

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES (“AIM RULES”)
COMPANY NAME:
Base Resources Limited (the “Company”)
COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :
<i>Registered Office</i> Level 1 50 Kings Park Road West Perth WA 6005 Australia
COUNTRY OF INCORPORATION:
Australia (with Australian Business Number 88 125 546 910)
COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:
www.baseresources.com.au
COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:
<p>The Company is a mineral sands development company that is focused on developing the Kwale Mineral Sands Project (the “Kwale Project”) in Kenya, East Africa. The Kwale Project has all material project approvals, permits and licenses required for development currently in place, funding is in place and the construction of all project elements is underway. The present expectation is that the Kwale Project will be in production in late 2013. The Company’s senior management are based in Perth, Western Australia and the Company’s shares are listed on the Australian Securities Exchange (“ASX”).</p> <p>The Company’s activities and assets are more fully described in announcements and documents available on the Company’s website and on the ASX’s website (available at www.asx.com.au), and in a competent person’s report prepared by TZ Minerals International Pty Ltd available on the Company’s website.</p>
DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):
<p>As at the date of notification the Company has 560,440,029 fully paid ordinary shares of no par value that will be admitted to AIM.</p> <p>No shares are held as treasury shares.</p>
CAPITAL TO BE RAISED ON ADMISSION (IF APPLICABLE) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:
<p>The Company does not intend to raise any capital prior to or concurrent with admission to AIM.</p> <p>The market capitalisation on Admission is expected to be approximately AUS\$168 million (being approximately GBP£110 million).</p>
PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:
34.1%

DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM COMPANY HAS APPLIED OR AGREED TO HAVE ANY OF ITS SECURITIES (INCLUDING ITS AIM SECURITIES) ADMITTED OR TRADED:	
The Company's ordinary shares are listed for trading on the Australian Securities Exchange (ASX) – ticker BSE	
FULL NAMES AND FUNCTIONS OF <u>DIRECTORS</u> AND PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):	
Mr <u>Andrew</u> John King - <i>Non-Executive Chairman</i> Mr <u>Timothy</u> James Carstens – <i>Managing Director</i> Mr <u>Colin</u> Neil Stewart Bwye - <i>Executive Director</i> Mr <u>Samuel</u> John Corbin Willis - <i>Non-Executive Director</i> Mr <u>Winton</u> William Willesee - <i>Non-Executive Director</i> Mr <u>Trevor</u> Stanley Schultz - <i>Non-Executive Director</i> Mr <u>Michael</u> Richard Anderson - <i>Non-Executive Director</i> Mr <u>Michael</u> Henry Stirzaker - <i>Alternate Non-Executive Director to Trevor Schultz</i>	
FULL NAMES AND HOLDINGS OF <u>SIGNIFICANT SHAREHOLDERS</u> EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):	
	Before and After Admission
Pacific Road Resources Fund II*	20.5%
Taurus SM Holdings Pty Ltd	13.0%
L1 Capital Pty Ltd	8.8%
Acorn Capital Ltd	8.2%
BT Investment Management Ltd	6.1%
Aterra Investments Ltd	4.7%
Northcape Capital Pty Ltd	3.7%
* Pacific Road Resources Fund II is comprised of Pacific Road Capital Management GP II Limited (a Cayman Islands company) as general partner of Pacific Road Resources Fund II L.P. and Pacific Road Capital II Pty Limited (an Australian company) as trustee of Pacific Road Resources Fund II.	
NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:	
n/a	
(i)	ANTICIPATED ACCOUNTING REFERENCE DATE
(ii)	DATE TO WHICH THE MAIN FINANCIAL INFORMATION IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)
(iii)	DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:
(i)	30 June 2012
(ii)	n/a
(iii)	31 March 2013 (interim accounts for the 6 months ending 31 December 2012), 31 December 2013 (accounts for the year ending 30 June 2013), 31 March 2014 (interim accounts for the 6 months ending 31 December 2013).
EXPECTED ADMISSION DATE:	
8 January 2013	
NAME AND ADDRESS OF NOMINATED ADVISER:	
RFC Ambrian Limited Level 15, QV1 Building 250 St George's Terrace Perth, WA 6000 Australia	<i>and</i> Level 14 19-31 Pitt Street Sydney, NSW 2000 Australia

NAME AND ADDRESS OF BROKER:
RFC Ambrian Limited Condor House 10 St Paul's Churchyard London EC4M 8AL United Kingdom
OTHER THAN IN THE CASE OF A QUOTED APPLICANT, DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:
n/a
DATE OF NOTIFICATION:
29 November 2012
NEW/ UPDATE:
New
QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:
THE NAME OF THE AIM DESIGNATED MARKET UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:
Australian Securities Exchange ("ASX")
THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:
2 October 2008
CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET OR DETAILS OF WHERE THERE HAS BEEN ANY BREACH:
The Directors of the Company confirm following due and careful enquiry, that as at the date of this Announcement, the Company has adhered to all legal and regulatory requirements involved in having their securities traded on the ASX and has not been in breach.
AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:
www.baseresources.com.au
DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING STRATEGY:
Following Admission, the Company will continue to direct its focus and its financial resources towards the development and bringing into production of its primary asset, being the Kwale Project. Furthermore, in addition to exploring, evaluating and developing its current projects, the Company also continues to actively assess new mineral exploration and development project opportunities.
A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:
During October 2012 the Company completed a capital raising of A\$40 million at A\$0.40 per share which consisted of a placement of 61,629,998 new shares to raise A\$24,651,999 (before costs) (the "Placement") and an accelerated pro-rata non-renounceable entitlement offer of 38,370,002 new shares to raise A\$15,348,001 (before costs) on a ratio of 1 new share for every 12 shares held at the offer price of A\$0.40 per share ("Entitlement Offer"). The Entitlement Offer comprised two phases, with the first being made to existing institutional shareholders and the second to existing retail shareholders. RFC Ambrian Limited was underwriter to the offer.

On 21 November 2012 the Company announced that financial close had been achieved on the US\$170 million project debt facilities and that the first drawdown of US\$52 million had been completed. Under the terms of the Kwale Project Debt Facilities subsequent drawdowns will be made quarterly, with the next scheduled for February 2013.

A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OR ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:

The Directors of the Company have no reason to believe that the working capital available to the Company will be insufficient for at least twelve months from the date of its Admission.

DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:

Directors' interests in shares and options are detailed in Section 10 of the Appendix to this Schedule. In accordance with AIM Rule 7, for a period of 12 months following Admission, all the Directors have undertaken to RFC Ambrian Limited and the Company not to dispose of any interest that they have in the Company's securities (including any interests which they may subsequently acquire within 12 months of Admission), although five Directors are permitted to sell such minimum number of shares as is needed to realise sufficient proceeds in order to meet pre-existing income tax liabilities that arose from the prior vesting of options in the Company and to cover the cost of exercising said options.

A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:

To settle the securities to be traded on AIM, the Company will apply for Depository Interests, representing its ordinary shares, to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Depository Interests following Admission will take place within the CREST system. CREST is a voluntary system and shareholders who wish to have them held outside of CREST will have their details recorded on the Company's share register maintained in Australia. Settlement on the ASX will continue to be conducted under the ASX's electronic CHES system.

Further details are provided in the Appendix to this Schedule 1.

A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:

www.baseresources.com.au

INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:

The Appendix to this Schedule 1 contains, inter alia, information equivalent to that required for an Admission Document which is not already public. All other public information is available at www.baseresources.com.au and www.asx.com.au.

Detailed information on the Company's material assets is also set out in a competent person's report prepared by TZ Minerals International Pty Ltd available on the Company's website.

A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THAN NINE MONTHS PRIOR TO ADMISSION AND INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS PERMISSIBLE UNDER AIM RULE 19:

www.baseresources.com.au

The website contains the audited annual financial statements of the Company for the financial year ended 30 June 2012 and the unaudited interim accounts for the period ending 31 December 2011.

The financial report complies with Australian Accounting Standards as issued by the Australian

Accounting Standards Board (AASB) and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TREASURY:

None