

ASX, AIM and Media Release
25 October 2019

LTIP performance rights update

African mineral sands producer, **Base Resources Limited** (ASX & AIM: BSE) (**Base Resources** or the **Company**) advises that, following performance testing of the 2016 cycle of rights issued pursuant to the Base Resources Long Term Incentive Plan (**LTIP**) as at 30 September 2019, a total of 11,514,341 performance rights have vested. Subsequent to vesting, 4,986,734 new fully paid ordinary shares in Base Resources have today been issued for the benefit of LTIP participants that elected to immediately exercise their vested performance rights.

In accordance with the terms of the LTIP, the new shares were issued for nil cash consideration.

Base Resources has further issued 20,648,363 new performance rights pursuant to the terms of the LTIP, comprising:

- 19,251,904 performance rights issued to senior management pursuant to the current 2019 cycle (other than executive Directors Tim Carstens and Colin Bwye); and
- 1,396,459 performance rights pursuant to the 2018 cycle issued on a pro-rata basis to those senior management that joined the company after the start of that cycle.

The issue of 2019 cycle performance rights to Mr Carstens and Mr Bwye is subject to approval by shareholders at Base Resources' upcoming 2019 Annual General Meeting on 22 November 2019. Further details about performance rights issued under the LTIP are set out in Base Resources' 2019 Annual Report and, in the case of 2019 cycle performance rights, Base Resources' 2019 Notice of Annual General Meeting sent to shareholders on or around 18 October 2019.

As a result of the issue of the new shares and the new performance rights, and forfeiture of 906,204 performance rights upon personnel retirement and resignation, the Company has the following securities on issue:

- 1,171,609,774 ordinary shares.
- 63,341,487 performance rights issued pursuant to the terms of the LTIP, comprising:
 - 6,527,607 vested performance rights, which remain subject to exercise.¹
 - 56,813,880 unvested performance rights subject to performance testing in accordance with their terms of issue.

Enclosed with this announcement is an Appendix 3B for the issue of the new shares and the new performance rights.

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About Base Resources

Base Resources is an Australian based, African focused, mineral sands producer and developer with a track record of project delivery and operational performance. The Company operates the established Kwale Operations in Kenya and is developing the Toliara Project in Madagascar. Base Resources is an ASX and AIM listed company. Further details about Base Resources are available at www.baseresources.com.au.

¹ Vested performance rights have a nil cash exercise price and, unless exercised beforehand, these rights expire on 30 September 2024.