the LTIP |
| Number acquired | 890,126 fully paid ordinary shares |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| Number disposed | 1,799,394 performance rights (total); 890,126 of which vested and 909,268 of which lapsed in accordance with their terms of issue |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |
| No. of securities held after change | 2,118,648 fully paid ordinary shares 8,690,373 performance rights (vesting subject to satisfaction of applicable performance criteria and terms of the LTIP). |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Shares allocated upon partial vesting of 2014 cycle of performance rights issued under the LTIP Unvested performance rights for the 2014 cycle lapsed in accordance with the LTIP as at the end of the 3-year performance period |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

| | |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

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|------------------------|------------------------|
| Name of entity: | Base Resources Limited |
| ABN: | 88 125 546 910 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Colin Bwye |
| Date of last notice | 12 December 2016 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | A portion of the securities are held by Mrs Annette Bwye who is the spouse of Mr Bwye and by Mr Colin Bwye and Mrs Annette Bwye as trustees for the Bwye Superannuation Fund |
| Date of change | 6 October 2017 |
| No. of securities held prior to change | 1,838,739 fully paid ordinary shares 10,489,767 performance rights (vesting subject to satisfaction of applicable performance criteria and terms of the Base Resources Long Term Incentive Plan (LTIP)) |
| Class | Fully paid ordinary shares Performance rights issued pursuant to the terms of the LTIP |
| Number acquired | 890,126 fully paid ordinary shares |

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|---|---|
| Number disposed | 1,799,394 performance rights (total); 890,126 of which vested and 909,268 of which lapsed in accordance with their terms of issue |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil. |
| No. of securities held after change | 2,728,865 fully paid ordinary shares 8,690,373 performance rights (vesting subject to satisfaction of applicable performance criteria and terms of the LTIP) |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Shares allocated upon partial vesting of 2014 cycle of performance rights issued under the LTIP Unvested performance rights for the 2014 cycle lapsed in accordance with the LTIP as at the end of the 3-year performance period |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

| | |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

⁺ See chapter 19 for defined terms.