

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Resource Base Limited

ABN

50 113 385 425

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | i. Shares
ii. Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | i Approx. 29,857,143 shares
ii Approx. 14,928,571 options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | i Same as existing Shares at date of allotment
ii Options exercisable at 5 cents on or before 30 November 2011 |

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>i Yes ii N/a – new class</p>						
<p>5 Issue price or consideration</p>	<p>i 5 cents (\$0.05) per Share ii free attaching</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised by the Offer will be applied, with existing funds and after payment of the costs of the Offer, to advance the development of the Company's mining and exploration assets, particularly, the Broula King Gold Mine located in New South Wales and for working capital purposes.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>24 December 2009</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1478 997 1512">Number</th> <th data-bbox="997 1478 1281 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1512 997 1545">99,523,810</td> <td data-bbox="997 1512 1281 1545">Ordinary shares</td> </tr> <tr> <td data-bbox="686 1545 997 1736">14,928,571</td> <td data-bbox="997 1545 1281 1736">Options exercisable at 5 cents on or before 30 November 2011</td> </tr> </tbody> </table>	Number	+Class	99,523,810	Ordinary shares	14,928,571	Options exercisable at 5 cents on or before 30 November 2011
Number	+Class						
99,523,810	Ordinary shares						
14,928,571	Options exercisable at 5 cents on or before 30 November 2011						

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000	Unlisted options

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
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12 Is the issue renounceable or non-renounceable?	Non renounceable
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13 Ratio in which the +securities will be offered	Three (3) new Share for every seven (7) ordinary share held. Each new share comes with 1:2 free attaching option exercisable at 5 cents on or before 30 November 2011.
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14 +Class of +securities to which the offer relates	i Ordinary shares ii Options exercisable at 5 cents on or before 30 November 2011
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15 +Record date to determine entitlements	30 November 2009
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16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/a
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17 Policy for deciding entitlements in relation to fractions	Rounded down
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18 Names of countries in which the entity has +security holders who will not be sent new issue documents	None
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Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

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19 Closing date for receipt of
acceptances or renunciations

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20	Names of any underwriters	Martin Place Securities Pty Ltd
21	Amount of any underwriting fee or commission	6% of amount underwritten (representing \$44,785); plus 1% management fee of total offer (\$14,928)
22	Names of any brokers to the issue	N/a
23	Fee or commission payable to the broker to the issue	N/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/a
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	2 December 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	20 November 2009
28	Date rights trading will begin (if applicable)	N/a
29	Date rights trading will end (if applicable)	N/a
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/a
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/a

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- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40 Do the +securities rank equally in
all respects from the date of
allotment with an existing +class of
quoted +securities?

If the additional securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next dividend,
(in the case of a trust,
distribution) or interest payment
- the extent to which they do not
rank equally, other than in
relation to the next dividend,
distribution or interest payment

41 Reason for request for quotation
now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of
another security, clearly identify
that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 20 November 2009.

Print name: .Adrien Wing.....

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