

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **BASE RESOURCES LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	19 May 2021
The previous notice was given to the company on	12 February 2020
The previous notice was dated	12 February 2020

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	117,160,977	10.00%	105,975,698	9.00%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
				COMMON STOCK	COMMON STOCK
03/12/2020	FIL	SELL	0.1687 AUD	82,841	82,841
03/13/2020	FIL	SELL	0.1375 AUD	221,681	221,681
03/18/2020	FIL	BUY	0.1550 AUD	126,572	126,572
03/18/2020	FIL	BUY	0.1567 AUD	39,811	39,811
03/18/2020	FIL	SELL	0.1550 AUD	126,572	126,572
03/19/2020	FIL	BUY	0.1408 AUD	12,623	12,623
03/25/2020	FIL	BUY	0.1400 AUD	252,088	252,088
03/25/2020	FIL	SELL	0.1250 AUD	523	523
03/25/2020	FIL	SELL	0.1400 AUD	252,088	252,088
03/26/2020	FIL	SELL	0.1333 AUD	48,286	48,286
03/27/2020	FIL	SELL	0.1350 AUD	131	131

03/27/2020	FIL	SELL	0.1350 AUD	62,415	62,415
04/01/2020	FIL	SELL	0.1350 AUD	15,000	15,000
04/02/2020	FIL	SELL	0.1376 AUD	6,416	6,416
04/02/2020	FIL	SELL	0.1400 AUD	20	20
04/03/2020	FIL	SELL	0.1400 AUD	73,847	73,847
04/17/2020	FIL	BUY	0.1550 AUD	83,776	83,776
04/20/2020	FIL	BUY	0.1550 AUD	21,812	21,812
04/21/2020	FIL	BUY	0.1500 AUD	50,554	50,554
04/21/2020	FIL	BUY	0.1500 AUD	302,584	302,584
08/31/2020	FIL	SELL	0.2817 AUD	880,595	880,595
09/01/2020	FIL	SELL	0.2750 AUD	540,119	540,119
09/01/2020	FIL	SELL	0.2812 AUD	350,665	350,665
09/08/2020	FIL	BUY	0.2989 AUD	983,076	983,076
09/09/2020	FIL	BUY	0.2992 AUD	462,783	462,783
09/10/2020	FIL	BUY	0.3000 AUD	110,399	110,399
09/11/2020	FIL	BUY	0.3000 AUD	82,089	82,089
09/14/2020	FIL	BUY	0.3000 AUD	448,239	448,239
09/15/2020	FIL	BUY	0.2996 AUD	325,001	325,001
09/30/2020	FIL	SELL	0.2473 AUD	414,740	414,740
09/30/2020	FIL	SELL	0.2473 AUD	556,443	556,443
09/30/2020	FIL	SELL	0.2473 AUD	610,661	610,661
10/02/2020	FIL	SELL	0.2500 AUD	50,849	50,849
10/02/2020	FIL	SELL	0.2500 AUD	68,222	68,222
10/02/2020	FIL	SELL	0.2500 AUD	74,870	74,870
10/05/2020	FIL	SELL	0.2501 AUD	45,573	45,573
10/05/2020	FIL	SELL	0.2501 AUD	61,144	61,144
10/05/2020	FIL	SELL	0.2501 AUD	67,101	67,101
10/06/2020	FIL	SELL	0.2528 AUD	48,991	48,991
10/06/2020	FIL	SELL	0.2528 AUD	65,729	65,729
10/06/2020	FIL	SELL	0.2528 AUD	72,134	72,134
10/07/2020	FIL	SELL	0.2520 AUD	213,169	213,169
10/07/2020	FIL	SELL	0.2520 AUD	286,001	286,001
10/07/2020	FIL	SELL	0.2520 AUD	313,869	313,869
10/08/2020	FIL	SELL	0.2501 AUD	32,028	32,028
10/08/2020	FIL	SELL	0.2501 AUD	42,970	42,970
10/08/2020	FIL	SELL	0.2501 AUD	47,157	47,157
10/09/2020	FIL	BUY	0.2550 AUD	3,071,651	3,071,651
10/09/2020	FIL	SELL	0.2550 AUD	796,662	796,662
10/09/2020	FIL	SELL	0.2550 AUD	1,084,652	1,084,652
10/09/2020	FIL	SELL	0.2550 AUD	1,190,337	1,190,337
10/09/2020	FIL	SELL	0.2569 AUD	69,255	69,255
10/09/2020	FIL	SELL	0.2569 AUD	94,291	94,291
10/09/2020	FIL	SELL	0.2569 AUD	103,478	103,478
10/09/2020	FIL	SELL	0.2588 AUD	26,180	26,180
10/12/2020	FIL	SELL	0.2581 AUD	35,457	35,457
10/12/2020	FIL	SELL	0.2581 AUD	48,275	48,275
10/12/2020	FIL	SELL	0.2581 AUD	52,979	52,979
10/13/2020	FIL	SELL	0.2503 AUD	275,100	275,100
10/13/2020	FIL	SELL	0.2503 AUD	374,547	374,547
10/13/2020	FIL	SELL	0.2503 AUD	411,042	411,042
10/14/2020	FIL	SELL	0.2516 AUD	97,184	97,184

10/14/2020	FIL	SELL	0.2516 AUD	132,316	132,316
10/14/2020	FIL	SELL	0.2516 AUD	145,208	145,208
10/15/2020	FIL	SELL	0.2540 AUD	14,351	14,351
10/16/2020	FIL	SELL	0.2500 AUD	1	1
10/21/2020	FIL	SELL	0.2450 AUD	29,571	29,571
10/28/2020	FIL	SELL	0.2401 AUD	29,152	29,152
10/28/2020	FIL	SELL	0.2401 AUD	32,281	32,281
10/28/2020	FIL	SELL	0.2401 AUD	34,742	34,742
10/29/2020	FIL	SELL	0.2400 AUD	3,122	3,122
11/02/2020	FIL	SELL	0.2400 AUD	9,873	9,873
11/03/2020	FIL	SELL	0.2439 AUD	111,682	111,682
11/03/2020	FIL	SELL	0.2439 AUD	169,195	169,195
11/03/2020	FIL	SELL	0.2439 AUD	182,097	182,097
11/04/2020	FIL	SELL	0.2424 AUD	211,399	211,399
11/04/2020	FIL	SELL	0.2424 AUD	320,262	320,262
11/04/2020	FIL	SELL	0.2424 AUD	344,684	344,684
11/05/2020	FIL	SELL	0.2450 AUD	21,120	21,120
11/06/2020	FIL	SELL	0.2400 AUD	43,238	43,238
11/06/2020	FIL	SELL	0.2400 AUD	56,623	56,623
11/06/2020	FIL	SELL	0.2400 AUD	70,499	70,499
11/09/2020	FIL	SELL	0.2444 AUD	50,293	50,293
11/09/2020	FIL	SELL	0.2444 AUD	65,862	65,862
11/09/2020	FIL	SELL	0.2444 AUD	82,004	82,004
11/10/2020	FIL	BUY	0.2425 AUD	5,454,360	5,454,360
11/10/2020	FIL	BUY	0.2431 AUD	7,255	7,255
11/10/2020	FIL	SELL	0.2400 AUD	9,285	9,285
11/10/2020	FIL	SELL	0.2400 AUD	12,158	12,158
11/10/2020	FIL	SELL	0.2400 AUD	15,138	15,138
12/21/2020	FIL	SELL	0.2750 AUD	32,050	32,050
12/22/2020	FIL	SELL	0.2800 AUD	2,125	2,125
12/23/2020	FIL	SELL	0.2700 AUD	1	1
12/23/2020	FIL	SELL	0.2700 AUD	100,236	100,236
01/08/2021	FIL	SELL	0.2950 AUD	79	79
01/11/2021	FIL	SELL	0.2912 AUD	152,655	152,655
01/12/2021	FIL	SELL	0.2900 AUD	98,787	98,787
02/10/2021	FIL	SELL	0.2800 AUD	26,046	26,046
02/12/2021	FIL	SELL	0.2811 AUD	1,412,949	1,412,949
02/15/2021	FIL	BUY	0.2900 AUD	38,883	38,883
02/15/2021	FIL	SELL	0.2870 AUD	628,085	628,085
02/16/2021	FIL	SELL	0.2849 AUD	550,184	550,184
02/17/2021	FIL	SELL	0.2863 AUD	360,329	360,329
02/23/2021	FIL	SELL	0.3229 AUD	210,982	210,982
02/24/2021	FIL	SELL	0.3203 AUD	60,267	60,267
02/25/2021	FIL	SELL	0.3224 AUD	134,481	134,481
02/26/2021	FIL	SELL	0.3200 AUD	109,106	109,106
03/01/2021	FIL	SELL	0.3200 AUD	48,495	48,495
03/02/2021	FIL	SELL	0.3205 AUD	328,134	328,134
03/03/2021	FIL	SELL	0.3217 AUD	533,671	533,671
03/04/2021	FIL	SELL	0.3200 AUD	8,436	8,436
03/09/2021	FIL	SELL	0.3210 AUD	198,272	198,272
03/10/2021	FIL	SELL	0.3232 AUD	796,996	796,996

03/11/2021	FIL	SELL	0.3201 AUD	358,623	358,623
03/31/2021	FIL	SELL	0.2927 AUD	137,016	137,016
04/06/2021	FIL	SELL	0.2935 AUD	49,832	49,832
04/07/2021	FIL	SELL	0.2865 AUD	69,737	69,737
04/08/2021	FIL	SELL	0.2747 AUD	1,281,549	1,281,549
04/09/2021	FIL	SELL	0.2637 AUD	582,601	582,601
04/12/2021	FIL	SELL	0.2718 AUD	131,959	131,959
04/13/2021	FIL	SELL	0.2638 AUD	311,245	311,245
04/14/2021	FIL	SELL	0.2628 AUD	346,517	346,517
04/15/2021	FIL	SELL	0.2623 AUD	261,359	261,359
04/16/2021	FIL	BUY	0.2575 AUD	167,938	167,938
04/16/2021	FIL	BUY	0.2575 AUD	173,547	173,547
04/16/2021	FIL	BUY	0.2575 AUD	178,493	178,493
04/16/2021	FIL	BUY	0.2575 AUD	3,413,628	3,413,628
04/16/2021	FIL	BUY	0.2575 AUD	3,786,676	3,786,676
04/16/2021	FIL	BUY	0.2689 AUD	58,462	58,462
04/16/2021	FIL	BUY	0.2689 AUD	60,415	60,415
04/16/2021	FIL	BUY	0.2689 AUD	62,137	62,137
04/16/2021	FIL	BUY	0.2689 AUD	2,506,561	2,506,561
04/16/2021	FIL	SELL	0.2575 AUD	167,938	167,938
04/16/2021	FIL	SELL	0.2575 AUD	173,547	173,547
04/16/2021	FIL	SELL	0.2575 AUD	178,493	178,493
04/16/2021	FIL	SELL	0.2575 AUD	3,413,628	3,413,628
04/16/2021	FIL	SELL	0.2575 AUD	3,786,676	3,786,676
04/16/2021	FIL	SELL	0.2698 AUD	913,571	913,571
04/16/2021	FIL	SELL	0.2700 AUD	1,821	1,821
04/19/2021	FIL	BUY	0.2700 AUD	398,712	398,712
04/19/2021	FIL	BUY	0.2700 AUD	412,030	412,030
04/19/2021	FIL	BUY	0.2700 AUD	423,772	423,772
04/19/2021	FIL	BUY	0.2700 AUD	17,094,714	17,094,714
04/19/2021	FIL	BUY	0.2836 AUD	22,797	22,797
04/19/2021	FIL	BUY	0.2836 AUD	22,797	22,797
04/19/2021	FIL	BUY	0.2836 AUD	22,797	22,797
04/19/2021	FIL	BUY	0.2836 AUD	479,482	479,482
04/19/2021	FIL	SELL	0.2700 AUD	398,712	398,712
04/19/2021	FIL	SELL	0.2700 AUD	412,030	412,030
04/19/2021	FIL	SELL	0.2700 AUD	423,772	423,772
04/19/2021	FIL	SELL	0.2700 AUD	17,094,714	17,094,714
04/21/2021	FIL	BUY	0.2901 AUD	34,488	34,488
04/23/2021	FIL	BUY	0.2700 AUD	23,974	23,974
04/23/2021	FIL	BUY	0.2700 AUD	23,974	23,974
04/23/2021	FIL	BUY	0.2700 AUD	23,974	23,974
04/23/2021	FIL	BUY	0.2700 AUD	133,304	133,304
04/23/2021	FIL	BUY	0.2800 AUD	17,531	17,531
04/23/2021	FIL	BUY	0.2800 AUD	18,190	18,190
04/23/2021	FIL	BUY	0.2800 AUD	18,772	18,772
04/23/2021	FIL	BUY	0.2800 AUD	796,964	796,964
04/23/2021	FIL	SELL	0.2800 AUD	851,457	851,457
04/26/2021	FIL	BUY	0.2776 AUD	23,273	23,273
04/26/2021	FIL	BUY	0.2776 AUD	23,273	23,273
04/26/2021	FIL	BUY	0.2776 AUD	23,273	23,273

04/26/2021	FIL	BUY	0.2776 AUD	355,750	355,750
04/27/2021	FIL	BUY	0.2800 AUD	114,346	114,346
04/27/2021	FIL	BUY	0.2800 AUD	120,430	120,430
04/27/2021	FIL	BUY	0.2800 AUD	125,794	125,794
04/27/2021	FIL	BUY	0.2800 AUD	6,857,284	6,857,284
04/27/2021	FIL	SELL	0.2740 AUD	23,399	23,399
04/27/2021	FIL	SELL	0.2740 AUD	150,941	150,941
04/27/2021	FIL	SELL	0.2800 AUD	795,479	795,479
04/27/2021	FIL	SELL	0.2800 AUD	6,422,375	6,422,375
04/28/2021	FIL	SELL	0.2702 AUD	23,802	23,802
04/28/2021	FIL	SELL	0.2702 AUD	50,673	50,673
04/28/2021	FIL	SELL	0.2702 AUD	409,920	409,920
04/29/2021	FIL	SELL	0.2729 AUD	23,587	23,587
04/29/2021	FIL	SELL	0.2729 AUD	79,275	79,275
04/29/2021	FIL	SELL	0.2729 AUD	641,297	641,297
04/30/2021	FIL	BUY	0.2675 AUD	46,396	46,396
04/30/2021	FIL	SELL	0.2675 AUD	994	994
04/30/2021	FIL	SELL	0.2675 AUD	4,995	4,995
04/30/2021	FIL	SELL	0.2675 AUD	40,407	40,407
04/30/2021	FIL	SELL	0.2700 AUD	23,871	23,871
04/30/2021	FIL	SELL	0.2700 AUD	36,963	36,963
04/30/2021	FIL	SELL	0.2700 AUD	299,013	299,013
05/03/2021	FIL	SELL	0.2713 AUD	22,139	22,139
05/04/2021	FIL	SELL	0.2767 AUD	41,242	41,242
05/10/2021	FIL	SELL	0.2703 AUD	23,538	23,538
05/10/2021	FIL	SELL	0.2703 AUD	54,149	54,149
05/10/2021	FIL	SELL	0.2703 AUD	446,393	446,393
05/11/2021	FIL	SELL	0.2700 AUD	23,518	23,518
05/11/2021	FIL	SELL	0.2700 AUD	38,120	38,120
05/11/2021	FIL	SELL	0.2700 AUD	314,257	314,257
05/12/2021	FIL	SELL	0.2700 AUD	381	381
05/12/2021	FIL	SELL	0.2700 AUD	2,232	2,232
05/12/2021	FIL	SELL	0.2700 AUD	18,404	18,404
05/13/2021	FIL	SELL	0.2675 AUD	1,639	1,639
05/13/2021	FIL	SELL	0.2675 AUD	9,616	9,616
05/13/2021	FIL	SELL	0.2675 AUD	79,271	79,271
05/14/2021	FIL	SELL	0.2670 AUD	2,489	2,489
05/14/2021	FIL	SELL	0.2670 AUD	14,599	14,599
05/14/2021	FIL	SELL	0.2670 AUD	120,347	120,347
05/17/2021	FIL	SELL	0.2675 AUD	17,146	17,146
05/17/2021	FIL	SELL	0.2675 AUD	100,562	100,562
05/17/2021	FIL	SELL	0.2675 AUD	829,013	829,013
05/18/2021	FIL	SELL	0.2717 AUD	1,252	1,252
05/18/2021	FIL	SELL	0.2717 AUD	7,344	7,344
05/18/2021	FIL	SELL	0.2717 AUD	60,545	60,545
05/19/2021	FIL	SELL	0.2725 AUD	2,572	2,572
05/19/2021	FIL	SELL	0.2725 AUD	15,082	15,082
05/19/2021	FIL	SELL	0.2725 AUD	124,334	124,334
			Total Buys	49,939,504	49,939,504
			Total Sells	(61,124,783)	(61,124,783)
			Total Net Sells	(11,185,279)	(11,185,279)

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Refer to Annexure A



Sign Here _____

Dated: 21 May 2021

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL Investments International	Beech Gate, Millfield Lane, Lower Kingswood, Tadworth, Surrey, KT20 6RP, United Kingdom	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	17,041,772
		BROWN BROTHERS HARRIMAN AND CO		3,655,199
		JP MORGAN, BOURNEMOUTH (C)		85,239,844
FIL Limited	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	STATE STREET BANK AND TR CO		38,883
Grand Total				105,975,698