



RESOURCEBASE
LIMITED

ABN 57 113 385 425

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19 September 2011

Dear Shareholder

**Rights Issue
Notice to Ineligible Shareholders**

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 on 16 September 2011. A copy of the Prospectus is also available on the Company's website, www.resourcebase.com.au.

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 has determined that it is unreasonable to permit Ineligible Shareholders to participate in the Offer, having regard to:

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- the small number of Ineligible Shareholders;
- 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.

As Resource Base has determined that you do not satisfy the eligibility criteria and are therefore an ineligible shareholder, the Company is unfortunately unable to extend to you the opportunity to subscribe for New Shares under the Offer. As such, the Company will not send you a copy of the Prospectus. This letter is to inform you about the Offer and is not an offer of shares in the Company. You are not required to do anything in response to this letter.

The Company will, however appoint an Australian Financial Services Licence holder to act as nominee in respect of all Ineligible Shareholders, including you (**Nominee**).

The Nominee will subscribe for, and Resource Base will issue to the Nominee, the New Shares that would have been issued to you if you were able to participate in, and had subscribed for your full entitlement under, the Offer.

The Nominee will arrange for all New Shares issued to the Nominee in respect of Ineligible Shareholders to be sold. The proceeds of the sale (if any) will be distributed to the Ineligible Shareholders in proportion to their shareholdings (after deducting brokerage commission and other expenses).

The Nominee will have the absolute and sole discretion to determine the timing and the price at which New Shares 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 the New Shares within a particular period of time or to sell them at a particular price.

Please note that it is possible that no net proceeds will be available for distribution to Ineligible Shareholders after costs, including but not limited to the cost of the acquisition of New Shares (being \$0.036 per new share), brokerage, fees and any applicable goods and services tax that may be paid.

You will be contacted in due course in regard to the outcome of the sale of the New Shares. However, if you have any queries in regard to the Offer, please contact Resource Base's Company Secretary, Adrien Wing:

Address	Telephone
Level 17 500 Collins Street Melbourne VIC 3000	+61 3 9614 0600

Yours faithfully



Alan Fraser
Chairman