



MARKET RELEASE

21 November 2011

Resource Base Limited

REINSTATEMENT TO OFFICIAL QUOTATION

The suspension of trading in the securities of Resource Base Limited (the "Company") will be lifted from the commencement of trading tomorrow, Tuesday 22 November 2011 following satisfaction of ASX imposed conditions of reinstatement to demonstrate compliance with listing rules 12.1 and 12.2, inclusive of completing a capital raising.

The following documents are released by way of disclosure:

1. Top 20 and distribution schedule for each class of securities per paragraph 48 of Appendix 1A
2. Capital structure following the capital raising- Appendix 3B
3. Updated pro forma Balance Sheet following the capital raising
4. Consolidated activities report setting out the proposed business strategy for the Company

Security Code: RBX

A handwritten signature in black ink, appearing to be 'Farlee Walker', is positioned below the security code.

Farlee Walker
Adviser, Listings (Perth)

Resource Base Ltd

Top 20 and distribution schedule

Ordinary shares

| Rank | Name | A/C Designation | 09 Nov 11 | % IC |
|------|--|-------------------------------------|--------------------|----------------|
| 1 | ASIPAC GROUP PTY LTD | | 78,804,668 | 39.92% |
| 2 | JE & MG O'GRADY NOMINEES PTY LTD | THE O'GRADY FAMILY | 10,000,000 | 5.07% |
| 3 | ALCARDO INVESTMENTS LIMITED | <STYLED 102501 A/C> | 9,340,500 | 4.73% |
| 4 | TIMORA PTY LTD | | 7,204,254 | 3.65% |
| 5 | ASIPAC CAPITAL PTY LTD | | 6,299,737 | 3.19% |
| 6 | MARTIN PLACE SECURITIES NOMINEES PTY LTD | <CROWN CREDIT CORP A/C> | 4,647,928 | 2.35% |
| 7 | EGRET SUPERANNUATION PTY LTD | | 4,617,000 | 2.34% |
| 8 | MARTIN PLACE SECURITIES STAFF SUPERANNUATION FUND PTY LTD | <MPSSF NO 2 A/C> | 3,520,630 | 1.78% |
| 9 | MARTIN PLACE SECURITIES NOMINEES PTY LTD | | 2,985,775 | 1.51% |
| 10 | MR WILLIAM EDWARD FLANNERY & MRS SHEILA TERESE FLANNERY | FLANNERY SUPER FUND | 2,884,333 | 1.46% |
| 11 | CITRO TECH PTY LTD | | 2,777,778 | 1.41% |
| 12 | DR LEON EUGENE PRETORIUS | | 2,500,000 | 1.27% |
| 13 | NU ENERGY CAPITAL LIMITED | | 2,487,000 | 1.26% |
| 14 | LT KING PTY LTD | | 2,183,343 | 1.11% |
| 15 | CONSOLIDATED GLOBAL SECURITIES LTD | | 2,000,000 | 1.01% |
| 16 | MARTIN PLACE SECURITIES STAFF SUPERANNUATION FUND PTY LTD | | 1,944,444 | 0.98% |
| 17 | NATIONAL NOMINEES LIMITED | | 1,925,000 | 0.98% |
| 18 | MR GLENN THOMAS CONNOR & MRS ANNETTE MARGARET CONNOR | <CONNOR SUPER FUND A/C> | 1,699,333 | 0.86% |
| 19 | NAILBRIDGE PTY LTD | ATF THE ALAN FRASER FAMILY TRUST | 1,428,571 | 0.72% |
| 20 | MR MORRY BLUMENTHAL & MR GEORGE MUCHNICKI | <THE MORRY BLUMENTHAL S/F AC> | 1,400,000 | 0.71% |
| | TOTAL | | 150,650,294 | 76.31% |
| | Balance of Register | | 46,779,107 | 23.69% |
| | Grand TOTAL | | 197,429,401 | 100.00% |

| Range | Securities | % | No of Holders | % |
|----------------------|--------------------|---------------|---------------|---------------|
| 100,001 and Over | 187,711,621 | 95.08 | 125 | 27.29 |
| 10,001 to 100,000 | 8,597,730 | 4.35 | 200 | 43.67 |
| 5,001 to 10,000 | 1,071,033 | 0.54 | 109 | 23.80 |
| 1,001 to 5,000 | 47,759 | 0.02 | 13 | 2.84 |
| 1 to 1,000 | 1,258 | 0.00 | 11 | 2.40 |
| Total | 197,429,401 | 100.00 | 458 | 100.00 |
| Unmarketable Parcels | 0 | 0.00 | 0 | 0.00 |

Listed options – 5 cent 30 November 2011

| Rank | Name | A/C Designation | 09 Nov 11 | % IC |
|------|---|----------------------------------|-------------------|----------------|
| 1 | JE & MG O'GRADY NOMINEES PTY LTD | THE O'GRADY FAMILY | 5,000,000 | 26.42% |
| 2 | ALCARDO INVESTMENT LTD | STYLED 102501 | 2,000,000 | 10.57% |
| 2 | MARTIN PLACE SECURITIES NOMINEES PTY LTD | <CROWN CREDIT CORP A/C> | 2,000,000 | 10.57% |
| 3 | MARTIN PLACE SECURITIES NOMINEES PTY LTD | | 1,492,888 | 7.89% |
| 4 | MARTIN PLACE SECURITIES STAFF SUPERANNUATION FUND PTY LTD | <MPSSF NO 2 A/C> | 1,198,714 | 6.33% |
| 5 | MARTIN PLACE SECURITIES STAFF SUPERANNUATION FUND PTY LTD | <MPSSF INVESTMENT A/C> | 878,785 | 4.64% |
| 6 | PROF ALAN JONATHAN BERRICK | | 500,000 | 2.64% |
| 6 | SIMON-LISA PTY LTD | <SIMON-LISA P/L S/F A/C> | 500,000 | 2.64% |
| 7 | EGRET SUPERANNUATION PTY LTD | | 389,000 | 2.06% |
| 8 | MR AIVARS STRAZDINS | | 300,000 | 1.58% |
| 8 | MRS MICHELLE WING | HANNAH LESLIE WING | 300,000 | 1.58% |
| 9 | MR GLENN THOMAS CONNOR & MRS ANNETTE MARGARET CONNOR | <CONNOR SUPER FUND A/C> | 270,500 | 1.43% |
| 10 | MONK NOMINEES PTY LTD | <MONK SUPER FUND A/C> | 250,000 | 1.32% |
| 10 | MONK NOMINEES PTY LTD | MONK SUPER FUND | 250,000 | 1.32% |
| 11 | MR STEVEN JOHN MCCARTHY | | 216,941 | 1.15% |
| 12 | NAILBRIDGE PTY LTD | ATF THE ALAN FRASER FAMILY TRUST | 214,285 | 1.13% |
| 13 | BUTLER & COMPANY ARCHITECTS PTY LTD | <BUTLER & CO EXEC S/F A/C> | 200,000 | 1.06% |
| 14 | MR GLENN THOMAS CONNOR | | 150,000 | 0.79% |
| 15 | MR DAVID LAWRENCE BARDAS | BARDAS RETIRMENT FUND | 107,143 | 0.57% |
| 16 | MR ALAN ROBERT FRASER | | 105,714 | 0.56% |
| 17 | MR VICTOR LAWRENCE JOYCE & MRS SUSAN JOAN ABRA | <VICTOR L JOYCE S/F A/C> | 100,133 | 0.53% |
| 18 | MR GEOFFREY LYLE BRAMICH | SUPERANNUATION FUND | 100,000 | 0.53% |
| 18 | MR RANDAL JOHN LEE | | 100,000 | 0.53% |
| 18 | MR CHRISTOPHER IAN MACGREGOR | | 100,000 | 0.53% |
| 18 | LION ADVANTAGE LTD | | 100,000 | 0.53% |
| 19 | MR ALAN ROBERT FRASER | | 99,999 | 0.53% |
| 20 | MR CHRISTOPHER LINDSAY BOLLAM | | 75,140 | 0.40% |
| | TOTAL | | 16,999,242 | 89.81% |
| | Balance of Register | | 1,929,313 | 10.19% |
| | Grand TOTAL | | 18,928,555 | 100.00% |

| Range | Securities | % | No of Holders | % |
|----------------------|-------------------|---------------|---------------|---------------|
| 100,001 and Over | 16,424,103 | 86.77 | 21 | 18.42 |
| 10,001 to 100,000 | 2,383,774 | 12.59 | 58 | 50.88 |
| 5,001 to 10,000 | 67,997 | 0.36 | 10 | 8.77 |
| 1,001 to 5,000 | 50,923 | 0.27 | 16 | 14.04 |
| 1 to 1,000 | 1,758 | 0.01 | 9 | 7.89 |
| Total | 18,928,555 | 100.00 | 114 | 100.00 |
| Unmarketable Parcels | 487,849 | 2.58 | 56 | 49.12 |

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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 | 58,826,406 |
| 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 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| 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 dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe 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> | | | | | | | |
| 7 | Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates | 8 November 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>197,429,401</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 | 197,429,401 | Fully paid ordinary shares | 18,928,555 | Options exercisable at \$0.05 on or before 30 November 2011 | |
| Number | ⁺ Class | | | | | | | | |
| 197,429,401 | Fully paid ordinary shares | | | | | | | | |
| 18,928,555 | Options exercisable at \$0.05 on or before 30 November 2011 | | | | | | | | |

⁺ See chapter 19 for defined terms.

| | Number | +Class |
|----|---|--|
| 9 | Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | 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) | Same as existing fully paid shares |

Part 2 - Bonus issue or pro rata issue

Part 2 – not applicable

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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

5,001 - 10,000
10,001 - 100,000
100,001 and over

- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of securities for which ⁺quotation is sought

- 39 Class of ⁺securities for which quotation is sought

- 40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-

- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
-

| | |
|--------|--------|
| Number | +Class |
|--------|--------|

⁺ See chapter 19 for defined terms.

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

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.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
(Company secretary)

Date: 8 November 2011

Print name: ..A Wing.....

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+ See chapter 19 for defined terms.

Resource Base Ltd

Pro Forma Consolidated Balance Sheet

| | Audited accounts - 30 June 2011 | Management accounts – 30 September 2011 (unaudited) | Pro Forma - 30 September 2011 (unaudited) |
|--------------------------------------|---------------------------------------|--|---|
| Current Assets | | | |
| Cash and cash equivalents | 2,917 | 354,991 | 2,505,698 |
| Trade and other receivables | 21,011 | - | 28,301 |
| Other | | | |
| Total Current Assets | 23,928 | 354,991 | 2,533,999 |
| Non-Current Assets | | | |
| Property, plant and equipment | 1,316,290 | 1,316,290 | 1,316,290 |
| Exploration and evaluation | 4,955,930 | 4,996,801 | 4,996,801 |
| Other non current assets | 672,628 | 671,899 | 671,899 |
| Total Non-Current Assets | 6,944,848 | 6,984,990 | 6,984,990 |
| TOTAL ASSETS | 6,968,776 | 7,339,982 | 9,518,989 |
| Current Liabilities | | | |
| Trade and other payables | 462,512 | 440,535 | 440,535 |
| Borrowings | 45,061 | 45,061 | 45,061 |
| Total Current Liabilities | 507,573 | 485,596 | 485,596 |
| Non-Current Liabilities | | | |
| Borrowings | 192,152 | 177,474 | 177,474 |
| Employee benefits | 36,465 | 42,823 | 42,823 |
| Provisions | 500,000 | 500,000 | 500,000 |
| Total Non-Current Liabilities | 728,617 | 720,297 | 720,297 |
| TOTAL LIABILITIES | 1,236,190 | 1,205,893 | 1,205,893 |
| NET ASSETS | 5,732,586 | 6,134,089 | 8,313,097 |

Pro Forma Consolidated Balance Sheet

(continued)

Equity

| | | | |
|---------------------|------------------|------------------|------------------|
| Issued capital | 10,459,539 | 11,007,580 | 13,158,286 |
| Reserves | 248,824 | 248,824 | 248,824 |
| Retained earnings | (4,975,777) | (5,094,013) | (5,094,013) |
| TOTAL EQUITY | 5,732,586 | 6,162,390 | 8,313,097 |

Pro Forma Adjustments

- Includes full subscription of Offer, being \$2,369,153 and the issue of 65,809,820 New Shares pursuant to the rights issue.
- Adjusts for costs of capital raising as follows:

| Particulars | Amount (\$) |
|--|--------------------|
| Underwriting fee ó 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 |

Resource Base Ltd

Consolidated Activities

The consolidated entity is working to complete the development of its Broula King gold project located in central NSW. Construction of the treatment plant is well advanced with most equipment now on site and erected. Outstanding activities are comprised of:

- Completion of construction, particularly the electrical installation
- Commence the open cut activity (presently cleared of vegetation and top soils down to bedrock) and prepare ore for treatment plant
- Complete the starter dam for the tailings storage facility
- Commission the treatment plant

In addition the Company is looking at further opportunities outside the current opportunity.