

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **BASE RESOURCES LTD**ACN/ARSN **125 546 910****1. Details of substantial holder(1)**Name **SEE ANNEXURE 'A' ATTACHED TO THIS FORM**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on **26 /05 /2017**The previous notice was given to the company on **16 /03 /2017**The previous notice was dated **16 /03 /2017****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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
FPO	121,277,159	16.34%	40,433,866	5.45%

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
	ANNEXURE 'C'				

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	ANNEXURE 'B'				

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

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ANNEXURE 'D'	

Signature

print name **Paula Ferrao**

capacity **Chief Financial Officer**

sign here

date **30 / 05 / 2017**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

HUNTER HALL INVESTMENT MANAGEMENT LTD (A.C.N. 063 081 612)
ANNEXURES TO FORM 604
BASE RESOURCES LTD

ANNEXURE A:

Hunter Hall Investment Management Limited (A.C.N. 063 081 612)
 Hunter Hall International Limited (A.C.N. 059 300 426)
 Hunter Hall Global Value Limited (A.C.N. 107 462 966)

ANNEXURE B:

Holder of Relevant Interest	Person registered and entitled to be Registered as Holder	Nature of relevant Interest	Class and Number of Shares
Hunter Hall Investment Management Ltd	JP Morgan Chase Bank, N.A. as the Custodian of the Hunter Hall Value Growth Trust, Hunter Hall High Conviction Equities Trust, and Hunter Hall Global Value Limited	Hunter Hall Investment Management Limited has the power to control the vote attached to the securities, and the power to exercise control over the disposal of securities as: <ul style="list-style-type: none"> • Responsible Entity for the Hunter Hall Value Growth Trust (8,786,974 ORD), Hunter Hall High Conviction Equities Trust, (26,597,830 ORD) and • Investment Manager for Hunter Hall Global Value Limited (5,049,062 ORD) 	40,433,866 ORD
Hunter Hall International Limited	As above	Hunter Hall International Ltd has a relevant interest in the said securities, as it wholly owns Hunter Hall Investment Management Limited.	As above
Hunter Hall Global Value Limited	As above	Hunter Hall Global Value Limited is managed pursuant to an investment management agreement by Hunter Hall Investment Management Ltd. (5,049,062 ORD)	5,049,062 ORD

ANNEXURE C:

Person whose relevant interest changed:
 Hunter Hall Investment Management Limited
 Hunter Hall International Limited
 Hunter Hall Global Value Limited

Date of Change	Nature of Change	No. of Shares Affected	Consideration Given in Relation to Change AUD	Cumulative
			Opening Balance:	121,277,159
19-Apr-17	Sale	-1,396,726	444,136.51	119,880,433
19-Apr-17	Sale	-809,140	257,293.58	119,071,293
19-Apr-17	Sale	-1,846,680	587,214.70	117,224,613
5-May-17	Sale	-401,628	132221.04	116,822,985
5-May-17	Sale	-232,670	76,597.92	116,590,315
5-May-17	Sale	-531,020	174,818.53	116,059,295
8-May-17	Sale	-281,950	91445.54	115,777,345
8-May-17	Sale	-123,540	40,068.03	115,653,805
8-May-17	Sale	-213,254	69,165.20	115,440,551
11-May-17	Sale	-6,685	2130.21	115,433,866
26-May-17	Sale	-26,000,000	7,234,136.00	89,433,866
26-May-17	Sale	-31,000,000	8625316	58,433,866
26-May-17	Sale	-18,000,000	5,008,248.00	40,433,866
Balance held as at 26th May 2017				40,433,866
% held as at 26th May 2017 based on shares on issue 742,231,956				5.45%

ANNEXURE D:

NAME	ADDRESS
Hunter Hall International Limited	Level 2, 56 Pitt Street SYDNEY NSW 2000
Hunter Hall Investment Management Limited	Level 2, 56 Pitt Street SYDNEY NSW 2000
Hunter Hall Global Value Limited	Level 2, 56 Pitt Street SYDNEY NSW 2000

These 2 pages comprise the Annexures A to E referred to in the Form 604, Notice of Change in Substantial Holding.



Paula Ferrao
 Chief Financial Officer
 Dated 30/05/2017