

RESOURCE BASE LIMITED

ABN 57 113 385 425

PROSPECTUS

A non-renounceable pro-rata offer (**Offer**) of up to 65,809,790 New Shares to Eligible Shareholders of one (1) New Share for every two (2) Shares held on the Record Date at \$0.036 each to raise up to \$2,369,152 (gross).

The Offer is fully underwritten by Asipac Capital Pty Ltd (ACN 007 268 386)(AFSL 300767) on the terms and conditions set out in Section 7.

THIS PROSPECTUS IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

If you do not understand the contents of this Prospectus, you should consult your stockbroker, accountant or other professional adviser before making an investment decision.

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CORPORATE DIRECTORY

Resource Base Limited
ABN 57 113 385 425

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Mr Kevin Lynn
Mr Peter Kelliher
Mr Angelo Siciliano

Company Secretary
Mr Adrien Wing

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Underwriter
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'Asipac Place' Level 10
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Melbourne VIC 3000

Share Registry
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Perth WA 6000

ASX Codes
Share: RBX
Options: RBXO

IMPORTANT NOTICES

1. IMPORTANT INFORMATION

This Prospectus is issued by Resource Base Limited ABN 57 113 385 425 (**Resource Base or Company**) and is dated 16 September 2011. A copy of this Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on the same day.

ASIC and ASX Limited (**ASX**) and their respective officers take no responsibility for the contents of this Prospectus. The fact that the ASX may admit the New Shares offered under this Prospectus to Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Company's securities.

The expiry date of this Prospectus is the day thirteen months after the date of this Prospectus. No New Shares will be allotted or transferred on the basis of this Prospectus later than the expiry date.

2. OVERSEAS SHAREHOLDERS

This Prospectus does not constitute an offer in any place where, or to any person whom, it would be unlawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside the Commonwealth of Australia may be restricted by law, and persons outside Australia who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit a public offering of the New Shares in any jurisdiction outside Australia. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA.

Any person accessing the electronic version of this Prospectus for the purpose of investing in Resource Base must only access it from within Australia.

3. INVESTMENT DECISIONS

This Prospectus provides information for investors and their professional advisers to decide if they wish to accept the Offer and should be read in its entirety. In particular, the risk factors that could affect the operations and objectives of Resource Base should be examined. After reading this Prospectus, investors should contact their stockbroker, accountant or independent financial adviser prior to making an investment in Resource Base.

4. ELECTRONIC VERSION OF PROSPECTUS

This Prospectus is available in electronic format on the Company's website at www.resourcebase.com.au. The Offer constituted by this Prospectus in electronic form is only applicable to persons receiving this Prospectus in electronic form within Australia. Any person accessing the electronic version of this Prospectus for the purposes of investing in Resource Base must only access it from within Australia.

Applications for New Shares may only be made on an Entitlement and Acceptance Form accompanying or forming part of this Prospectus or on a paper copy of the form as downloaded in its entirety via www.resourcebase.com.au. The Corporations Act prohibits any person from passing on to another person the Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

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5. **TRANSACTION SPECIFIC PROSPECTUS**

This Prospectus is a "transaction specific prospectus" and has been prepared in accordance with section 713 of the Corporations Act. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities being offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not contain the same level of disclosure as an initial public offering prospectus. Investors should therefore have regard to other publicly available information in relation to the Company before making a decision whether or not to invest.

6. **TERMS OF THE OFFER**

Subject to compliance with the Corporations Act, the ASX Listing Rules and any other applicable laws, the Directors reserve the right to withdraw the Offer and Prospectus at any time in their absolute discretion. In either case, the relevant Application Monies will be refunded (without interest).

The Company will apply to ASX within 7 days after the date of this Prospectus for the New Shares to be admitted to quotation on ASX. In the event that the New Shares are not admitted to quotation on ASX, they will not be issued by the Company and all Application Monies will be refunded to Applicants.

7. **FUTURE PERFORMANCE**

Except as required by law, and only then to the extent so required, neither Resource Base nor any other person warrants the future performance of Resource Base, or any return on any investment made pursuant to this Prospectus. An investment in the New Shares offered by this Prospectus should be considered speculative.

No person is authorised to provide any information or to make any representation in connection with the Offer described in this Prospectus which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or any other person in connection with the Offer.

8. **DEFINITIONS**

Refer to the Glossary at Section 14 for defined meanings of certain words or phrases used in this Prospectus.

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1. SUMMARY OF THE OFFER

1.1 THE OFFER

This Prospectus has been issued by Resource Base for an Offer to Eligible Shareholders to apply for one (1) New Share for every two (2) Shares held on the Record Date at \$0.036 each. Fractional entitlements to New Shares will be rounded up to the nearest whole New Share.

The Shares issued under this Prospectus will rank equally with existing ordinary shares in the capital of Resource Base.

The Offer is available to Eligible Shareholders only. Unless the Company determines otherwise, Eligible Shareholders are Shareholders who hold Shares in the Company at the Record Date and whose registered address is in Australia or New Zealand only.

The Offer is fully underwritten. Asipac Capital Ltd (ACN 007 268 386) (AFSL 300767) has agreed to underwrite any shortfall in acceptances up to \$2,369,152.44 (65,809,790 New Shares) being 100% of the New Shares offered under this Prospectus.

Eligible Shareholders (and other investors) may also apply for New Shares which are not taken up under the Offer pursuant to the Shortfall Offer.

Applications for New Shares under this Prospectus must be made on an Entitlement and Acceptance Form or a Shortfall Application Form. You should read this Prospectus in full before deciding to accept your Entitlement or subscribe for New Shares under the Shortfall Offer.

1.2 PURPOSE OF THE OFFER

The purpose of the Offer is to provide working capital for the Company's activities.

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.

The Offer will raise up to \$2,369,152 before costs. It is currently expected that the funds raised will be applied as follows:

Activity	Allocated Funds
Gross funds to be raised	\$2,369,152
Less anticipated expenses of the Offer	\$218,457
Net Working Capital	\$2,150,695

The intended use of funds above assumes full subscription under the Offer on the basis that any New Shares not taken up by Shareholders as part of their Entitlement will be taken up by the Underwriter or pursuant to the Shortfall Offer. In the event that the Offer is not fully subscribed, the amount allocated to working capital will be governed by the amount actually raised.

The Company's actual allocation of funds may change depending on the circumstances in which its business develops and operates. The Company will provide details of its actual expenditure in its periodic reports and as otherwise required by the ASX Listing Rules.

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1.3 INDICATIVE TIMETABLE

Lodgement of Prospectus	16 September 2011
Notice of Offer to be sent to Option holders	19 September 2011
Notice of Offer to be sent to Shareholders	20 September 2011
'Ex' Date	23 September 2011
Record Date	7.00 pm (Melbourne Time) on 29 September 2011
Dispatch of Prospectus / Opening Date	30 September 2011
Closing Date	18 October 2011
Notify ASX of under subscriptions for New Shares	21 October 2011
Dispatch date of holding statements	26 October 2011
Commencement / Reinstatement to trading of Shares and New Shares	27 October 2011

The above dates should be regarded as indicative only. Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Company, in consultation with the Underwriter, reserves the right to change the above dates, to close the Offer before the date stated above, to extend the Closing Date and subsequent dates, to accept late Applications, either generally or in particular cases or to not proceed with the Offer described in this Prospectus.

1.4 ADDITIONAL SHARES - SHORTFALL OFFER

Eligible Shareholders may also subscribe for New Shares in addition to their Entitlement under the Shortfall Offer. The Shortfall Offer is a separate offer pursuant to this Prospectus made to Eligible Shareholders, new investors with registered addresses in Australia and New Zealand and other eligible new investors (limited to persons to whom the making of the Shortfall Offer is lawful having regard to the securities laws applicable in their jurisdiction).

The issue price of any New Shares offered pursuant to the Shortfall Offer will be \$0.036, being the same price at which the Offer is being offered to Eligible Shareholders. Allotment of the New Shares pursuant to the Shortfall Offer will be subject to there being a shortfall under the Offer and will otherwise take place at the discretion of the Directors in consultation with the Underwriter.

The Directors do not represent that any application to participate in the Shortfall Offer will be successful. In relation to the Shortfall Offer, the Directors reserve the right to issue securities to Applicants under the Shortfall Offer at their absolute discretion. Directors may allot to an Applicant under the Shortfall Offer a lesser number of New Shares than the number for which the Applicant applies, or may reject any Application under the Shortfall Offer, or may choose not to proceed with the placing of the Shortfall Offer pursuant to this Prospectus.

If the number of New Shares allotted is fewer than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on monies refunded.

The Shortfall Offer is independent from the Offer and may remain open after the closing date of the Offer for a period of time as determined by the Directors not exceeding 3 months from the date of this Prospectus.

1.5 NOMINEE FOR INELIGIBLE SHAREHOLDERS

For the purposes of section 615 of the Corporations Act, the Company will appoint the Underwriter to act as the nominee for the Ineligible Shareholders (**Nominee**) and to subscribe for their Entitlements and then sell those resultant New Shares. The appointment of the Nominee is subject to

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the approval of ASIC, if such approval is required. Refer Section 3.5 for details of Ineligible Shareholders.

The Nominee will have the absolute and sole discretion to determine the timing and the price at which New Shares subscribed for in its capacity as Nominee may be sold and the manner of any such sale. Neither the Company nor the Nominee will be subject to any liability for failure to sell such New Shares or to sell them at a particular price.

The proceeds of sale (if any) will be distributed by the Company to the Ineligible Shareholders for whose benefit the Entitlements have been subscribed for and then New Shares sold in proportion to their shareholdings (after deducting brokerage commission and other expenses). The Nominee will be paid a fee of \$100.00 or 1.0% of the total value of the sales executed, whichever is the greater.

1.6 RISKS

There are risks associated with investing in the Company. A summary of the specific risks of the Company includes the following:

- Resource estimates;
- Exploration risks and success, development and mining risks;
- Environmental risks;
- Title risks and native title;
- Capital and funding risks;
- Regulatory risks; and
- Insurance risks.

Investors should read Section 5 of this Prospectus in detail and have regard to all of the specific and general risks and comments referred to therein.

2. EFFECT OF THE OFFER ON THE COMPANY

2.1 THE COMPANY'S ACTIVITIES

The Company is presently engaged in the development and commercialization of its Broula King Gold Project.

From time to time, the Company also seeks and engages in discussions in respect of potential opportunities for strategic development and expansion of the Company's activities. While the Company continues to seek potential commercial partners and opportunities, there is no certainty that any arrangement(s) will be negotiated or finalised on particular terms, at a specific time, or at all. The Company will make further announcements in respect of any such discussions, negotiations or arrangements in accordance with its disclosure obligations as developments occur.

2.2 REINSTATEMENT APPROVAL

The Shares in Resource Base were suspended from trading on ASX on 17 March 2011 and remain in suspension as at the date of this Prospectus. The suspension was imposed by ASX as a result of an adverse opinion of the auditor in the Company's Half Year Accounts lodged with ASX on 16 March 2011.

The Company expects that subject to completion of the Rights Issue and the lodgment with ASX of the Company's Full Year Accounts for the period ended 30 June 2011, such accounts not including an 'adverse' opinion from the Company's auditor, the Company's Shares and the New Shares will be admitted to quotation (the suspension lifted) and trading will commence in accordance with the

indicative timetable in Section 1.3. In the event that the New Shares are not admitted to quotation on ASX, they will not be issued by the Company and all Application Monies will be refunded to Applicants.

2.3 CAPITAL STRUCTURE

At the date of this Prospectus the Company has on issue:

- 131,619,580 Shares;
- 18,928,555 listed options exercisable at 5 cents on or before 30 November 2011; and
- 2,000,000 unlisted options exercisable at 20 cents on or before 30 June 2013.

Following completion of the Offer and the issue of the New Shares, the Company will have the following securities on issue:

SHARES

Description	Shares
Shares on issue as at the date of this Prospectus	131,619,580
Maximum number of New Shares to be issued under Offer	65,809,790
Total Shares on issue if the Offer is fully subscribed	197,429,370

OPTIONS

Description	Date of Expiry	Exercise Price	Number of Options
Existing (unlisted)	30 June 2013	\$0.20	2,000,000
Existing (listed)	30 November 2011	\$0.05	18,928,555
	Total Options		20,928,555

2.4 POTENTIAL EFFECT ON CONTROL

Section 606 of the Corporations Act restricts a person from acquiring a relevant interest in shares in a listed company if that person's voting power in the company increases:

- from 20% or below to more than 20%; or
- from a starting point that is above 20% and below 90%.

Items 10 and 13 of section 611 of the Corporations Act together provide that an increase to a person's voting power which results from a person accepting an entitlement under a rights issue, which extends to an underwriter or a sub-underwriter, is exempt from the prohibition set out in section 606 of the Corporations Act.

As at the date of this Prospectus, Asipac Group Pty Ltd ACN 110 090 367, together with its associates including the Underwriter, holds voting power in 26,278,000 issued shares of Resource Base, being 19.97% of the presently issued voting shares. As at the date of this Prospectus, Asipac Group Pty Ltd is the registered holder of 26,278,000 issued shares of Resource Base (being 19.97%). If Asipac Group Pty Ltd and its associates accept their respective Entitlements under the Offer in full and in the unlikely event no other Shareholder takes up their Entitlement and the Underwriter is required to take up the maximum number of New Shares pursuant to the Underwriting Agreement, then Asipac Group Pty Ltd's and its associates' (including the Underwriter) direct and indirect voting power in Resource Base will increase to a maximum of approximately 46.64%.

This percentage assumes that no acceptances are received under the Offer from Shareholders other than the Underwriter and its associates, that the Underwriter does not enter into or complete any sub-underwriting arrangements, no Shortfall Shares are issued to a party other than the Underwriter and its associates and no existing Options are exercised prior to the Record Date.

The percentage shareholding in the Company of Eligible Shareholders who do not take up all of their rights pursuant to the Offer and Ineligible Shareholders will be diluted. Eligible Shareholders who take up all of their rights pursuant to the Offer will not have their percentage shareholding in the Company diluted by reason of the Offer.

2.5 FINANCIAL INFORMATION

Historical and Pro-Forma Financial Information

Set out below is the Statement of Financial Position of Resource Base Ltd and its controlled entity as at 31 December 2010 (reviewed) and 30 June 2011 (unaudited).

The Pro Forma Statement of Financial Position of Resource Base Ltd and its controlled entity assumes the Offer is fully subscribed (refer further below for pro forma adjustments), being approximately \$2,369,152 before costs of the Offer.

Pro Forma Consolidated Balance Sheet

	Audit reviewed - 31 December 2010	Management accounts - 30 June 2011 (unaudited)	Pro Forma - 30 June 2011 (unaudited)
Current Assets			
Cash and cash equivalents	190,199	2,917	2,771,652
Trade and other receivables	3,753	21,011	21,011
Other	180,436		
Total Current Assets	374,388	23,928	2,792,663
Non-Current Assets			
Property, plant and equipment	1,381,836	1,316,290	1,316,290
Exploration and evaluation	4,875,737	4,955,930	4,955,930
Other non current assets	591,278	672,628	672,628
Total Non-Current Assets	6,848,851	6,944,848	6,944,848
TOTAL ASSETS	7,223,239	6,968,776	9,737,511
Current Liabilities			
Trade and other payables	441,769	567,512	567,512
Borrowings	109,306	45,061	45,061
Total Current Liabilities	551,075	612,573	612,573
Non-Current Liabilities			
Borrowings	70,670	87,152	87,152
Employee benefits	31,215	36,465	36,465

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Provisions	500,000	500,000	500,000
Total Non-Current Liabilities	601,885	623,617	623,617
TOTAL LIABILITIES	1,152,960	1,236,190	1,236,190
NET ASSETS	6,070,279	5,732,586	8,501,321
Equity			
Issued capital	10,459,539	10,459,539	13,228,274
Reserves	248,824	248,824	248,824
Retained earnings	(4,638,084)	(4,975,777)	(4,975,777)
TOTAL EQUITY	6,070,279	5,732,586	8,501,321

Pro Forma Adjustments

- Adjusts for recent placement in August 2011 of 17,167,770 Shares at an issue price of 3.6 cents per share, raising \$618,039.
- Assumes full subscription of Offer, being \$2,369,152 and the issue of 65,809,790 New Shares.
- Adjusts for costs of capital raising as follows:

Particulars	Amount (\$)
Underwriting fee – 5% of Underwritten Amount, being \$118,457 plus a \$60,000 corporate advisory fee	\$178,457
Legal	\$20,000
Other	\$20,000
Total	\$218,457

Going Concern Note

The Statement of Financial Position of Resource Base Ltd and its controlled entity as at 30 June 2011 (audited) included an 'inherent uncertainty' note as regards the Company's ability to trade as a going concern. The Company's and its controlled entities Statement of Financial Position as at 31 December 2010 (reviewed) included an 'adverse' opinion from the auditor as regards the Company's financial position. The Company's Shares have been suspended from trading since March 2011, when the 'adverse' opinion was made by the Company's auditors and released to ASX.

Subsequent to this adverse opinion, in August 2011 the Company raised \$618,039 and is presently, pursuant to this Prospectus, proceeding with the underwritten Rights Issue to raise \$2,369,152 (gross). The above financial statements in this Section 2.5 are prepared on a going concern basis. Both presently and upon completion of the Rights Issue, the Directors have reasonable grounds to believe that Company will be able to pay its debts as and when they become due and payable. Notwithstanding this, the Company's auditors may consider that there is inherent uncertainty as regards the Company's ability to continue as a going concern and may make a note to their pending audit report for the Company's Full year Accounts for the period ending 30 June 2011. Investors should refer to separate announcements to ASX, including the release of such audit report, for further details in this regard.

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3. HOW TO APPLY FOR NEW SHARES

3.1 RECORD DATE AND ENTITLEMENT

Eligible Shareholders will be entitled to subscribe for 1 New Share for every 2 Shares held by them as at 7.00 pm (Melbourne Time) on the Record Date.

The number of New Shares to which you are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus. Fractional entitlements to New Shares will be rounded up to the nearest whole New Share.

Option holders who exercise their Options and are registered as the holder of Shares as at the Record Date are entitled to participate in the Offer in respect of those Shares.

Eligible Shareholders may either:

- exercise their rights to participate in the Offer in part or in full; or
- exercise their rights to participate in the Offer in part or in full and apply for additional shares; or
- take no action under this Offer.

All applications for New Shares offered under this Prospectus must be made on the Entitlement and Acceptance Form accompanying this Prospectus in accordance with the instructions set out in the form and must include the full amount of Application Monies payable.

3.2 NON-RENOUNCEABLE

Please note that Entitlements are non-renounceable and will not be tradable on ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up.

If you do not take up all of your Entitlement, it will lapse and revert to applicants under the Shortfall Offer or will be taken up by the Underwriter and your shareholding in the Company will be diluted.

3.3 APPLICATION MONIES

Payment must be made by cheque, money order or bank cheque. Cheques should be made payable to "Resource Base Limited Share Application Account" and crossed "Not Negotiable". Eligible Shareholders should follow the procedure set out in the personalised Entitlement and Acceptance Form. Receipts for payments will not be issued.

No brokerage or stamp duty is payable on the issue of New Shares. All payments must be in Australian currency. The amount payable on application will be deemed not to have been received until Resource Base's receipt of clear funds.

All Application Monies received from Applicants will be held in trust by Resource Base until the Shares are issued by the Company. Where Applications are rejected or fewer New Shares are allotted than applied for, surplus Application Monies will be refunded to the Applicant in accordance with the Corporations Act. No interest will be paid on any Application Monies refunded.

3.4 APPLICATIONS

Completed Entitlement and Acceptance Forms (and, if paying by cheque a cheque for the Application Monies) must be mailed to the postal address set out below:

POSTAL	Link Market Services Pty Ltd	HAND	Link Market Services Pty Ltd
DELIVERY:	Locked Bag A14	DELIVERY:	Level 12, 680 George Street
	Sydney South NSW 1235		Sydney NSW 2000

Completed Entitlement and Acceptance Forms must be received by 5:00pm Melbourne Time on 18 October 2011 being the Closing Date of the Offer (unless extended).

Completed Shortfall Application Forms together with the full amount of Application Monies payable, may be lodged at any time after the Record Date up to a date after the Closing Date to be determined by the Directors in consultation with the Underwriter.

The Directors may at their discretion in consultation with the Underwriter, extend or close early the Offer or Shortfall Offer or accept late applications under the Offer or Shortfall Offer, either generally or in particular cases. You are encouraged to submit your Entitlement and Acceptance Form and/or Shortfall Application Form as soon as possible.

3.5 OVERSEAS SHAREHOLDERS

The Company is of the view that it is unreasonable to extend the Offer to Shareholders outside of Australia or New Zealand (**Ineligible Shareholders**), having regard to:

- the number of Ineligible Shareholders in each place where the Offer would be made;
- the number and value of the New Shares which would be offered to Ineligible Shareholders; and
- the cost of complying with the legal requirements and requirements of the regulatory authorities, in the respective overseas jurisdictions.

Accordingly, the Company is making the Offer to Eligible Shareholders with a registered address in Australia and New Zealand only. Where this Prospectus has been sent to Shareholders with registered addresses outside Australia or New Zealand who are not entitled to participate in the Offer, it is sent to them for information purposes only.

No action has been taken to register any offer or otherwise permit a public offering of securities outside Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek their own advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of, or invitation to subscribe for securities in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

By lodging a completed Entitlement and Acceptance Form or Shortfall Application Form an investor is taken to have given the warranties as to its ability to participate in the Offer or Shortfall Offer without breach of the law and related matters in their respective jurisdiction. The Company reserves the right to treat as invalid any Entitlement and Acceptance Form or Shortfall Application Form that appears to have been submitted by an Ineligible Shareholder or person not entitled to receive an offer or invitation.

In particular, the Offer and Shortfall Offer have not been, and will not be, registered under the United States Securities Act of 1933 and are not being made in the United States or to persons resident in the United States.

3.6 NOMINEES AND CUSTODIANS

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. Accordingly only nominees and custodians with registered addresses in Australia or New Zealand (or who contact the Company and can demonstrate to the satisfaction of the Company that their participation in the Offer would not breach the securities laws in their jurisdiction) will be entitled to participate. With respect to the underlying beneficial holders of nominees and custodians, they may participate (wherever they reside) except to the extent that those underlying holders are in the United States or US Persons (as defined in the United States Securities Act of 1933 or not eligible or permitted under any applicable securities laws to receive the Offer.

The Company takes no responsibility for advising on the securities laws of any jurisdiction, or the legality of providing the Offer to any person for whom nominees and custodians may hold shares in the Company beneficially or those persons acquiring a beneficial interest in New Shares as a result of the Offer. Nominees and custodians will need to assess whether the participation (whether direct or indirect) of a beneficiary is compatible with applicable foreign laws.

3.7 ALLOTMENT OF NEW SHARES

The allotment of the New Shares to Applicants is anticipated to occur, under the current timetable, on 26 October 2011 and transaction confirmation statements dispatched on 26 October 2011. The Directors reserve the right to extend the Offer beyond the Closing Date. Notice will be given to ASX if the Closing Date is extended.

It is the responsibility of Applicants to determine their allocation prior to trading in New Shares. Applicants trading New Shares before they receive their shareholder transaction statements will do so at their own risk.

Resource Base reserves the right, at its discretion and in consultation with the Underwriter, to reject any Application (including where an Entitlement and Acceptance Form has not been correctly completed) or allocate any person fewer New Shares than that person applied for (but not less than their Entitlement under the Offer), to accept applications received after the Closing Date or to vary the dates and times of the Offer without prior notice and independently of other parts of the Offer.

If an Application Form is not completed correctly or if the accompanying payment of the Application Monies is for the wrong amount, it may still be treated as a valid Application. However, no Application will be treated as an application for more Shares than represented by the Application Monies received with the Application Form.

Resource Base reserves the right, at its discretion and in consultation with the Underwriter, to issue New Shares for which acceptances or applications are not received from Eligible Shareholders at an issue price which is not less than the price at which Shares are offered under this Prospectus, within three (3) months following the Closing Date pursuant to the Shortfall Offer. Recipients of New Shares under the Shortfall Offer need not be Shareholders of Resource Base.

The Company may, at its election, withhold New Shares in respect of uncleared Application Monies, or issue New Shares before Application Monies have cleared without prejudice to its rights, if a cheque on account of Application Monies is not honoured (whether before or after the issue of New Shares).

4. TERMS AND ISSUE OF NEW SHARES

4.1 ASX

The Company will apply to ASX or its subsidiary for admission of the Shares offered pursuant to this Prospectus to Official Quotation within seven (7) days of the date of this Prospectus.

If the Shares offered pursuant to this Prospectus are not admitted to Official Quotation within three (3) months of the date of this Prospectus (or such longer time as may be permitted by law) none of the New Shares offered under this Prospectus will be allotted and all Application Monies will be refunded (without interest) to Applicants in accordance with the Corporations Act.

ASX and its subsidiaries take no responsibility for the contents of this Prospectus. The fact that ASX or its subsidiary may admit the New Shares offered by this Prospectus to Official Quotation is not to be taken in any way as an indication of the merits of Resource Base or the New Shares offered pursuant to this Prospectus.

4.2 RIGHTS ATTACHING TO SHARES

The Shares currently on issue and the New Shares offered under this Prospectus are of the same class and rank equally. The rights attaching to these Shares (and the New Shares) are set out in the Company's Constitution and are regulated by the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and the general law. Set out below is a summary of the principal rights and liabilities attaching to the Company's current Shares. This summary is not a definitive statement of the rights and liabilities of members.

General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- i. each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- ii. on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- iii. on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

Dividend Rights

Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the shareholders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

Transfer of Shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

Variation of Rights

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

4.3 CONSTITUTION

The Constitution of the Company is in a form common to public companies in Australia and was lodged with ASIC (on 22 November 2007).

The Company will provide a copy of the Constitution to any person who requests a copy of it during the Offer period of this Prospectus, free of charge. A copy of the Company's Constitution is also available on the Company's website.

4.4 FUTURE DIVIDENDS

At the time of issue of this Prospectus, the Directors do not anticipate that any dividend will be declared in respect of the current financial year and no dividends are anticipated to be declared for the foreseeable future.

4.5 RESTRICTED SECURITIES

None of the New Shares to be issued pursuant to this Prospectus will be restricted securities.

Under the ASX Listing Rules, ASX or its relevant subsidiary has the discretion to impose escrow restrictions on existing securities of the Company. The imposition and conditions of such restrictions are a matter entirely for ASX or its relevant subsidiary to decide.

4.6 CHESS AND ISSUER SPONSORED HOLDINGS

The Company participates in the security transfer system known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASTC Settlement Rules. Under CHESS, Eligible Shareholders will not receive a share certificate but will be issued a statement of holding of shares.

If you are broker sponsored, and you take up all or part of your Entitlement, ASTC will send you a CHESS holding statement. The CHESS holding statement will set out the number of New Shares issued to you under this Prospectus and provide details of your holder identification number and the participant identification number of the sponsor. If you are registered on the issuer sponsored sub-register, and you take up all or part of your Entitlements, your statement will be despatched by the Share Registry and will contain the number of New Shares issued to you under this Prospectus and a security holder reference number.

A CHESS statement or issuer-sponsored statement will routinely be sent to security holders at the end of any calendar month during which the balance of their security holding changes. Security holders may request a statement at any other time. However, a fee may be charged for additional statements. If investors have enquiries about CHESS, they should contact their broker or ASX.

5. RISKS

Potential investors should be aware that there are risks in subscribing for New Shares. Some of these risks relate generally to investment. Other risks are specifically associated with the Company's business.

Before applying for New Shares, you should consider whether the New Shares are suitable securities for you to acquire, having regard to your own investment objectives and financial circumstances.

Investment Speculative

An investment in the Company is speculative and prospective new investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Shares.

The list of risk factors below ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The listed factors, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus. Therefore, the New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

5.1 RISKS TO THE COMPANY

Adverse report by Auditors and Going Concern Note

The Company's auditors made an adverse opinion in the Company's Half Year Accounts lodged with ASX on 16 March 2011. The Company expects that subject to completion of the Rights Issue and the lodgment with ASX of the Company's Full Year Accounts for the period ended 30 June 2011, such accounts not including an 'adverse' opinion from the Company's auditor, the Company's Shares and the New Shares will be admitted to quotation (the suspension lifted) and trading will commence in accordance with the indicative timetable in Section 1.3. In the Full Year Accounts for the period ended 30 June 2011 (lodgment pending as at the date of this Prospectus), the Company's auditors may note an emphasis, and potential inherent uncertainty, around the Company's ability to continue as a going concern. Although the Company's ability to retain adequate funding and raise further capital is an ongoing risk (refer risk noted immediately below in this Section), the Directors have reasonable grounds to believe that the Company will be able to continue as a going concern both presently and upon completion of the Rights Issue.

In the event that the New Shares are not admitted to quotation on ASX, they will not be issued by the Company and all Application Monies will be refunded to Applicants.

Adequacy of Funding and Additional Requirements for Capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer.

Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain

additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be.

Resource estimates

The estimation of the Broula King Gold Project mineral resource is by its nature an expression of judgement based on knowledge, experience, industry practice and the cost and gold price conditions at the time of the estimate. Estimates that were reasonable when made may change significantly if or when additional information becomes available. This may result in alterations to the Company's development and production plans.

Mining risks

Mineral project development and mining by their nature contain elements of significant risk. The future success of the Company, like all resource exploration and mining companies, will be heavily dependent upon a number of factors many of which are beyond the control of the Company and the Directors. Risk factors include:

- obtaining consents and approvals necessary for the conduct of exploration and mining;
- the reliance on key personnel, including the Directors, and ongoing access to competent management and technical personnel;
- mechanical failure or breakdown of mining or drilling plant and equipment or mine structure resulting in significant delays;
- adverse weather conditions, accidents or industrial disputes over a prolonged period adversely affecting mining and exploration activities and the earning of revenues;
- adverse changes in government policies or legislation affecting mining and exploration activities; and
- financial failure or default by a participant in any joint venture or other contractual relationship to which the Company is, or may become, a party.

No assurances can be given that the Company's prospects and projects will achieve commercial viability.

Development expenses

Development expenditure estimates are based on certain assumptions with respect to the method and timing of such development. By their nature, these estimates and assumptions are subject to significant uncertainties and the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Title risks and Native Title

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest; there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from

the exploration phase to the development and mining phases of operations may be adversely affected.

The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

Environmental risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. In this regard, the relevant government department may, from time to time, review the environmental bonds that are placed on tenements. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Nevertheless, there are certain risks inherent in the Company's operations, such as accidental leakages or spills or other unforeseen circumstances which could subject the Company to extensive liability

Commodity price volatility and exchange rate risks

The Company intends to develop gold resources and derive revenue through the sale of gold. Volatility in the gold market, which is traded in US dollars, and volatility in the Australian dollar to US dollar exchange rate markets exposes the potential income of the Company to fluctuations. Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company and the value of its tenement.

Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious metals, gold lending rates, forward selling activities, technological advancements and other macro-economic factors.

Gold trading is, in the main, denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

Contract risks and key business relationships

The Company will operate through a series of contractual relationships with operators, technical experts, project managers and contractors generally. All contracts carry risks associated with the performance by the parties of their obligations as to time and quality of work performed.

Further, the Company relies on strategic relationships with other entities such as suppliers and partners and also on good relationships with regulatory and governmental departments.

While the Directors have no reason to believe otherwise, there can be no assurance that its existing relationships and contracts will continue to be maintained or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or contracts or difficulties in forming new ones. Any circumstance, which causes the early termination or non-renewal of one or more of these key business alliances or contracts, could adversely impact the Company, its business, operating results and prospects.

Regulatory risks

Operations by the Company may require approvals from regulatory authorities which may not be forthcoming either at all or in a timely manner or which may not be able to be obtained on terms acceptable to the Company.

While the Company has no reason to believe that all requisite approvals will not be forthcoming and whilst the Company's obligations for expenditure will be predicated on any requisite approvals being obtained, Applicants should be aware that the Company cannot guarantee that any requisite approvals will be obtained. A failure to obtain any approvals would mean that the ability of the Company to participate in or develop any project, or possibly acquire any project, may be limited or restricted either in part or absolutely.

Further, any changes to government policies, including but not limited to the imposition of additional taxes, imposts and other charges from time to time relating to revenue or cash flow, may have a material impact on the business and the assets of the Company. By way of example, the Directors are currently considering the potential impact of the proposed carbon tax on the Company and will provide a further update to Shareholders in due course.

Insurance

The Company's operations will expose it to risks and hazards typically associated with exploration for and development and production of minerals. In accordance with customary industry practices the Company intends that it will maintain insurance against some, but not all, of those risks and hazards. The availability of insurance and the rates at which insurance may be available will determine which losses are insured against and in what amount. The occurrence of any significant even which is not fully insured against could seriously harm the Company, its operations and adversely impact on its financial condition.

Competition

From time to time, the Company also seeks and engages in discussions in respect of potential opportunities for strategic development and expansion of the Company's activities. The Company competes for these opportunities with other companies, including large gold exploration and production companies. While the Company continues to seek potential commercial partners and opportunities, there is no certainty that any arrangement(s) will be negotiated or finalised on particular terms, at a specific time, or at all.

Dissolution

In severe cases, any, all or a combination of the risks outlined above may mean that the Company is unable to pay debts as they fall due which may in turn lead to winding up or dissolution of Resource Base. In these circumstances Shareholders in the Company may lose all or a substantial part of moneys invested.

5.2 RISKS TO THE NEW SHARES

Dividends

There is no guarantee as to future earnings of the Company or that the Company will be profitable and there is no guarantee that the Company will be in a financial position to pay dividends.

At the time of issue of this Prospectus, the Directors do not anticipate that any dividend will be declared in respect of the current financial year and no dividends are anticipated to be declared for the foreseeable future.

Liquidity and realisation risk

If the Company is reinstated by ASX, there can be no guarantee that an active market in the Company's Shares will develop. There may be relatively few or many potential buyers or sellers of Shares on ASX at any given time. This may increase the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in shareholders receiving a market price for their Shares that is less or more than the Issue Price.

Share market price risk

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- the behaviour of share markets in the US and Europe;
- interest rates and inflation rates;
- commodity price fluctuation;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The occurrence of any one or more of these factors may result in shareholders receiving a market price for their Shares that is less than the Issue Price or below the net asset value per security.

Dilution risk

The Company may require further financing in addition to amounts raised under the Offer in the future. If any additional funds are raised through the issue of further securities, Shareholders voting and relevant interest in the Company may be diluted if they do not participate in the issue.

6. CONTINUOUS DISCLOSURE OBLIGATIONS

The Company is a "disclosing entity" (as defined in section 111 AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations.

Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of ASX during the 3 months prior to the issue of this Prospectus.

6.1 TRANSACTION SPECIFIC PROSPECTUS

Section 713 of the Corporations Act enables a company to issue a transaction specific prospectus where the securities or options offered to acquire securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the three (3) months before the date of this Prospectus and, as such, the issuing company was subject to the continuous disclosure regime provided for under the Corporations Act and the ASX Listing Rules.

This Prospectus is issued by Resource Base in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

In summary, transaction specific prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities attaching to the securities. The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find the information in the prospectus. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

For the purpose of satisfying Section 713(5) of the Corporations Act a prospectus must also incorporate information if such information:

- has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities being offered.

Resource Base is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

6.2 ASX ANNOUNCEMENTS

Resource Base as a disclosing entity under the Corporations Act states that:

- it is subject to regular reporting and disclosure obligations;
- copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- any person may request, and the Company will provide free of charge, a copy of each of the following documents during the application period of this Prospectus:
 - the half yearly financial report of the Company for the period ending 31 December 2010 lodged with ASIC on 17 March 2011;
 - the annual financial report of the Company for the financial year ended 30 June 2010 lodged with ASIC on 11 October 2010; and

- any continuous disclosure notices given by the Company since the lodgement of the annual financial report referred to immediately above and before lodgement of this Prospectus.

Given that the Company is a disclosing entity, it may be required to release information to the market while this Prospectus is current. Prospective investors are advised to refer to the announcements under the Company's ASX Code "RBX" on the ASX website at asx.com.au for updated releases about events or matters affecting the Company. Copies of announcements given to the ASX by the Company will also be made available via the Company's website at www.resourcebase.com.au. In particular, please note that the Company's full year accounts for the period ending 30 June 2011 are anticipated to be released prior to 30 September 2011.

The following announcements (continuous disclosure notices) have been made by Resource Base to ASX since 11 October 2010 being the date of the lodgment of the 2010 Annual Report incorporating the Company's Annual Financial Statements for the year ended 30 June 2010:

August 2011

- 5th Change in substantial holding
- 1st Initial Director's Interest Notice
- 1st Appendix 3B - revised

July 2011

- 29th Quarterly Activities and Cashflow Report
- 29th Appendix 3B - revised
- 29th Appendix 3B
- 29th Company update

April 2011

- 20th Quarterly Activities and Cashflow Report

March 2011

- 23rd Section 249F General Meeting - not validly convened
- 17th Suspension from Official Quotation
- 17th Half Year Accounts
- 11th Corporations Act - section 249F General Meeting

January 2011

- 28th Quarterly Activities and Cashflow Report

December 2010

- 24th Trading policy

November 2010

- 26th Results of Meeting
- 15th Notice of Annual General Meeting/Proxy Form

October 2010

- 27th Quarterly Activities and Cashflow Report
- 14th Becoming a substantial holder
- 12th Change in substantial holding
- 11th Reinstatement to Official Quotation

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

For personal use only

6.3 MARKET PRICE OF SHARES

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are continuously quoted securities on ASX. However, Resource Base Shares were suspended from trading on ASX on 17 March 2011 and remain in suspension as at the date of this Prospectus.

The highest and lowest market sale prices of the Company's Shares on ASX during the 12 months immediately preceding the date of lodgement of this Prospectus with ASIC were:

- Highest: \$0.045 per Share; and
- Lowest: \$0.03 per Share.

The closing sale price of the Company's Shares on ASX on 16 March 2011, being the latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.035.

7. UNDERWRITING

Resource Base has entered into an underwriting agreement with Asipac Capital Pty Ltd (**Underwriter**) dated 15 September 2011 (**Underwriting Agreement**).

Pursuant to the Underwriting Agreement, the Underwriter has agreed to underwrite any shortfall in acceptances under the Offer up to \$2,369,152.44 (**Underwritten Amount**), being the full amount of the Offer.

If all Shareholders take up their Entitlement in full or if the New Shares are otherwise taken up in the Shortfall Offer, the number of New Shares to be taken up by the Underwriter, and amount of Application Monies to be paid by the Underwriter, will be nil.

The Underwriter may procure any person to sub-underwrite such portion of the Underwritten Amount as the Underwriter in its absolute discretion thinks fit.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

Pursuant to the Underwriting Agreement and in consideration for its underwriting obligation, the Company has agreed to:

- pay the Underwriter an underwriting fee of 5% of the Underwritten Amount, being \$118,457.62 (exclusive of GST);
- pay the Underwriter a corporate advisory fee of \$60,000 (exclusive of GST); and
- pay and indemnify the Underwriter against and in relation to all costs and expenses of and incidental to the Offer and the issue, provided that the aggregate of all costs and expenses does not exceed \$5,000 without the prior consent of the Company.

If the New Shares are not issued for any reason (save for the failure by the Underwriter to perform its obligations under the Underwriting Agreement), the Company must still pay to the Underwriter the corporate advisory fee of \$60,000 (exclusive of GST) and all costs and expenses of and incidental to the Offer and the issue incurred by the Underwriter.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may, without cost or liability to itself, terminate its obligations under the Underwriting Agreement on the occurrence of specified events including:

- a) (Indices fall): the S&P/ASX 200 Index or the S&P/ASX 200 Materials Index as published by ASX is at any time on 3 consecutive ASX trading days after the date of the Underwriting

Agreement 10% or more below its respective level at the close of business on the business day prior to the date of the Underwriting Agreement; or

- b) (Prospectus): the Company does not lodge the Prospectus on the lodgement date specified in the timetable or the Prospectus or Offer is withdrawn by the Company; or
- c) (No Official Quotation): approval for Official Quotation has not been granted by the shortfall notice deadline date or, having been granted, is subsequently withdrawn or withheld; or
- d) (Supplementary prospectus):
- o the Underwriter, having elected not to exercise its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence as described in clause 13.1(q)(vi), forms the view on reasonable grounds that a supplementary or replacement prospectus should be lodged with ASIC for any of the reasons referred to in section 719 of the Corporations Act and the Company fails to lodge a supplementary or replacement prospectus in such form and content and within such time as the Underwriter may reasonably require; or
 - o the Company lodges a supplementary or replacement prospectus without the prior written agreement of the Underwriter which shall not be unreasonably withheld; or
- e) (Non compliance with disclosure requirements): it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:
- o the effect of the Offer on the Company; and
 - o the rights and liabilities attaching to the New Shares; or
- f) (Misleading Prospectus): it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive; or
- g) (Restriction on allotment): the Company is prevented from allotting the New Shares within the time required by the Underwriting Agreement, the Corporations Act, the ASX Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi governmental agency or authority; or
- h) (Withdrawal of consent to Prospectus): any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in the Prospectus or to be named in the Prospectus, withdraws that consent; or
- i) (ASIC application): an application is made by ASIC for an order under section 1324B or any other provision of the Corporations Act in relation to the Prospectus, the Shortfall Notice Deadline Date has arrived, and that application has not been dismissed or withdrawn;
- j) (ASIC hearing): ASIC gives notice of its intention to hold a hearing under section 739 of the Corporations Act in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus or the ASIC makes an interim or final stop order in relation to the Prospectus under section 739 of the Corporations Act; or
- k) (Takeovers Panel): the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel which is not dismissed or withdrawn; or
- l) (Hostilities): there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Japan, Russia, the United Kingdom, the United States of America, or the Peoples Republic of China, or a terrorist act is perpetrated on any of those countries or any

diplomatic, military, commercial or political establishment of any of those countries anywhere in the world; or

- m) (Authorisation): any authorisation which is material to anything referred to in the Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter; or
- n) (Indictable offence): a director or senior manager of a Relevant Company is charged with an indictable offence; or
- o) (Termination Events): subject always to clause 13.2 of the Underwriting Agreement (summarised in this section below), any of the following events occurs:
- (Default): default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking; or
 - (Incorrect or untrue representation): any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect; or
 - (Contravention of constitution or Act): a contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX; or
 - (Adverse change): an event occurs which gives rise to a Material Adverse Effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time; or
 - (Error in Due Diligence Results): it transpires that any of the Due Diligence Results or any part of the Verification Material was false, misleading or deceptive or that there was an omission from them; or
 - (Significant change): a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor; or
 - (Public statements): without the prior approval of the Underwriter, which shall not be unreasonably withheld, a public statement is made by the Company in relation to the Offer, the Issue or the Prospectus; or
 - (Misleading information): any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the Issue or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive; or
 - (Change in Act or policy): there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy; or
 - (Prescribed Occurrence): a Prescribed Occurrence occurs, other than as disclosed in the Prospectus; or
 - (Suspension of debt payments): the Company suspends payment of its debts generally; or
 - (Event of Insolvency): an Event of Insolvency occurs in respect of a Relevant Company; or

- (Judgment against a Relevant Company): a judgment in an amount exceeding \$50,000 is obtained against a Relevant Company and is not set aside or satisfied within 14 days; or
- (Litigation): litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced or threatened against any Relevant Company, other than any claims foreshadowed in the Prospectus; or
- (Board and senior management composition): other than as set out in the Prospectus there is a change in the composition of the Board or a change in the senior management of the Company before Completion without the prior written consent of the Underwriter which consent is not be unreasonably withheld; or
- (Change in shareholdings): there is a material change in the major or controlling shareholdings of a Relevant Company or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company; or
- (Timetable): there is a delay in any specified date in the Timetable which is greater than 7 Business Days; or
- (Force Majeure): a Force Majeure affecting the Company's business or any obligation under the Agreement lasting in excess of 7 days occurs; or
- (Certain resolutions passed): a Relevant Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter; or
- (Capital Structure): any Relevant Company alters its capital structure in any manner not contemplated by the Prospectus or clause 8.2 of the Underwriting Agreement; or
- (Investigation): any person is appointed under any legislation in respect of companies to investigate the affairs of a Relevant Company; or
- (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

Clause 13.2 of the Underwriting Agreement provides that the Underwriter may not exercise its rights described in clause 13.1(q) of the Underwriting Agreement (being the matters described in clause (o) immediately above) unless, in the reasonable opinion of the Underwriter reached in good faith, the occurrence of a Termination Event has or is likely to have, or two or more Termination Events together have or are likely to have a Material Adverse Effect; or could give rise to a liability of the Underwriter under the Corporations Act or otherwise.

The following terms used in this Section 7 with respect to the Underwriting Agreement are defined in the Underwriting Agreement as follows:

Completion means the date on which allotment of the last of the New Shares occurs in accordance with the Prospectus.

Due Diligence Program means the legal, accounting, commercial and other investigations of the assets and liabilities, financial position and performance, profits and losses and prospects of each Relevant Company (including its future business plans and financial forecasts) conducted in the period up until Completion.

Due Diligence Results means the results of the investigations which make up the Due Diligence Program, as maintained by the Company including all supporting documents and working papers to which the Due Diligence Program relates.

Event of Insolvency means:

- (a) a receiver, manager, receiver and manager, trustee, administrator, controller or similar officer is appointed in respect of a person or any asset of a person;
- (b) a liquidator or provisional liquidator is appointed in respect of a corporation;
- (c) any application (not being an application withdrawn or dismissed within 7 days) is made to a court for an order, or an order is made, or a meeting is convened, or a resolution is passed, for the purpose of:
 - (i) appointing a person referred to in paragraphs (a) or (b);
 - (ii) winding up a corporation; or
 - (iii) proposing or implementing a scheme of arrangement;
- (d) any event or conduct occurs which would enable a court to grant a petition, or an order is made, for the bankruptcy of an individual or his estate under any Insolvency Provision;
- (e) a moratorium of any debts of a person, or an official assignment, or a composition, or an arrangement (formal or informal) with a person's creditors, or any similar proceeding or arrangement by which the assets of a person are subjected conditionally or unconditionally to the control of that person's creditors or a trustee, is ordered, declared, or agreed to, or is applied for and the application is not withdrawn or dismissed within 7 days;
- (f) a person becomes, or admits in writing that it is, is declared to be, or is deemed under any applicable Act to be, insolvent or unable to pay its debts; or
- (g) any writ of execution, garnishee order, mareva injunction or similar order, attachment, distress or other process is made, levied or issued against or in relation to any asset of a person.

Force Majeure means any act of God, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the parties.

Insolvency Provision means any Act relating to insolvency, sequestration, liquidation or bankruptcy (including any Act relating to the avoidance of conveyances in fraud of creditors or of preferences, and any Act under which a liquidator or trustee in bankruptcy may set aside or avoid transactions), and any provision of any agreement, arrangement or scheme, formal or informal, relating to the administration of any of the assets of any person.

Issue means the issue of the New Shares offered pursuant to the Prospectus.

Material Adverse Effect means:

- (a) a material adverse effect on the outcome of the Offer or on the subsequent market for the New Shares (including, without limitation, matters likely to have a material adverse effect on a decision of an investor to invest in New Shares); or
- (b) a material adverse effect on the assets, condition, trading or financial position, performance, profits and losses, results, prospects, business or operations of the Company and its Subsidiaries either individually or taken as a whole; or
- (c) the Underwriter's obligations under the Underwriting Agreement becoming materially more onerous than those which exist at the date of the Underwriting Agreement; or
- (d) a material adverse effect on the tax position of either:
 - (i) the Company and its Subsidiaries either individually or taken as a whole; or

- (ii) Australian resident shareholders in the Company generally.

Official Quotation means ASX granting, in writing, its unconditional approval or conditional approval, if such condition would not, in the reasonable opinion of the Underwriter, have a Material Adverse Effect, for all of the New Shares to be officially quoted on ASX. For the avoidance of doubt the Company's application to ASX for official quotation must be taken to have been refused if any prior approval given by ASX (and whether conditional or unconditional) is withdrawn or if a statement to the effect that official quotation will be refused or withdrawn is made to the Company, the Underwriter or to the public by ASX before the Closing Date.

Prescribed Occurrence means:

- (a) a Relevant Company converting all or any of its shares into a larger or smaller number of shares;
- (b) a Relevant Company resolving to reduce its share capital in any way;
- (c) a Relevant Company:
 - (i) entering into a buy back agreement or;
 - (ii) resolving to approve the terms of a buy back agreement under section 257C or 257D of the Corporations Act;
- (d) a Relevant Company making an issue of, or granting an option to subscribe for, any of its shares, or agreeing to make such an issue or grant such an option, other than an issue or agreement to issue in accordance with the Offer or the terms of the Underwriting Agreement;
- (e) a Relevant Company issuing, or agreeing to issue, convertible notes;
- (f) a Relevant Company disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- (g) a Relevant Company charging, agreeing to charge, the whole, or a substantial part, of its business or property;
- (h) a Relevant Company resolving that it be wound up;
- (i) the appointment of a liquidator or provisional liquidator to a Relevant Company;
- (j) the making of an order by a court for the winding up of a Relevant Company;
- (k) an administrator of a Relevant Company, being appointed under section 436A, 436B or 436C of the Corporations Act;
- (l) a Relevant Company executing a deed of company arrangement; or
- (m) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of a Relevant Company.

Relevant Company means the Company and each Subsidiary.

Subsidiary means each company which at the date of execution of the Underwriting Agreement or at the time of Completion is a subsidiary of the Company within the meaning of the Corporations Act.

Verification Material means the material maintained by the Company being the documents and information provided by the Company in support of statements made in the Prospectus.

8. ADDITIONAL INFORMATION

8.1 LITIGATION

The Company is not presently engaged in any litigation and there is no litigation pending or threatened which, in the Directors view, would materially affect the operation of the Company. However, having regard to the nature of the business of the Company, it may become involved in litigation from time to time.

8.2 INTERESTS OF DIRECTORS IN SECURITIES

As at the date of this Prospectus the Directors or their associates hold the following direct or indirect interest in the Company's securities:

Director	Shares		Options	
	Direct	Indirect*	Direct	Indirect*
Alan Fraser	1,918,496	4,294,427	231,999	622,213
Kevin Lynn	-	-	-	-
Peter Kelliher	190,475	-	-	28,571
Angelo Siciliano	-	-	-	-

* *Indirect holdings held by associates of the Directors*

Resource Base's Constitution provides that its Directors are entitled to such remuneration as the Directors determine, but the remuneration of Non-Executive Directors must not exceed a maximum amount fixed by Resource Base in a general meeting. As at the date of this Prospectus, the aggregate annual remuneration on Non-Executive Directors will not exceed \$200,000. In the normal course of business, all Directors are entitled to be reimbursed for reasonable travelling, hotel and other expenses incurred by them in the performance of their duties as Directors.

Fees and salaries paid to current Directors over the past two years (excluding GST) are as follows:

Director	Salary / Fees
Alan Fraser, Managing Director and Chairman	\$218,000
Kevin Lynn, Non-Executive Director	\$Nil
Peter Kelliher, Non-Executive Director	\$Nil
Angelo Siciliano, Non-Executive Director	\$Nil

8.3 PARTICIPATION BY DIRECTORS IN OFFER

The Directors (and their associates) are entitled, if they desire, to participate in the Offer without the need for Shareholder approval and Directors holding an Entitlement presently intend to participate in the Offer for some or all of their Entitlements. If the Directors each participate to the maximum extent permissible then their respective interests will increase and upon issue of the New Shares they will have the following holdings:

Director	Shares		Options	
	Direct	Indirect*	Direct	Indirect*
Alan Fraser	2,877,744	6,441,640	231,999	622,213
Kevin Lynn	-	-	-	-
Peter Kelliher	285,712	-	-	28,571
Angelo Siciliano	-	-	-	-

* *Indirect holdings held by associates of the Directors.*

8.4 DIRECTORS OTHER INTERESTS

Other than set out above or elsewhere in this Prospectus:

- no Director of Resource Base and no firm in which a Director of Resource Base is or was at the relevant time a partner, has or has had in the two years before lodgement of this Prospectus, any interest in the promotion of, or in any property proposed to be acquired by, Resource Base; and
- no amounts, whether in cash or Shares or otherwise, have been paid or agreed to be paid to any Director of Resource Base (or to any firm in which he is or was a partner) either to induce him to become, or to qualify him as a Director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of Resource Base.

At the date of the Prospectus the Directors and/or their associates do not have any interest in securities that are the subject of any escrow provisions.

8.5 INTERESTS OF ADVISERS

Except as set out elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoter or stockbroker to Resource Base or an Underwriter has, or had within two years before lodgement of this Prospectus with ASX any interest in:

- the formation or promotion of Resource Base;
- property acquired or proposed to be acquired by Resource Base in connection with:
 - its formation or promotion; or
 - or the Offer; or
- the Offer under this Prospectus.

Save for the Underwriting fees set out in Section 7 and any other amounts detailed in this Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered by him or her in connection with the formation or promotion of Resource Base or the Offer.

8.6 ARRANGEMENT WITH AFS LICENSEES

The Company reserves the right to pay a fee of up to 3% in respect of Applications lodged by supporting stockbrokers and holders of an Australian Financial Services Licence provided the relevant stamp of the organisation is on the Entitlement and Acceptance Form and the Company accepts the Applications.

8.7 CONSENTS

The Underwriter has given, and not withdrawn before the lodgement of this Prospectus, its written consent to being named in the Prospectus as the Underwriter. The Underwriter has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus other than the reference to its name as the Underwriter of the Offer.

Link Market Services Pty Limited (ABN 54 083 214 537) has given, and not withdrawn before the lodgement of this Prospectus, its written consent to being named in the Prospectus as the Share Registry. Link Market Services Pty Limited was not involved in the preparation of any part of this Prospectus and expressly disclaims and takes no responsibility for any part of this Prospectus.

8.8 PRIVACY

If you complete an application for New Shares you will be providing personal information to Resource Base, the Underwriter and Link Market Services Pty Limited. These parties collect, hold

and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that the Company holds about you. Please contact the Company or its Share Registry if you wish to do so.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the SCH Business Rules. You should note that if you do not provide the information required on the application for New Shares, the Company may not be able to accept or process your application.

8.9 EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act this Prospectus is subject to an Exposure Period of seven (7) days from the date of lodgment with the ASIC. This period may be extended by ASIC for a further period of up to seven (7) days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be deficient, Applications received during the Exposure Period will be dealt with in accordance with section 724 of the Corporations Act. Applications received prior to the expiration of the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period and all Applications received during the Exposure Period will be treated as if they were simultaneously received on the Opening Date.

9. ENQUIRIES REGARDING THE OFFER

If you have any questions regarding the content of this Prospectus or how to complete the Entitlement and Acceptance Form, you should contact your stockbroker, accountant or independent financial adviser prior to accepting the Offer.

10. SHARE REGISTRY

Resource Base maintains its share registry at:

Link Market Services Pty Limited

Link Market Services Limited
Ground Floor
178 St George Terrace
Perth WA 6000

Applications should be returned to:

BY POST:
Link Market Services Pty Ltd
Locked Bag A14
Sydney South NSW 1235

BY HAND:
Link Market Services Pty Ltd
Level 12, 680 George Street
Sydney NSW 2000

For personal use only

11. TAXATION

Participants should seek and obtain their own taxation advice before participating in the Offer so that they may first satisfy themselves of any taxation implications associated with participating in the Offer and any subsequent sale of the New Shares pursuant to the Offer.

12. GENERAL

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Resource Base in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that Resource Base is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

13. DIRECTORS' AUTHORISATION

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors' knowledge, before any issue of Shares pursuant to this Prospectus.

The Directors of Resource Base have authorised and each consented to the lodgement of this Prospectus with ASIC.



Alan Fraser
Director

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14. GLOSSARY

The following terms used in this Prospectus and the Entitlement and Acceptance Form have the meanings defined below.

Applicants	Means a person who submits a valid Entitlement and Acceptance Form or Shortfall Application Form pursuant to this Prospectus.
Application	Means an application by way of a completed a Entitlement and Acceptance Form or Shortfall Application Form to subscribe for New Shares pursuant to this Prospectus.
Application Monies	Means cheques, money order or bank drafts drawn on an Australian Bank payable to "Resource Base Limited Share Application Account" received from Applicants in respect of their Application.
ASIC	Means the Australian Securities and Investments Commission.
ASX	Means the Australian Securities Exchange operated by ASX Limited ACN 008 624 691 or its subsidiary.
ASX Listing Rules	Means the listing rules of the ASX from time to time.
Broula King Gold Project	Means the Company's 100% equity interest in and the development by the Company of Mining Lease 1617 in Bumbaldry, New South Wales.
Closing Date	18 October 2011 (5:00pm Melbourne Time), or such earlier or later date or time as the Directors may determine.
Company	Means Resource Base Limited ABN 57 113 385 425.
Constitution	Means the constitution of the Company.
Corporations Act	Means the Corporations Act 2001 (Cth).
Directors	Means Members of the Board of Resource Base Limited from time to time.
Dollars, \$ or AUD	Means Australian currency.
Eligible Shareholders	Means a Shareholder who holds Shares at the Record Date and whose address (as registered on the Company's share register) is in Australia and may include Shareholders with a registered address in certain other jurisdictions where the Company have determined that such persons can be offered and issued with New Shares without the Company having to comply with any conditions or additional disclosure or legal requirements.
Entitlement	Means the number of New Shares to which an Eligible Shareholder is entitled under the Offer.
Entitlement and Acceptance Form	The form accompanying or forming part of this Prospectus which sets out Eligible Shareholders' Entitlements and is to be completed by Eligible Shareholders to accept their Entitlement and apply for New Shares pursuant to this Prospectus.
Exposure Period	Means the period of seven days after lodgement of this Prospectus which may be extended by the ASIC by not more than seven (7) days pursuant to section 727(3) of the Corporations Act.
Ineligible Shareholders	Means Shareholders who are not Eligible Shareholders.

Issue Price	\$0.036 per New Share.
Melbourne Time	Means the time in Melbourne, Victoria, Australia.
New Share	Means a Share offered to Eligible Shareholders (and new investors) pursuant to the Offer.
Offer	The non-renounceable pro-rata Offer made in this Prospectus of one (1) New Share for every two (2) Shares held at \$0.036 each.
Official List	Means the official list of ASX.
Official Quotation and "quoted"	Means admitted to quotation on ASX within the meaning of the ASX Listing Rules.
Opening Date	30 September 2011, or such earlier or later date or time as the Directors may determine.
Option	An option to subscribe for a Share.
Prospectus	This prospectus dated 16 September 2011 as varied or modified by any supplementary prospectuses which may be lodged with the ASIC.
Record Date	Means 7.00pm Melbourne Time, on Thursday 29 September 2011.
Resource Base	Means Resource Base Limited ABN 57 113 385 425.
Section	Means a section of this Prospectus.
Securities	New Shares offered pursuant to this Prospectus.
Share	An ordinary share in the capital of Resource Base Limited (deemed fully paid).
Share Registry	Means Link Market Services Limited.
Shortfall	Means the number of Shares comprising the difference between the New Shares the subject of the Offer and the number of New Shares for which valid Entitlement and Acceptance Forms have been received and accepted by the Company by the Closing Date.
Shortfall Offer	Means the offer of the Shortfall to Eligible Shareholders pursuant to this Prospectus as set out in Section 1.3.
Shortfall Application Form	Means the Shortfall Application Form accompanying this Prospectus.
Underwriter	Asipac Capital Pty Ltd (ACN 007 268 386) (AFSL 300767)
Underwriting Agreement	Means the agreement between the Company and the Underwriter dated 15 September 2011 the terms of which are summarised in Section 7.
Underwritten Amount	Means the full amount to be raised under the Offer which the Underwriter has agreed to underwrite in accordance with the Underwriting Agreement, being \$2,369,152.