

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	15 May 2019

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	25 November 2019
No. of securities held prior to change	5,820,446 fully paid ordinary shares 1,725,567 vested performance rights issued pursuant to the LTIP, which are no longer subject to any vesting conditions but remain subject to exercise in accordance with their terms 4,919,508 unvested performance rights issued pursuant to the LTIP, which are subject to vesting conditions
Class	Performance rights issued pursuant to the terms of the LTIP
Number acquired	2,913,027 performance rights
Number disposed	Nil.

+ 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	5,820,446 fully paid ordinary shares 1,725,567 vested performance rights issued pursuant to the LTIP, which are no longer subject to any vesting conditions but remain subject to exercise in accordance with their terms 7,832,535 unvested performance rights issued pursuant to the LTIP, which are subject to vesting conditions
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Performance rights issued in accordance with the LTIP, following shareholder approval at the 2019 annual general meeting

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

⁺ See chapter 19 for defined terms.

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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.

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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	15 May 2019

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; (iii) Mr Colin Bwye and Mrs Annette Bwye as trustees for the Team C Future account of which Mr Bwye is a beneficiary; and (iv) CPU Share Plans Pty Ltd as trustee for the Base Resources Long Term Incentive Plan (LTIP) on behalf of Mr Bwye.
Date of change	25 November 2019
No. of securities held prior to change	6,073,671 fully paid ordinary shares 1,725,567 vested performance rights issued pursuant to the LTIP, which are no longer subject to any vesting conditions but remain subject to exercise in accordance with their terms 4,919,508 unvested performance rights issued pursuant to the LTIP, which are subject to vesting conditions
Class	Performance rights issued pursuant to the terms of the LTIP

+ See chapter 19 for defined terms.

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Number acquired	2,913,027 performance rights
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration
No. of securities held after change	6,073,671 fully paid ordinary shares 1,725,567 vested performance rights issued pursuant to the LTIP, which are no longer subject to any vesting conditions but remain subject to exercise in accordance with their terms. 7,832,535 unvested performance rights issued pursuant to the LTIP, which are subject to vesting conditions.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Performance rights issued in accordance with the LTIP, following shareholder approval at the 2019 annual general meeting

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

+ See chapter 19 for defined terms.

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Interest after change	N/A
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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.