

**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	10 February 2020
The previous notice was given to the company on	19 November 2019
The previous notice was dated	19 November 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	99,585,687	8.50%	117,160,977	10.00%

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
				COMMON STOCK	COMMON STOCK
11/26/2019	FIL	BUY	0.2350 AUD	1,561	1,561
11/26/2019	FIL	BUY	0.2370 AUD	121,904	121,904
12/06/2019	FIL	BUY	0.2200 AUD	33,259	33,259
12/06/2019	FIL	BUY	0.2200 AUD	44,767	44,767
12/06/2019	FIL	BUY	0.2200 AUD	47,502	47,502
12/06/2019	FIL	BUY	0.2200 AUD	552,449	552,449
12/12/2019	FIL	BUY	0.2200 AUD	33,116	33,116
12/12/2019	FIL	BUY	0.2200 AUD	33,116	33,116
12/12/2019	FIL	BUY	0.2200 AUD	33,116	33,116
12/12/2019	FIL	BUY	0.2200 AUD	33,116	33,116
12/12/2019	FIL	BUY	0.2200 AUD	36,915	36,915

12/12/2019	FIL	BUY	0.2200 AUD	54,384	54,384
12/13/2019	FIL	BUY	0.2200 AUD	78,668	78,668
12/13/2019	FIL	BUY	0.2200 AUD	117,845	117,845
12/13/2019	FIL	BUY	0.2200 AUD	142,164	142,164
12/13/2019	FIL	BUY	0.2200 AUD	1,753,197	1,753,197
12/17/2019	FIL	BUY	0.2200 AUD	32,998	32,998
12/17/2019	FIL	BUY	0.2200 AUD	32,998	32,998
12/17/2019	FIL	BUY	0.2200 AUD	39,008	39,008
12/20/2019	FIL	BUY	0.2200 AUD	18,231	18,231
12/20/2019	FIL	BUY	0.2200 AUD	34,104	34,104
12/20/2019	FIL	BUY	0.2200 AUD	37,306	37,306
12/20/2019	FIL	BUY	0.2200 AUD	503,540	503,540
12/23/2019	FIL	BUY	0.2200 AUD	357	357
12/23/2019	FIL	BUY	0.2200 AUD	668	668
12/23/2019	FIL	BUY	0.2200 AUD	731	731
12/23/2019	FIL	BUY	0.2200 AUD	9,863	9,863
12/27/2019	FIL	BUY	0.2200 AUD	32,756	32,756
12/27/2019	FIL	BUY	0.2200 AUD	32,756	32,756
12/27/2019	FIL	BUY	0.2200 AUD	32,756	32,756
12/27/2019	FIL	BUY	0.2200 AUD	250,200	250,200
12/30/2019	FIL	BUY	0.2200 AUD	32,572	32,572
12/30/2019	FIL	BUY	0.2200 AUD	32,572	32,572
12/30/2019	FIL	BUY	0.2200 AUD	33,356	33,356
01/02/2020	FIL	BUY	0.2200 AUD	3,975	3,975
01/06/2020	FIL	BUY	0.2200 AUD	32,645	32,645
01/06/2020	FIL	BUY	0.2200 AUD	38,459	38,459
01/08/2020	FIL	BUY	0.2198 AUD	33,158	33,158
01/08/2020	FIL	BUY	0.2198 AUD	33,158	33,158
01/08/2020	FIL	BUY	0.2198 AUD	33,158	33,158
01/08/2020	FIL	BUY	0.2198 AUD	492,629	492,629
01/09/2020	FIL	BUY	0.2200 AUD	28,503	28,503
02/04/2020	FIL	BUY	0.2400 AUD	120,000	120,000
02/05/2020	FIL	BUY	0.2449 AUD	595,640	595,640
02/06/2020	FIL	BUY	0.2491 AUD	583,726	583,726
02/06/2020	FIL	BUY	0.2500 AUD	216,161	216,161
02/10/2020	FIL	BUY	0.2471 AUD	62,500	62,500
02/10/2020	FIL	BUY	0.2471 AUD	126,896	126,896
02/10/2020	FIL	BUY	0.2500 AUD	3,597,275	3,597,275
02/10/2020	FIL	BUY	0.2500 AUD	7,303,556	7,303,556
Total Buys				17,575,290	17,575,290

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: 12 February 2020

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 INVESTMENTS INTERNATIONAL	Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	32,702,957
		BROWN BROTHERS HARRIMAN AND CO		3,957,867
		JP MORGAN, BOURNEMOUTH (C)		69,881,600
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		7,430,452
		BROWN BROTHERS HARRIMAN AND CO		3,188,101
Grand Total				117,160,977