

**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	14 October 2016
The previous notice was given to the company on	12 October 2016
The previous notice was dated	12 October 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	14,818,533	7.38%	17,548,366	8.74%

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
10/11/2016	FIL	BUY	0.84	111,774	111,774
10/11/2016	FIL	BUY	0.84	148,113	148,113
10/11/2016	FIL	BUY	0.84	7,830	7,830
10/11/2016	FIL	BUY	0.84	111,098	111,098
10/13/2016	FIL	BUY	0.83	31,740	31,740
10/13/2016	FIL	BUY	0.83	42,060	42,060

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10/13/2016	FIL	BUY	0.83	4,652	4,652
10/13/2016	FIL	BUY	0.83	31,548	31,548
10/14/2016	FIL	BUY	0.83	675,194	675,194
10/14/2016	FIL	BUY	0.83	894,708	894,708
10/14/2016	FIL	BUY	0.83	671,116	671,116
			Total Buys	2,729,833	2,729,833

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: _____

Dated: 18 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 Shares
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	1,139,050
		BROWN BROS HARRIMN LTD LUX (C)		12,987,614
		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)		1,769,632
		JP MORGAN, BOURNEMOUTH (C)		1,335,455
Grand Total				17,548,366