

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

**Notice of Change of Interests of Substantial Holder**

To: **BASE RESOURCES LIMITED**

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	14 May 2019
The previous notice was given to the company on	11 April 2019
The previous notice was dated	11 April 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	72,515,692	6.22%	84,275,367	7.22%

**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
				<b>COMMON STOCK</b>	<b>COMMON STOCK</b>
04/10/2019	FIL	BUY	0.2852 AUD	682,134	682,134
05/09/2019	FIL	BUY	0.2600 AUD	1,299,570	1,299,570
05/14/2019	FIL	BUY	0.2400 AUD	757,245	757,245
05/14/2019	FIL	BUY	0.2400 AUD	582,589	582,589
05/14/2019	FIL	BUY	0.2400 AUD	8,438,137	8,438,137
			<b>Total Buys</b>	<b>11,759,675</b>	<b>11,759,675</b>

**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: 16 May 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	Investment Discretion / Voting Power	2,346,908
FIL INVESTMENTS INTERNATIONAL	Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	BROWN BROS HARRIMN LTD LUX (C)		39,181,048
		JP MORGAN, BOURNEMOUTH (C)		41,053,695
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROTHERS HARRIMAN AND CO		1,693,716
<b>Grand Total</b>				<b>84,275,367</b>