

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **BASE RESOURCES LTD**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on
The previous notice was given to the company on
The previous notice was dated

09 April 2019
25 March 2019
25 March 2019

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	60,574,739	5.19%	72,515,692	6.22%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD	COMMON STOCK	COMMON STOCK
03/22/2019	FIL	BUY	0.3100 AUD	94,583	94,583
03/22/2019	FIL	BUY	0.3100 AUD	137,923	137,923
03/22/2019	FIL	BUY	0.3100 AUD	1,652,396	1,652,396
03/22/2019	FIL	BUY	0.3100 AUD	1,730,798	1,730,798
03/25/2019	FIL	BUY	0.3085 AUD	72,070	72,070
03/25/2019	FIL	BUY	0.3085 AUD	101,810	101,810
03/25/2019	FIL	BUY	0.3085 AUD	1,076,120	1,076,120
03/25/2019	FIL	BUY	0.3100 AUD	64,219	64,219
03/25/2019	FIL	BUY	0.3100 AUD	89,211	89,211
03/25/2019	FIL	BUY	0.3100 AUD	908,018	908,018
03/28/2019	FIL	BUY	0.3100 AUD	224,523	224,523

03/28/2019	FIL	BUY	0.3100 AUD	314,691	314,691
03/28/2019	FIL	BUY	0.3100 AUD	3,268,685	3,268,685
04/08/2019	FIL	BUY	0.3050 AUD	1,680,128	1,680,128
04/09/2019	FIL	BUY	0.3098 AUD	525,778	525,778
			Total Buys	11,940,953	11,940,953
			Total Sells	(0)	(0)
			Total Net Buys	11,940,953	11,940,953

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 11 April 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL FUND MANAGEMENT (IRELAND) LIMITED	George Quay House, 43 Townsend Street, Dublin 2, Ireland	BROWN BROTHERS HARRIMAN AND CO		1,589,663
FIL INVESTMENTS INTERNATIONAL	Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	39,181,048
		JP MORGAN, BOURNEMOUTH (C)		30,633,854

FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROTHERS HARRIMAN AND CO		1,111,127
Grand Total				72,515,692