

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

Notice of Change of Interests of Substantial Holder

To: **Berkeley Energia Limited**

ACN/ARSN:

1. Details of substantial holder (s)

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

10 October 2016

The previous notice was given to the company on

7 September 2016

The previous notice was dated

7 September 2016

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	12,259,511	6.11%	14,818,533	7.38%

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
			AUD \$	Common stock	Common stock
9/7/2016	FIL	BUY	0.76	10,052	10,052
9/7/2016	FIL	BUY	0.76	5,103	5,103
9/7/2016	FIL	BUY	0.76	614,845	614,845
9/8/2016	FIL	BUY	0.76	7,272	7,272
9/28/2016	FIL	BUY	0.80	16,241	16,241
9/29/2016	FIL	BUY	0.80	903	903

9/29/2016	FIL	BUY	0.80	166,017	166,017
9/30/2016	FIL	BUY	0.80	21,105	21,105
9/30/2016	FIL	BUY	0.80	27,966	27,966
9/30/2016	FIL	BUY	0.80	20,977	20,977
10/5/2016	FIL	BUY	0.85	64,555	64,555
10/5/2016	FIL	BUY	0.85	85,544	85,544
10/5/2016	FIL	BUY	0.85	7,735	7,735
10/5/2016	FIL	BUY	0.85	64,166	64,166
10/7/2016	FIL	BUY	0.84	245,186	245,186
10/7/2016	FIL	BUY	0.84	324,901	324,901
10/7/2016	FIL	BUY	0.84	7,848	7,848
10/7/2016	FIL	BUY	0.84	243,706	243,706
10/10/2016	FIL	BUY	0.84	185,901	185,901
10/10/2016	FIL	BUY	0.84	246,340	246,340
10/10/2016	FIL	BUY	0.84	7,881	7,881
10/10/2016	FIL	BUY	0.84	184,778	184,778
Total Buys				2,559,022	2,559,022

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:

NA

6. Addresses

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

Refer to Annexure A



Sign Here: _____

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Dated: 12 October 2016

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	MASTER TRUST BANK OF JAPAN (C)	Investment Discretion/ Voting Power	1,126,568
		BROWN BROS HARRIMN LTD LUX (C)		12,173,852
		CLEARSTREAM BANKING SA LUX (C)		316,615
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROS HARRIMN LTD LUX (C)		684,751
		JP MORGAN, BOURNEMOUTH (C)		516,747
Grand Total				14,818,533

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