

Appendix 3B

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

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

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

Name of entity

Resource Base Limited

ABN

57 113 385 425

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Maximum of 65,809,790 fully paid ordinary shares to be issued pursuant to the non-renounceable rights issue announced on ASX on 16 September 2011 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | As for existing fully paid ordinary shares |

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| 4 | <p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Yes, the new shares will rank equally with existing fully paid ordinary shares from the date of issue.</p> | | | | | | | |
|-------------|---|--|--------|--------------------|-------------|----------------------------|------------|---|--|
| 5 | Issue price or consideration | \$0.036 | | | | | | | |
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | <p>The purpose of the Offer is to provide working capital for the Company's activities.</p> <p>The funds raised by the Offer will be applied, with existing funds and after payment of the costs of the Offer, to advance the development of the Company's mining and exploration assets, particularly, the Broula King Gold Mine located in New South Wales.</p> <p>The Offer will raise up to \$2,369,152 before costs</p> | | | | | | | |
| 7 | Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates | Anticipated to occur on 26 October 2011 | | | | | | | |
| 8 | Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable) | <table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>197,429,370</td><td>Fully paid ordinary shares</td></tr><tr><td>18,928,555</td><td>Options exercisable at \$0.05 on or before 30 November 2011</td></tr></table> | Number | ⁺ Class | 197,429,370 | Fully paid ordinary shares | 18,928,555 | Options exercisable at \$0.05 on or before 30 November 2011 | |
| Number | ⁺ Class | | | | | | | | |
| 197,429,370 | Fully paid ordinary shares | | | | | | | | |
| 18,928,555 | Options exercisable at \$0.05 on or before 30 November 2011 | | | | | | | | |

⁺ See chapter 19 for defined terms.

| 9 Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable) | <table border="1"> <thead> <tr> <th>Number</th><th>⁺Class</th></tr> </thead> <tbody> <tr> <td>2,000,000</td><td>Options exercisable at \$0.20 on or before 30 June 2013</td></tr> </tbody> </table> | Number | ⁺ Class | 2,000,000 | Options exercisable at \$0.20 on or before 30 June 2013 |
|--|--|--------|--------------------|-----------|---|
| Number | ⁺ Class | | | | |
| 2,000,000 | Options exercisable at \$0.20 on or before 30 June 2013 | | | | |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | <div>Same as existing fully paid shares</div> | | | | |

Part 2 - Bonus issue or pro rata issue

| | |
|---|---|
| 11 Is security holder approval required? | <div>No</div> |
| 12 Is the issue renounceable or non-renounceable? | <div>Non-renounceable</div> |
| 13 Ratio in which the ⁺ securities will be offered | <div>1 new share for every 2 ordinary fully paid shares held on the Record Date</div> |
| 14 ⁺ Class of ⁺ securities to which the offer relates | <div>Fully paid ordinary shares</div> |
| 15 ⁺ Record date to determine entitlements | <div>29 September 2011</div> |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | <div>Yes</div> |
| 17 Policy for deciding entitlements in relation to fractions | <div>Fractional entitlements to new shares will be rounded up to the nearest whole new share</div> |
| 18 Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | <div> <p>The offer of shares under the entitlements issue is to registered security holders in Australia and New Zealand only.</p> <p>Refer to section 1.5 of the Prospectus as to the appointment of the Nominee in respect of registered security holders outside Australia and New Zealand.</p> </div> |
| 19 Closing date for receipt of acceptances or renunciations | <div>18 October 2011</div> |

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|----|---|--|
| 20 | Names of any underwriters | Asipac Capital Pty Ltd ACN 007 268 386 (AFSL 300767) |
| 21 | Amount of any underwriting fee or commission | An underwriting fee of 5% of the Underwritten Amount, being \$118,457.62 (exclusive of GST) on the amount raised by the Offer together with a corporate advisory fee of \$60,000 (exclusive of GST). |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders | A fee of up to 3% will be payable in respect of Applications lodged by supporting stockbrokers and holders of an Australian Financial Services Licence. |
| 25 | If the issue is contingent on ⁺ security holders' approval, the date of the meeting | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | 30 September 2011 |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | 19 September 2011 |
| 28 | Date rights trading will begin (if applicable) | N/A |
| 29 | Date rights trading will end (if applicable) | N/A |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | N/A |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a | N/A |

+ See chapter 19 for defined terms.

broker and accept for the balance?

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- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Despatch date 26 October 2011

Part 3 - Quotation of securities

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

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

| | | | |
|----|---|--------|--------|
| 38 | Number of securities for which +quotation is sought | | |
| 39 | Class of +securities for which quotation is sought | | |
| 40 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | | |
| 41 | Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security) | | |
| 42 | Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38) | Number | +Class |
| | | | |

+ See chapter 19 for defined terms.

Quotation agreement

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

2 We warrant the following to ASX.

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

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

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

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

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

Sign here:
2011

(Director/Company secretary)

Date: 16 September

Print name:

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+ See chapter 19 for defined terms.