

**RESOURCE**  
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To : Company Announcements  
Fax No : 1300 135 638  
Company : ASX Announcements  
Subject : **FORM 604**

From : Miriam Sharp  
Pages : 4  
Date : June 8, 2016  
Copy : Company Secretary  
Dylan Browne  
Fax: 9322 6558

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**AMENDED - NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**

Resource Capital Fund V L.P., RCF Management L.L.C. and RCF V Annex Fund L.P. lodges the attached amended Form 604 in relation to Berkeley Energia Limited.

Amendments underlined.

Yours faithfully

Miriam Sharp

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**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme	BERKELEY ENERGIA LIMITED
ACN/ARSN	ABN 40 052 468 569
<b>1. Details of substantial holder(1)</b>	
Name	RESOURCE CAPITAL FUND V L.P. ("RCF V"), RCF MANAGEMENT L.L.C. AND RCF V ANNEX FUND L.P. ("RCF V ANNEX")
ACN/ARSN (if applicable)	N/A

There was a change in the interests of the substantial holder on

19/05/2016

The previous notice was given to the company on

03/05/2011

The previous notice was dated

03/05/2011**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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	13,020,000	7.47%	25,570,700	13.23%

**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 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
04/05/2011	RCF V	On Market Purchase	100,000	Fully Paid Ordinary Shares 100,000	100,000
05/05/2011	RCF V	On Market Purchase	30,000	Fully Paid Ordinary Shares 30,000	30,000
06/05/2011	RCF V	On Market Purchase	149,641	Fully Paid Ordinary Shares 149,641	149,641
09/05/2011	RCF V	On Market Purchase	25,000	Fully Paid Ordinary Shares 25,000	25,000
13/05/2011	RCF V	On Market Purchase	16,300	Fully Paid Ordinary Shares 16,300	16,300
16/05/2011	RCF V	On Market Purchase	56,854	Fully Paid Ordinary Shares 56,854	56,854
17/05/2011	RCF V	On Market Purchase	102,205	Fully Paid Ordinary Shares 102,205	102,205
18/05/2011	RCF V	On Market Purchase	140,000	Fully Paid Ordinary Shares 140,000	140,000
25/05/2011	RCF V	On Market Purchase	50,000	Fully Paid Ordinary Shares 50,000	50,000

07/06/2011	RCF V	On Market Purchase	100,000	Fully Paid Ordinary Shares 100,000	100,000
10/06/2011	RCF V	On Market Purchase	444,000	Fully Paid Ordinary Shares 444,000	444,000
10/06/2011	RCF V	On Market Purchase	100,000	Fully Paid Ordinary Shares 100,000	100,000
15/06/2011	RCF V	On Market Purchase	50,000	Fully Paid Ordinary Shares 50,000	50,000
16/06/2011	RCF V	On Market Purchase	65,000	Fully Paid Ordinary Shares 65,000	65,000
17/06/2011	RCF V	On Market Purchase	11,483	Fully Paid Ordinary Shares 11,483	11,483
20/06/2011	RCF V	On Market Purchase	98,517	Fully Paid Ordinary Shares 98,517	98,517
19/05/2016	RCF V <u>ANNEX</u>	On Market Purchase	11,011,700	Fully Paid Ordinary Shares 11,011,700	11,011,700

#### 4. Present relevant Interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
RCF V	Merrill Lynch (Australia) Nominees Pty Limited	RCF V	Owner	FULLY PAID ORDINARY SHARES 14,359	<u>14,359,000</u>
RCF Management L.L.C.	RCF Management L.L.C.	RCF Management L.L.C.	Owner	FULLY PAID ORDINARY SHARES 200,000	200,000
RCF V <u>ANNEX</u>	<u>Merrill Lynch (Australia) Nominees Pty Limited</u>	<u>RCF V ANNEX</u>	<u>Owner</u>	<u>FULLY PAID ORDINARY SHARES</u> 11,011,700	<u>11,011,700</u>

**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:

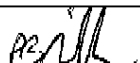
Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

The addresses of persons named in this form are:

Name	Address
RCF V & RCF Management L.L.C.	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
RCF V ANNEX	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 20, 120 COLLINS STREET, MELBOURNE, VIC 3000 AUSTRALIA

**Signature**

print name	PETER NICHOLSON	Capacity	AUTHORISED OFFICER
sign here		date	08/06/2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.