

# 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

<b>Name of entity:</b>	Base Resources Limited
<b>ABN:</b>	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.

<b>Name of Director</b>	Keith Spence
<b>Date of last notice</b>	1 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	22 January 2018
<b>No. of securities held prior to change</b>	Nil.
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	166,667 fully paid ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	A\$0.255 per share
<b>No. of securities held after change</b>	666,667 fully paid ordinary shares

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+ See chapter 19 for defined terms.

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	Acceptance of entitlements under the 1 for 3 pro rata renounceable entitlement offer announced by the company on 19 December 2017
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#### 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.

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

#### Part 3 – <sup>+</sup>Closed period

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

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

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity:</b>	Base Resources Limited
<b>ABN:</b>	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.

<b>Name of Director</b>	Tim Carstens
<b>Date of last notice</b>	30 November 2017

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> 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
<b>Date of change</b>	22 January 2018
<b>No. of securities held prior to change</b>	2,118,648 fully paid ordinary shares  10,803,429 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the Base Resources Long Term Incentive Plan (LTIP))
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	536,992 fully paid ordinary shares.
<b>Number disposed</b>	Nil.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	A\$0.255 per share
<b>No. of securities held after change</b>	2,655,640 fully paid ordinary shares  10,803,429 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the LTIP)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of entitlements under the 1 for 3 pro rata renounceable entitlement offer announced by the company on 19 December 2017

**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.

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

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
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<sup>+</sup> See chapter 19 for defined terms.

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<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity:</b>	Base Resources Limited
<b>ABN:</b>	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.

<b>Name of Director</b>	Colin Bwye
<b>Date of last notice</b>	30 November 2017

#### **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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> 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
<b>Date of change</b>	22 January 2018
<b>No. of securities held prior to change</b>	2,728,865 fully paid ordinary shares  10,803,429 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the Base Resources Long Term Incentive Plan (LTIP))
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	430,000 fully paid ordinary shares
<b>Number disposed</b>	Nil.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	A\$0.255 per share
<b>No. of securities held after change</b>	3,158,865 fully paid ordinary shares  10,803,429 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the LTIP)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of entitlements under the 1 for 3 pro rata renounceable entitlement offer announced by the company on 19 December 2017

### 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.

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

### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A

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

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<b>If prior written clearance was provided, on what date was this provided?</b>	N/A
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*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

<b>Name of entity:</b>	Base Resources Limited
<b>ABN:</b>	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.

<b>Name of Director</b>	Sam Willis
<b>Date of last notice</b>	26 May 2011

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	The securities are held by Mr Samuel John Corbin Willis & Mrs Catherine Meredith Willis as trustee for the Willis Family Super Fund
<b>Date of change</b>	22 January 2018
<b>No. of securities held prior to change</b>	200,000 fully paid ordinary shares
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	66,667 fully paid ordinary shares
<b>Number disposed</b>	Nil.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	A\$0.255 per share
<b>No. of securities held after change</b>	266,667 fully paid ordinary shares

+ See chapter 19 for defined terms.

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of entitlements under the 1 for 3 pro rata renounceable entitlement offer announced by the company on 19 December 2017
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### 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.

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

### Part 3 – <sup>+</sup>Closed period

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

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