

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 | 4 October 2018 |

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 | 4 December 2018 |
| No. of securities held prior to change | 9,620,446 fully paid ordinary shares 3,838,623 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the LTIP) |
| Class | Performance rights issued pursuant to the terms of the LTIP |
| Number acquired | 2,806,452 performance rights |
| Number disposed | Nil. |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil cash consideration |

+ See chapter 19 for defined terms.

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| | |
|---|--|
| No. of securities held after change | 9,620,446 fully paid ordinary shares 6,645,075 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the LTIP) |
| 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 2018 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

| | |
|---|-----|
| 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 |

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|------------------------|------------------------|
| 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 | 4 October 2018 |

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; and (iii) CPU Share Plans Pty Ltd as trustee for the Base Resources Long Term Incentive Plan (LTIP) on behalf of Mr Bwye. |
| Date of change | 4 December 2018 |
| No. of securities held prior to change | 10,123,671 fully paid ordinary shares 3,838,623 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the LTIP) |
| Class | Performance rights issued pursuant to the terms of the LTIP |
| Number acquired | 2,806,452 performance rights |
| Number disposed | Nil. |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil cash consideration |

+ See chapter 19 for defined terms.

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| | |
|--|---|
| No. of securities held after change | 10,123,671 fully paid ordinary shares 6,645,075 performance rights (vesting is subject to satisfaction of applicable performance criteria and terms of the LTIP) |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Performance rights issued in accordance with the LTIP, following shareholder approval at the 2018 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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | N/A |
| Interest after change | N/A |

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.