



Resource Base Limited

ABN 57 113 385 425



Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

The Annual General Meeting of the Company will be held at:
The Institute of Chartered Accountants
Level 3, 600 Bourke Street, Melbourne, Victoria 3000
at 2.00pm (AEDT) on 30 November 2015

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue:

The Annual General Meeting of Shareholders of the Company will be held at:

The Institute of Chartered Accountants Level 3 600 Bourke Street Melbourne, Victoria 3000	Commencing 2.00pm (AEDT) on 30 November 2015
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by facsimile to the Company Secretary on facsimile number + 61 3 9614 0550; or
- (b) post or deliver the proxy form to the Company at Level 17, 500 Collins Street, Melbourne, Victoria,

so that it is received not later than 2.00 pm (AEDT) on 28 November 2015.

Your proxy form is enclosed.

RESOURCE BASE LIMITED

ABN 57 113 385 425

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 2.00pm (AEDT) on 30 November 2015 at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00 pm (AEDT) on 28 November 2015.

BUSINESS OF THE MEETING

1. Financial Statements and Reports

	Financial Statements and reports
Description	To receive and consider the Annual Financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

2. Adoption of Remuneration Report

Resolution 1	Adoption of Remuneration Report
Description	To consider and, if thought fit, to pass the following Resolution as a non-binding advisory resolution: <i>"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company approves the adoption of the Remuneration Report for the year ended 30 June 2015".</i>
Voting Exclusion	A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons: (a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) A closely related party of such a member. However a person described above may vote on this resolution if: (a) the person does so as a proxy; and (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and (c) either: 1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or 2) the voter is the chair of the meeting and the appointment of the chair as proxy: (i) does not specify the way the proxy is to vote on the resolution; and (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.
Voting Intention of Chair	Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution subject to compliance with the Corporations Act.

3. Re-election of Director

Resolution 2	Re-election of Director - Mr Peter Kelliher
Description	To consider and, if thought fit, to pass the following Resolution as an ordinary resolution: <i>"That Mr Peter Kelliher, appointed to the Board of Directors on 13 September 2006, who will retire at the close of the meeting in accordance with Article 57 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

4. Approval of 10% Placement Capacity

Resolution 3	Approval of additional 10% share placement facility
Description	To consider, and if thought fit, pass the following as a special resolution: <i>"That for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue fully paid ordinary shares in the capital of the Company up to a maximum number permitted under ASX Listing Rule 7.1A, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying and forming part of the Notice of Meeting."</i>
Voting Note	If as at the time of the Annual General Meeting, the Company: (a) is included in the S&P/ASX 300 Index; and/or (b) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million, then this Resolution will be withdrawn.
Voting Exclusion	The Company will disregard any votes cast on this Resolution by persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed or an associate of those persons. However, the Company need not disregard a vote on this Resolution if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Change of Auditors

Resolution 4	Change of Auditors
Description	To consider and, if thought fit, to pass the following Resolution as an ordinary resolution: <i>"That, for the purposes of section 327B(1)(b) of the Corporations Act, RSM Bird Cameron Partners, having consented to act in accordance with section 328A of the Corporations Act, be appointed as auditor of the Company with effect from the end of this meeting, subject to the Australian Securities and Investments Commission giving its consent to the resignation of the current auditor, Loren Datt Audit Pty Ltd."</i>

6. Approval of Termination Payment

Resolution 5	Approval of Termination Payment
Description	To consider and, if thought fit, to pass the following Resolution as an ordinary resolution: <i>"That, for the purposes of ASX Listing Rule 10.19 and for all other purposes, shareholders approve the payment by the Company of a termination payment of \$107,400 to Mr Alan Fraser."</i>

Voting Exclusion	The Company will disregard any votes cast on this Resolution by Mr Alan Fraser and any of his associates. However, the Company need not disregard a vote on this Resolution if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
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Dated: 28 October 2015

By Order of the Board



Adrien Wing
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of General Meeting.

Notes:

- (a) A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
- (b) Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- (c) In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 5.00pm (AEDT) on 28 November 2015.
- (d) The Company's 2015 Annual Financial Statements are set out in the Company's 2015 Annual Report which can be obtained from the Company's website, www.resourcebase.com.au or upon request to the Secretary at the Company's registered office, Level 17, 500 Collins Street, Melbourne, Victoria, 3000 (telephone (03) 9614 0600).

EXPLANATORY STATEMENT

TO NOTICE OF 2015 ANNUAL GENERAL MEETING

PURPOSE OF INFORMATION

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00pm (AEDT) on 30 November 2015 at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

BUSINESS

Resolution 1	Adoption of Remuneration Report
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Section 250R(2) of the Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Company's Key Management Personnel. The Remuneration Report is part of the Directors' report contained in the 2015 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 1, details of which are set out in the voting exclusion statement included in Resolution 1 of the Notice of Meeting.

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will be voted in favour of Resolution 1, subject to compliance with the Corporations Act.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders chose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy, or where the Chairman is appointed as proxy, by marking the applicable box in the Proxy directing the Chairman to vote in accordance with the Chairman's voting intentions.

Resolution 2	Re-election of Mr Peter Kelliher
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In accordance with ASX Listing Rule 14.4 and Article 57 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time and unless mutually agreed, by lot. Further, under clause 17 of the Constitution directors appointed shall hold office until the next annual general meeting of the Company following their appointment and no Director (except the Managing Director) may retain office for more than three years or until the third annual general meeting following the Director's appointment, whichever is the longer.

Details of the qualifications and experience of Mr Peter Kelliher are contained in the Company's 2015 Annual Report.

All Directors, other than Mr Peter Kelliher, recommend that Shareholders vote in favour of Resolution 2 and each of the other Directors intends to vote in favour of Mr Kelliher's re-election.

Resolution 3	Approval of additional 10% share placement facility
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Under ASX Listing Rule 7.1A certain companies may seek shareholder approval by special resolution passed at an Annual General meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval.

Approval under this Resolution 3 is sought for the Company to issue ordinary shares under Listing Rule 7.1A.

If Resolution 3 is approved the Company may make an issue of ordinary shares under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- the date which is 12 months after the date of the Annual General Meeting (i.e. 30 November 2016); or
- the date on which shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million) being approximately \$879,000 as at 24 September 2015. If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this Resolution 3 will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval);
- less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 3 will be to allow the Company to issue ordinary shares under Listing Rule 7.1A without subsequent shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Any equity securities issued under Listing Rule 7.1A.2 must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Explanatory Statement, the Company has only one class of quoted equity securities, being its ordinary shares. As at the date of this Explanatory Statement, the Company has capacity to issue:

- 32,989,410 equity securities under Listing Rule 7.1 (15% capacity); and
- subject to shareholder approval being sought under Resolution 3 21,992,940 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of shares which may be issued under Listing Rule 7.1A (and Listing Rule 7.1) will be a function of the number of shares on issue at the time an issue is proposed, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and set out above.

The issue price of the ordinary shares issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the ordinary shares the subject of this Resolution 3 will be issued is 75% of the volume weighted average market (closing) price ("VWAP") of the Company's ordinary shares over the 15 days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 ASX trading days of the date in the paragraph above, the date on which the securities are issued.

If this Resolution is approved, and the Company issues ordinary shares under Listing Rule 7.1A, the existing shareholders' voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- the ordinary shares issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's ordinary shares on the issue date,

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" in the formula shown above as at the date of this Explanatory Statement.
- Two examples where the number of ordinary shares on issue ("A" in the formula set out above) has increased, by 50% (i.e. one and a half times the number of ordinary shares on issue in the Company) and 100% (i.e. a doubling of the number of ordinary shares on issue in the Company). The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, pro-rata entitlements issues) or as a result of future placements under Listing Rule 7.1 that are approved by shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at the date of this Explanatory Statement.

			Dilution		
			50% decrease in issue price \$0.002	Issue Price ** \$0.004	100% increase in issue price \$0.008
Variable "A" Listing Rule 7.1A2	"A" is the current number of shares on issue 219,929,401 shares	10% voting dilution	21,992,940 shares	21,992,940 shares	21,992,940 shares
		Funds raised	\$43,985	\$87,971	\$175,943
	"A" is increased by 50% to 329,894,101 shares *	10% voting dilution	32,989,410 shares	32,989,410 shares	32,989,410 shares
		Funds raised	\$65,978	\$131,957	\$263,915
	"A" is increased by 100% to 439,858,802 shares. *	10% voting dilution	43,985,880 shares	43,985,880 shares	43,985,880 shares
		Funds raised	\$87,971	\$175,943	\$351,887

Notes:

- The table assumes that the Company issues the maximum number of ordinary shares available under Listing Rule 7.1A.
- The table assumes that no options are exercised in ordinary shares before the date of the issue of ordinary shares under Listing Rule 7.1A.
- The table reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of issues of ordinary shares under Listing Rule 7.1A based on that shareholder's holding at the date of this Explanatory Statement.
- The table shows the effect of an issue of ordinary shares under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.

* Any issue of ordinary shares is required to be made in accordance with the ASX Listing Rules. An issue made other than under the Company 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require shareholder approval.

** Based on closing price of the Company's shares on ASX on 24 September 2015 of 0.4 cents (\$0.004).

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the ordinary shares which will be determined at the time of issue. In some circumstances the Company may issue ordinary shares under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, contractors or vendors). In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

While the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A, some of the purposes for which the Company may issue ordinary shares under Listing Rule 7.1A include (but are not limited to):

- raising funds to be applied to the Company's working capital requirements, in particular the funding requirements for gold production at the Broula King project or any for any other project or asset that may be acquired by the Company;
- acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets (i.e. as non-cash consideration). If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares; and
- paying contractors or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% placement capacity. The identity of the allottees of ordinary shares under Listing Rule 7.1A will be determined on a case by case basis at the time the Company decides to make an issue, having regard to a number of factors including:

- the purpose of the issue;
- the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company (including but not limited to a rights issue or other issue in which existing security holders can participate);
- the potential effect of the issue of securities under Listing Rule 7.1A on the control of the Company;
- the circumstances of the Company, including but limited to the Company's financial situation and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors (if applicable).

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing shareholders of the Company, clients of Australian Financial Service License holders and/or their nominees, or any other person to whom the Company is able to make an offer of ordinary shares.

The allottees under the 10% placement capacity have not been determined as at the date of finalisation of this Notice of Meeting and may include existing shareholders or substantial shareholders and/or new shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without further specific shareholder approval.

The Company last obtained shareholder approval under listing rule 7.1A at the Annual General meeting held on 27 November 2014 (**2014 AGM**). In accordance with Listing Rule 7.3A.6, the Company confirms that since the 2014 AGM, the Company has not issued any securities.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

The Company has reviewed the audit services provided to the Company, including the tenure of the current Auditor. A number of proposals from Tier 1 and Tier 2 audit firms were received by the company. After due consideration, the Board recommends that, subject to the satisfaction of all necessary regulatory approvals under the Corporations Act, RSM Bird Cameron Partners be appointed as the new auditors for the Company with effect from the end of the Meeting.

It is the view of the Board that the RSM Bird Cameron Partners audit proposal represents better value to the Company and its Shareholders.

1. Resignation of current auditor

The Company's current auditor, Loren Datt Audit Pty Ltd has given notice to the Board of its intention to resign as auditor of the Company.

Section 329(5) of the Corporations Act provides that an auditor of a company may, by giving notice in writing to the company, resign as an auditor of the company if:

- (a) the auditor has, by notice in writing given to ASIC, applied for consent to the resignation and stated the reasons for the application and, at or about the same time as the notice was given to ASIC, notified the company in writing of the application to ASIC; and
- (b) the consent of ASIC has been given.

Loren Datt Audit Pty Ltd has notified the Company that it has applied to ASIC for its consent to the resignation of Loren Datt Audit Pty Ltd as auditor of the Company. Loren Datt Audit Pty Ltd confirm that its application to ASIC indicated Loren Datt Audit Pty Ltd wish that its resignation takes effect upon the close of the Meeting.

Subject to ASIC granting its approval under section 329 of the Corporations Act, the resignation of Loren Datt Audit Pty Ltd as the auditor of the Company will take effect from the close of the Meeting.

2. Appointment of new auditor

Section 327B of the Corporations Act provides that a public company must appoint an auditor of the company to fill any vacancy in the office of auditor at a general meeting. Accordingly, upon Loren Datt Audit Pty Ltd resignation, it will be necessary for the Company to appoint a new auditor.

However, section 328B of the Corporations Act provides that a company may only appoint a firm as auditor of the company at a general meeting if a member of the company gives the company written notice of the nomination of the firm for appointment as auditor:

- (a) before the meeting was convened; or
- (b) not less than 21 days before the meeting.

A copy of that nomination must be sent to RSM Bird Cameron Partners, Loren Datt Audit Pty Ltd and to each person entitled to receive notice of general meetings of the Company not less than 7 days before the meeting or at the time notice of the meeting is given.

A copy of the nomination of RSM Bird Cameron Partners by Northern Star Nominees Pty Ltd, a shareholder of the Company, is included as Annexure A to this Explanatory Memorandum. A copy of this nomination has been or will be provided to RSM Bird Cameron Partners and Loren Datt Audit Pty Ltd.

In addition, section 328A of the Corporations Act provides that a company must not appoint a firm as auditor of the company unless the firm has consented to act as auditor before the appointment and has not withdrawn that consent before the appointment. RSM Bird Cameron Partners has provided the Company with a consent that complies with section 328A of the Corporations Act and, as at the date of this notice of meeting and explanatory statement, has not withdrawn that consent.

3. Resolution 4

Resolution 4 requests Shareholders to approve the appointment of RSM Bird Cameron as the auditor of the Company effective from the close of the Meeting, subject to ASIC giving its consent to the resignation of the current auditor, Loren Datt Audit Pty Ltd

The Board unanimously recommends the appointment of RSM Bird Cameron Partners as auditor of the Company and for shareholders to vote in favour of Resolution 4.

Resolution 5	Approval of Termination Payment
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Mr Alan Fraser has been employed by the Company, as its Executive Director, since 23 November 2007. The details of Mr Fraser's executive services agreement are as follows:

- (a) it is a fixed term agreement with automatic 12 month renewal, which currently expires on 23 November 2016; and
- (b) Mr Fraser's base salary is \$100,000 per annum, plus superannuation contributions of an additional \$9,500 per annum.

Mr Fraser and the Company have agreed that Mr Fraser will step down from his executive duties and cease employment with the Company on the earlier of:

- (a) the Annual General Meeting; or
- (b) when the Company gives notice to Mr Fraser in writing that his executive duties have been transferred to another responsible person, (**Cessation Date**).

Mr Fraser will resign as a Director at the commencement of the Annual General Meeting.

Following termination of his executive services agreement, and as at 30 November 2015, Mr Fraser will be owed (and will be paid) the sum of \$413,648 by the Company, comprised of accrued salary of \$316,787, accrued superannuation, annual leave and long service leave amounts (**Accrued Entitlements**).

Mr Fraser will also be paid \$107,400.00, being payment of salary for the period 30 November 2015 to 23 November 2016 (**Termination Payment**), in accordance with the termination provisions in his executive services agreement, details of which are set out in the Company's annual reports. The Company will pay the Accrued Entitlements and Termination Payment to Mr Fraser on a deferred basis to be paid, in effect, in equal proportions over the next 4 years.

Regulations - Listing Rule 10.19

Listing Rule 10.19 provides that an entity must not pay a termination benefit to an officer of the Company where the value of termination benefits to all officers exceeds 5% of the equity interests of the entity.

Superannuation and other payments required by law (including, relevantly, accrued salary, annual leave and long service leave) are excluded from the definition of termination benefits. Accordingly, only the payment of the Termination Payment is considered a termination benefit.

In the balance sheet in the 2015 Annual Report, the equity interests of the Company total \$697,997. Accordingly, the payment of the Termination Payment to Mr Fraser requires the approval of shareholders.

Regulations - Parts 2D and 2E of the Corporations Act

Part 2D of the *Corporations Act 2001 (Cth)* contains provisions in relation to the receipt of termination benefits by officers of the Company upon retirement.

Section 200B provides that an officer cannot receive a benefit upon their retirement from office unless the company has the approval of shareholders or an exemption applies. One of the exemptions available is under section 200F if the amount of the benefit does not exceed the average base salary of the recipient over the previous 3 years. As the amount of the Termination Payment does not exceed the average salary received by Mr Fraser over the last 3 years, the Termination Payment is exempt from the operation of Part 2D.

Part 2E of the *Corporations Act 2001 (Cth)* deals generally with related party transactions, including transactions between a company and a director of the company. Again, shareholder approval is required for such transactions unless the company has the approval of shareholders or an exemption applies. Under section 211 the payment of remuneration reasonable to the circumstances, including upon ceasing to hold an office or employment, is exempt from the requirement for shareholder approval. Therefore the Termination Payment is exempt from the operation of Part 2E.

Directors recommendation

The directors of the Company, with the exception of Mr Fraser, are of the opinion that the payment of the Termination Payment to Mr Fraser in accordance with his executive services agreement is appropriate and encourage shareholders to approve Resolution 5.

Glossary

In the Notice of Meeting and this Explanatory Statement:-

- (a) "2015 Annual Report" means the Annual Report for the Company for the financial year ended 30 June 2015.
- (b) "Annual General Meeting" or "Meeting" means the Annual General Meeting of the Company the subject of the Notice of Meeting
- (c) "ASIC" means Australian Securities & Investments Commission.
- (d) "ASX" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (e) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
- (f) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (g) "Chairman" means the person appointed to chair the Meeting.
- (h) "Company" means Resource Base Limited ABN 57 113 385 425.
- (i) "Corporations Act" means the Corporations Act 2001 (Cth).
- (j) "Director" means a director of the Company.
- (k) "Equity Securities" has the same meaning as in the ASX Listing Rules.
- (l) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (m) "Key Management Personnel" means the key management personnel of the Company being the Directors of the Company and those other persons having authority for planning, directing and controlling the activities of the Company, either directly or indirectly.
- (n) "Notice" or "Notice of Meeting" means this notice of Annual General Meeting
- (o) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (p) "Remuneration Report" means the remuneration report contained in the Company's 2015 Annual Report.
- (q) "Resolution" means a resolution contained in this Notice of Meeting.
- (r) "Share" means fully paid ordinary share in the capital of the Company.
- (s) "Shareholder" means a shareholder of the Company.

Resource Base Limited
ACN 113 385 425

Proxy Form

The Company Secretary
Resource Base Limited

By Delivery:

Level 17,500 Collins Street
Melbourne VIC 3000

By Post:

Level 17, 500 Collins Street
Melbourne VIC 3000

By Facsimile:

+61 3 9614 0550

I/We (Insert name of shareholder)

of (Insert address of shareholder)

being a Shareholder of the Company and
entitled to vote at the Annual General
Meeting, hereby appoint

(Insert name of proxy)

(Insert address of proxy)

or failing such appointment, the chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2.00 pm (AEDT) on 30 November 2015 at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the Chairman will vote in favour of all of the resolutions, subject to compliance with the Corporations Act.

IMPORTANT: If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of **Resolution 1**, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below. The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

☐

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-Election of Director – Mr Peter Kelliher	☐	☐	☐
Resolution 3 Approval of additional 10% share placement facility	☐	☐	☐
Resolution 4 Change of Auditors	☐	☐	☐
Resolution5 Payment of termination benefits	☐	☐	☐

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry at www.linkmarketservices.com.au/public/forms/general.html

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company (Level 17, 500 Collins Street, Melbourne, VIC 3000, or Facsimile 03 9614 0550 if faxed from within Australia or +61 3 9614 0550 if faxed from outside Australia) no later than 2.00pm (AEDT), 28 November 2015.

ANNEXURE A

24 September 2015

The Directors
Resource Base Limited
Level 17, 500 Collins Street
Melbourne VIC 3000

Nomination of RSM Bird Cameron Partners

I, Adrien Wing, being a Director of Northern Star Nominees Pty Ltd (ACN 086 208 951), pursuant to Section 328B(1) of the Corporations Act 2001, hereby nominate RSM Bird Cameron Partners for appointment as Auditors of the company at the next Annual General Meeting to be held on 23 November 2015 or at any adjournment thereof, subject to the resignation of Loren Datt Audit Pty Ltd.

Yours faithfully



Adrien Wing
Director