



Resource Base Limited

ABN 57 113 385 425



Notice of General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

The General Meeting of the Company will be held at:
The offices of Resource Base Ltd
Level 17, 500 Collins Street, Melbourne, Victoria 3000
at 10.00am (AEST) on 20 April 2017

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue:

The General Meeting of Shareholders of the Company will be held at:

The offices of Resource Base Ltd Level 17, 500 Collins Street Melbourne, Victoria 3000	Commencing 10.00am (AEST) on 20 April 2017
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by facsimile to the Company Secretary on facsimile number + 61 3 9614 0550; or
- (b) post or deliver the proxy form to the Company at Level 17, 500 Collins Street, Melbourne, Victoria,

so that it is received not later than 10.00am (AEST) on 18 April 2017.

Your proxy form is enclosed.

RESOURCE BASE LIMITED
ABN 57 113 385 425

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10.00am (AEST) on 20 April 2017 at The offices of Resource Base Ltd, Level 17, 500 Collins Street, Melbourne, Victoria 3000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00 pm (AEST) on 18 April 2017.

BUSINESS OF THE MEETING

1.	RESOLUTION 1 – CONSOLIDATION OF CAPITAL
Description	<p>To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution of the Company:</p> <p><i>"That, pursuant to and in accordance with section 254H of the Corporations Act (Cth), ASX Listing Rule 7.20, the Company's Constitution and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that every 15 Shares be consolidated into 1 Share, and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share and on terms and conditions as detailed in the accompanying Explanatory Statement."</i></p>

Dated: 20 March 2017

By Order of the Board



Adrien Wing
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10:00am (AEST) on 20 April 2017 at the offices of Resource Base Ltd, Level 17, 500 Collins Street, Melbourne, Victoria 3000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

1.1 Background

Resolution 1 seeks Shareholder approval to consolidate the Shares of the Company on a 1 for 15 basis. If Resolution 1 is passed, the number of Shares on issue will be reduced from 412,367,657 to 27,491,177(subject to rounding).

1.2 Shareholder Approval

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

1.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by fifteen. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share.

1.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Directors, the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

The Consolidation will not affect the Company's balance sheet and the Company's tax position which will remain unaltered. However, the Company's issued capital following Consolidation is set out in section 1.6 below.

1.5 Holding statements

The Consolidation will take effect from the Record Date, which will be 4 Business Days after the date of the Meeting. From the effective date of the Consolidation all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange, in accordance with the timetable below, for new holding statements for Shares to be issued to holders of those Shares.

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal.

1.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares
Pre-Consolidation Securities ¹	412,367,657
Post 15:1 Consolidation of Securities	27,491,177
Completion of Consolidation	27,491,177²

1.7 Indicative timetable³

If Resolution 1 is passed, the consolidation of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

Action	Indicative Date
Company announces Consolidation and sends out Notice of Meeting.	20 March 2017
Company tells ASX that Shareholders have approved the Consolidation.	20 April 2017
Last day for trading in pre-Consolidation Shares.	21 April 2017
Post-Consolidation trading starts on a deferred settlement basis.	24 April 2017
Last day for Company to register transfers on a pre-Consolidation basis (Record Date).	26 April 2017
First day for Company to send notice to each holder of the change in their details of holdings.	27 April 2017
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	3 May 2017
Last day for Securities to be entered into holders' Security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

¹ As set out in the Register of Company Securities as at the date of this notice of meeting.

² Subject to rounding.

³ These dates are indicative only and subject to change.

Resource Base Limited
ACN 113 385 425

Proxy Form

The Company Secretary
Resource Base Limited

By Delivery:

Level 17, 500 Collins Street
Melbourne VIC 3000

By Post:

Level 17, 500 Collins Street
Melbourne VIC 3000

By Facsimile:

+61 3 9614 0550

I/We _____
(Insert name of shareholder)

of _____
(Insert address of shareholder)

being a Shareholder of the Company and entitled _____
to vote at the General Meeting, hereby appoint (Insert name of proxy)

_____ (Insert address of proxy)

or failing such appointment, the chairman of the General Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.00am (AEST) on 20 April 2017 at The offices of Resource Base Ltd, Level 17, 500 Collins Street, Melbourne, Victoria 3000 and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the Chairman will vote in favour of all of the resolution, subject to compliance with the Corporations Act.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

For Against Abstain

Resolution 1 Consolidation of Capital

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If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

☐ Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry at www.linkmarketservices.com.au/public/forms/general.html.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company (Level 17, 500 Collins Street, Melbourne, VIC 3000, or Facsimile 03 9614 0550 if faxed from within Australia or +61 3 9614 0550 if faxed from outside Australia) no later than 10.00am (AEST) on 18 April 2017.