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RESOURCEBASE
 LIMITED

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5 February 2009

 Mr Dion Slivy
 Senior Adviser, Issuers
 Australian Securities Exchange
 GPO Box 547
 ADELAIDE SA 5001

Dear Dion

I refer to your letter of the 2nd February 2009 and respond as follows.

1. **What proportion of the funds raised under the Company's Initial Public Offer (the "Offer") comprised cash, BBX Dollars and promissory notes respectively?**

	Amount
Cash	\$3,931,600
Promissory Notes	\$1,868,400
BBX Dollars	\$700,000
	\$6,500,000

2. **What are the terms of the promissory notes?**

The general terms of the promissory notes are attached at Annexure A. The annexure attached is a copy of one of the promissory notes issued. All promissory notes contain the same terms and conditions as the copy provided.

The maturity dates of the promissory notes that were accepted by the Board at the time of listing on ASX varied from 15 days to 60 days from execution date. Promissory notes that remain outstanding have been rolled over. Please refer to response at 3 below for further information.

The initial maturity dates of the outstanding promissory notes have expired and the Board advises that it is pursuing receipt of funds regarding such promissory notes.

The Board and the promissory note holders accept that the promissory notes remain current, due and receivable. Accordingly, the Company does not believe that disclosure of the variation of maturity dates is material.

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3. From whom were the promissory notes received?

Particulars of the promissory notes received at the initial Public Offer					
Name of Noteholder	Amount	Initial execution date	Initial maturity date	Amount received to date	Amount Outstanding
Martin Place Securities (AFSL 247 404)	\$900,000	12 November 2007	30 to 60 days	\$900,000	\$0
Greenlink Australia Limited (formerly Consolidated Global Securities AFSL representative No: 310162 under AFSL 244 315)	\$650,000	12 November 2007	30 business days	\$150,000	\$500,000
SST Trading Pty Ltd	\$300,000	12 November 2007	15 business days	\$20,000	\$280,000
Mr Alan Fraser	\$18,400			\$18,400	\$0
	\$1,868,400			\$1,088,400	\$780,000

Particulars of the promissory notes outstanding			
Name of Noteholder	Amount Outstanding	Current execution date	Current maturity date
Greenlink Australia Limited (formerly Consolidated Global Securities AFSL representative No: 310162 under AFSL 244 315)	\$500,000	6 October 2008	on or before 16 March 2009
SST Trading Pty Ltd	\$280,000	6 October 2008	on or before 16 March 2009
	\$780,000		

4. Whether the Company considers the fact that a significant portion of the funds raised under the Offer comprised funds other than cash (ie. short term promissory notes and BBX dollars) (the "information") is material?

Upon consideration of the validity of the promissory notes (\$1,868,400) and the BBX Dollars (\$700,000), the Board considered those amounts to represent cash for the purpose of satisfying the ASX listing requirements together with application moneys to a total of \$6,500,000. The Board considered promissory notes and BBX Dollars as cash (and cash equivalents) and accordingly, does not consider the portion of the funds raised under the Offer comprised funds other than cash is material.

As reflected in the Company's 2008 Annual Report lodged with ASX on 3 October 2008, the Board considers promissory notes and BBX Dollars to appear as cash and cash equivalents.

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5. **If the answer to question 4 is "no", please advise the basis on which the Company does not consider the information to be material.**

Refer to Company response at 4 above.

6. **If the answer to question 4 is "yes" please explain why the Company did not disclose the information at the time of listing.**

Refer to Company response at 4 above.

7. **If it is the case that a significant portion of the funds raised under the Offer consisted of promissory notes and BBX dollars, does the Company consider that it was correct to state that it had received application moneys totalling \$6,800,000?**

Yes.

8. **ASX is concerned about whether the financial condition of the Company is adequate to warrant the continued quotation of its securities and its continued listing. In view of the qualification expressed in the Independent Auditor's Report that \$784,000 of the promissory notes held are not responding to repeated cash calls and are therefore considered as doubtful collections and that the latest Quarterly Cash Flow Report for the period ending 31 December 2008 shows that the Company holds just \$10,000 in cash, with the remainder held in promissory notes and BBX Dollars; is the Company able to meet its debts as and when they fall due?**

The Board refers to the ASX announcements made on 16 December 2008 and 29 January 2009, whereby the Company advises that it is seeking to place the shortfall shares pursuant to the recent non renounceable entitlement offer.

In line with the placement of the shortfall shares, receipt of the outstanding promissory note, usage of the BBX Dollars and availability of the issuance of securities under Chapter 7 of the Listing Rules, the Board believes that the Company is able to meet its debts as and when they fall due.

If you have any further queries please feel free to call Alan Fraser or Adrien Wing on (03) 9614 0600.

Yours faithfully



ALAN FRASER
MANAGING DIRECTOR

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ANNEXURE: A

1. The shares purchased to the value of A\$18,400 in Resource Base Limited from this promissory note will be issued but not released until the payment is made in cash for the shares in Resource Base Limited or the security provided converted to cash to meet the obligations. The Directors of Resource Base Limited will hold the issued shares and release them upon full payment of the promissory note.
2. In the event that the Company becomes insolvent or any other indebtedness owing by the Company becomes repayable prior to its stated maturity, then, and in each such event, the Note holder will have the right and option, by notice in writing to the Company, to demand the immediate repayment of, and the Company will be liable to pay.
3. In these conditions, the following words have the meanings given below:
 - Business Day:** means a day which is not a Saturday or Sunday on which commercial banks are open for general retail banking business in Melbourne.
 - Issue Date:** means the date that the Note is issued by the Company as evidenced by this certificate.
 - Payment Date:** means the date being 60 business days after the Issue Date or any earlier date agreed between the Company, shareholders and the Note holder.



ASX

AUSTRALIAN SECURITIES EXCHANGE

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2 February 2009

Mr Adrien Wing
 Company Secretary
 Resource Base Limited
 Level 17, 500 Collins Street
 Melbourne VIC 3000

By facsimile: (03) 9614 0550

Dear Mr Wing

Resource Base Limited (the "Company")

ASX Limited ("ASX") refers to the following:

- A. The Company's Supplementary Prospectus dated 19 November 2007 lodged with ASX on 22 November 2007 which states as follows:

"The minimum subscription under the Prospectus is 32,500,000 Shares representing \$6,500,000. As at the date of this Supplementary Prospectus the Company has received Applications for 32,500,000 Shares together with application moneys totalling \$6,500,000 from over 400 applicants (each of whom have applied for at least a marketable parcel). Accordingly, the minimum subscription condition under the Offer has now been reached."

- B. The Company's Quarterly Cash Flow Report for the period ending 31 December 2007 lodged with ASX on 31 January 2008 which shows under item 5.4 that the Company held a total of \$2,418,400 in Short term promissory notes and BBX Dollars.

- C. Note 1(x) on page 29 of the Company's 2008 Annual Report lodged with ASX on 3 October 2008 which states

"(x) Promissory notes and BBX dollars

Promissory notes have been issued with an "On Demand" maturity, of which \$420,000 has been called in, with a balance of \$1,298,400 uncalled at 30 June 2008. The Directors believe that these promissory notes could be called upon in full. BBX dollars are an alternative form of cash. At the capital raising in 2007 \$700,000 in BBX dollars was acquired from the issue of 3,500,000 ordinary

Australian Securities Exchange

Australian Stock Exchange
 Sydney Futures Exchange

Australian Clearing House
 SFE Clearing Corporation

ASX Settlement and Transfer Corporation
 Austraclear

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shares at 20 cents per share in Resource Base Limited. The BBX dollars can be used as a payment method with merchants that accept this form of payment. The Directors believe that the value of BBX dollars equates to AU\$1.00 per BBX dollar. Promissory notes and BBX dollars appear as cash and cash equivalents in the balance sheet, with Directors performing an impairment test at reporting date. At 30 June 2008, no impairment had been made."

- D. The Independent Auditor's Report on pages 49 to 51 of the Company's 2008 Annual Report lodged with ASX on 3 October 2008 which states;

"there is insufficient evidence to support the Directors assertions that the company will be able to continue as a going concern and pay its debts as and when they fall due and therefore I believe the going concern basis is not appropriate"; and

"At 30 June 2008 the consolidated entity had cash and cash equivalents totalling \$2,201,956, comprising cash at bank \$242,056, promissory notes of \$1,298,400 and BBX dollars (refer note 1(x) of the financial statements) of \$661,500. In my opinion only \$242,056 is available to meet current creditors of \$359,338"; and

"The Director's are reliant upon the collection of the promissory notes to fund the current creditors and ongoing commitments of the Company. At the date of signing this report \$784,000 of these promissory notes are not responding to repeated cash calls which in my opinion render them as doubtful collections."

- E. The Company's Quarterly Cash Flow Report for the period ending 31 December 2008 lodged with ASX on 29 January 2009 which shows under item 5.1 that the Company held only \$10,000 in cash and \$1,440,000 in Short term promissory notes and BBX Dollars.

Please respond to the following questions in a format suitable for release to the market in accordance with listing rule 18.7A.

1. What proportion of the funds raised under the Company's Initial Public Offer (the "Offer") comprised cash, BBX Dollars and promissory notes respectively?
2. What are the terms of the promissory notes?
3. From whom were the promissory notes received?
4. Whether the Company considers the fact that a significant portion of the funds raised under the Offer comprised funds other than cash (i.e. short term promissory notes and BBX Dollars) (the "Information") is material?
5. If the answer to question 4 is "no", please advise the basis on which the Company does not consider the Information to be material.
6. If the answer to question 4 is "yes", please explain why the Company did not disclose the Information at the time of listing.
7. If it is the case that a significant portion of the funds raised under the Offer consisted of promissory notes and BBX Dollars, does the Company consider that it was correct to state that it had received application moneys totalling \$6,500,000?
8. ASX is concerned about whether the financial condition of the Company is adequate to warrant the continued quotation of its securities and its continued listing. In view of the qualification expressed in the Independent Auditor's Report that \$784,000 of the promissory notes held are not responding to repeated cash calls and are therefore considered as doubtful collections and that the latest Quarterly Cash Flow Report for the period ending 31 December 2008 shows that the Company holds just \$10,000

In cash, with the remainder held in promissory notes and BBX Dollars; is the Company able to meet its debts as and when they fall due?

Your response should be sent to me by e-mail at Dion.Silvy@asx.com.au or by facsimile on facsimile number (08) 8216 5099. It should not be sent to the Company Announcements Office. Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible, and in any event, not later than 4.00 p.m. E.S.T, Wednesday 4 February 2009.

Please note that ASX reserves the right, under listing rule 18.7A, to release this letter and the Company's response to the market if it considers it necessary for an informed market. Accordingly, it would be appreciated if you would prepare your response in a format suitable for release to the market and separately address each of the questions asked.

Yours sincerely,



Dion Silvy
Senior Adviser, Issuers (Adelaide)