



**RESOURCEBASE**  
LIMITED

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16 September 2011

Dear Optionholder

**Rights Issue  
Notice to Optionholders**

On 16 September 2011, Resource Base Limited (**Resource Base** or **Company**) announced that it will be undertaking a non-renounceable rights issue of up to 65,809,790 fully paid ordinary shares in Resource Base (**New Shares**) to existing shareholders at a price of \$0.036 each to raise up to \$2,369,152 before costs (**Offer**).

Eligible Shareholders will be able to subscribe for 1 New Share for every 2 ordinary fully paid shares (**Share**) held as at 5pm Melbourne Time on 29 September 2011 (**Record Date**), subject to the terms of the Offer (**Entitlement**).

Details of the Offer are set out in a Prospectus released on the Australian Securities Exchange (**ASX**) website, [www.asx.com.au](http://www.asx.com.au) on 16 September 2011. A copy of the Prospectus is available on the Company's website, [www.resourcebase.com.au](http://www.resourcebase.com.au).

**Participation of Optionholders in the Offer**

The terms and conditions of the options in the Company that you currently hold do not entitle you to participate in the Offer. Only shareholders who are registered on the Record Date will be eligible to participate in the Offer.

The purpose of this letter is to give you notice of the Offer and its terms, prior to the Record Date, so that you may exercise your options should you wish to participate in the Offer.

To participate in the Offer you must exercise your options, pay the exercise consideration for those options and become a registered shareholder before the Record Date.

To ensure that any Shares are allotted and issued prior to the Record Date, your notice of exercise of option (together with a cheque for the relevant amount) must be received by Resource Base no later than 5pm Melbourne Time on 26 September 2011. Any shares to be issued in relation to a notice of exercise of options received after 5pm Melbourne Time on 26 September 2011 cannot be assured of being allotted and issued before the Record Date.

Should you wish to exercise your options, you should contact the Company Secretary as soon as possible.

## Eligible Shareholders

Resource Base will be making the Offer available to Eligible Shareholders only. Eligible Shareholders are those shareholders who:

- are the registered holder of Resource Base Shares as at the Record Date;
- have a registered address in Australia or New Zealand or have a registered address in certain other jurisdictions where the Company has 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; and
- are eligible under all applicable laws to take up their Entitlements.

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

The Company will appoint a nominee who will subscribe for the Entitlements of the Ineligible Shareholders and then sell those resultant New Shares. The nominee will remit any proceeds of the sale of the New Shares (less costs) to the Company to be distributed to the Ineligible Shareholders.

## Timetable

Event	Date
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	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 timetable is indicative only and may change, subject to the requirements of the ASX Listing Rules and the Corporations Act 2001 (Cth).

## Quotation of New Shares

The Shares in Resource Base were suspended from trading on ASX on 17 March 2011 and currently remain in suspension. 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 lodgement 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 on or about 27 October 2011.

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 for New Shares will be refunded to applicants.

**Further information**

If you have any queries in regard to the Offer, please contact Resource Base's Company Secretary, Adrien Wing on telephone +61 3 9614 0600 or email [admin@resourcebase.com.au](mailto:admin@resourcebase.com.au).

Yours faithfully

A handwritten signature in blue ink, appearing to read 'A. Fraser'.

Alan Fraser  
**Director**