

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	22 January 2018

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 (i) Varadero Pty Ltd as trustee for the Sumo Superannuation Fund of which Mr Carstens is the sole beneficiary; and (ii) CPU Share Plans Pty Ltd as trustee for the Base Resources Long Term Incentive Plan (LTIP) on behalf of Mr Carstens.
Date of change	4 October 2018
No. of securities held prior to change	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)
Class	Fully paid ordinary shares Performance rights issued pursuant to the terms of the LTIP
Number acquired	6,964,806 fully paid ordinary shares
Number disposed	6,964,806 performance rights that vested pursuant to the terms of the LTIP
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration

+ See chapter 19 for defined terms.

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No. of securities held after change	9,620,446 fully paid ordinary shares 3,838,623 performance rights (vesting is 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 vesting of the 2015 cycle of performance rights issued under the LTIP

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

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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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	Colin Bwye
Date of last notice	22 January 2018

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	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 (i) Mrs Annette Bwye who is the spouse of Mr Bwye; (ii) Mr Colin Bwye and Mrs Annette Bwye as trustees for the Bwye Superannuation Fund of which Mr Bwye is a beneficiary; and (iii) CPU Share Plans Pty Ltd as trustee for the Base Resources Long Term Incentive Plan (LTIP) on behalf of Mr Bwye.
Date of change	4 October 2018
No. of securities held prior to change	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)
Class	Fully paid ordinary shares Performance rights issued pursuant to the terms of the LTIP
Number acquired	6,964,806 fully paid ordinary shares
Number disposed	6,964,806 performance rights that vested pursuant to the terms of the LTIP

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration
No. of securities held after change	10,123,671 fully paid ordinary shares 3,838,623 performance rights (vesting is 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 vesting of the 2015 cycle of performance rights issued under the LTIP

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

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.