

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme BASE RESOURCES LTD. (BSE)

ACN/ARSN 125 546 910

1. Details of substantial holder (1)

Name REGAL FUNDS MANAGEMENT PTY LIMITED ('RFM')

ACN/ARSN (if applicable) 107 576 821

The holder became a substantial holder on 26/05/2017

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	58,824,936	58,824,936	7.93%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REGAL FUNDS MANAGEMENT PTY LIMITED	REGAL FUNDS MANAGEMENT PTY LIMITED HAS A RELEVANT INTEREST IN ITS CAPACITY AS INVESTMENT MANAGER AND/OR RESPONSIBLE ENTITY	58,824,936 ORDINARY

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
UBS AG, AUSTRALIA BRANCH	UBS NOMINEES PTY LTD	HOLDER OF SHARES	36,566,768 ORDINARY
MORGAN STANLEY & CO INTL PLC	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	HOLDER OF SHARES	3,826,516 ORDINARY
MERRILL LYNCH INTERNATIONAL LIMITED	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	HOLDER OF SHARES	9,215,826 ORDINARY
CREDIT SUISSE SECURITIES EUROPE LTD	CREDIT SUISSE SECURITIES EUROPE LTD	HOLDER OF SHARES	9,215,826 ORDINARY

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REGAL FUNDS MANAGEMENT PTY LIMITED	26/05/2017	\$0.28 / share		58,824,936 ORDINARY

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	

7. Addresses

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

Name	Address
PHILIP KING	LEVEL 47 GATEWAY 1 MACQUARIE PLACE SYDNEY NSW 2000

Signature

print name	PHILIP KING	capacity	Director
sign here	<i>Philip King</i>	date	30 / 5 / 17