12. Dec. 2017 11:00

No. 1030 P. 2/3

			604	page 1/2	15 July 2001
		Form	604		
		Corporations Section (
Noti	ce of change	e of interes	sts of substan	tial holder	
To Company Name/Scheme	BERKELEY ENERGI	a limited			
ACN/ARSN	ABN 40 052 4 <u>68 569</u>				
1. Details of substantial holder(1)		1. FUND V L.P. ("RC	;f V"), RCF MANAGEME	NT L.L.C. AND RCF V ANN	IEX FUND L.P.
Name ACN/ARSN (if applicable)	("RCF V ANNEX") N/A				·
There was a change in the interests of holder on	of the substantial	08/12/2017			
The previous notice was given to the	company on	10/11/2016			
The previous notice was dated		10/11/2016			

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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	_25,570,700	10.82%	24,570,700	9.65%

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
07/12/2017	RCFV	On Market Sales	A\$290,200.00	FULLY PAID ORDINARY SHARES -282,984	-282,984
07/12/2017	RCF V ANNEX	On Market Sales	A\$222,550.00	FULLY PAID ORDINARY SHARES -217,016	-217,016
08/12/2017	RCFV	On Market Sales	A\$282,983.91	FULLY PAID ORDINARY SHARES -282,984	-282,984
08/12/2017	RCF V ANNEX	On Market Sales	A\$217,016.09	FULLY PAID ORDINARY SHARES -217,016	-217,016

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 securilles	Person's Voles
RCF V	Merrill Lynch (Australia) Nominees Pty Limited	RCFV	Owner	FULLY PAID ORDINARY SHARES 13,793,032	13,793,032
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 ANNEX	Merrill Lynch (Australia) Nominees Pty Limited	RCF V ANNEX	Owner	FULLY PAID ORDINARY SHARES 10,577,668	10,577,668

'he i	persons v	i in association who have become associ lon to voting interests in t	ates (2) of, ceased to he company or sche	o be associates of, or have change ame are as follows:	ed the nature of	their association (9)	with, the substanti
		Name and ACN/ARS	N (If applicable)	Nature of association			
	Addresse addresse	es s of persons named in thi	is form are:				
		Name	. <u> </u>	Address			1
		RCF V & RCF Manag	gement L.L.C.	1400 SIXTEENTH STREET, SU	JITE 200, DENV	ER CO 80202,	
		RCF V ANNEX		1400 SIXTEENTH STREET, SU	JITE 200, DENV	ER CO 80202,	
		MERRILL LYNCH (A NOMINEES PTY LIN	USTRÁLIA) AITED	LEVEL 19, 120 COLLINS STRE AUSTRALIA	EET, MELBOUR	NE, VIC 3000]
Sia	nature						
		print name	PETER NICHOLS		Capacity	AUTHORISED O	FFICER
		sign here	ps rhim	x			
			1		date	12 December 2	017
				·			
1)	manage	ar and trustee of an equity	/ trust), the names c	DIRECTIONS lar or related relevant interests (eg could be included in an annexure to	o the form. If the	and its related corpor	rations, or the of a group of perso
	manage are esse names a	ar and trustee of an equity entially similar, they may	y trust), the names c be referred to throug ers is clearly set out i	lar or related relevant interests (eg ould be included in an annexure to ghout the form as a specifically na in paragraph 6 of the form.	o the form. If the	and its related corpor	rations, or the of a group of perso
(2)	manage are esse names a See the	er and trustee of an equity entially similar, they may and addresses of membe e definition of "associate" i	/ trust), the names c be referred to throug ris is clearly set out i In section 9 of the Ca	lar or related relevant interests (eg ould be included in an annexure to ghout the form as a specifically na in paragraph 6 of the form.	b the form. If the med group If the	and its related corpor	rations, or the of a group of perso
2) 3)	manage are esse names a See the See the	er and trustee of an equity entially similar, they may and addresses of membe e definition of "associate" i e definition of "relevant into	y trust), the names c be referred to throug ers is clearly set out i In section 9 of the Co erest" in sections 60	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically na in paragraph 6 of the form. orporations Act 2001.	o the form. If the med group if the a Act 2001.	and its related corpor	rations, or the of a group of perso
(2) (3) (4)	manage are esse names a See the See the The voti	er and trustee of an equity entially similar, they may and addresses of membe e definition of "associate" i e definition of "relevant into ing shares of a company	y trust), the names c be referred to throug ers is clearly set out i In section 9 of the Ca erest" in sections 60 constitute one class	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically na in paragraph 6 of the form. orporations Act 2001. N8 and 671B(7) of the Corporations	o the form. If the med group If the a Act 2001. ses.	and its related corpor	rations, or the of a group of perso
 (1) (2) (3) (4) (5) (6) 	manage are esse names a See the See the The voti The per	er and trustee of an equity entially similar, they may and addresses of membe e definition of "associate" i e definition of "relevant into ing shares of a company	y trust), the names c be referred to throug ers is clearly set out i In section 9 of the Ca erest" in sections 60 constitute one class	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically nar in paragraph 6 of the form. orporations Act 2001. 98 and 671B(7) of the Corporations cuntess divided into separate class	o the form. If the med group If the a Act 2001. ses.	and its related corpor	rations, or the of a group of perso
2) 3) 4) 5)	manage are esse names a See the See the The voti The per Include (a) ar a	er and trustee of an equity entially similar, they may and addresses of member e definition of "associate" i e definition of "relevant intr ing shares of a company rson's votes divided by the details of: ny relevant agreement or copy of any document se	/ trust), the names c be referred to throug rs is clearly set out i in section 9 of the Co erest" in sections 60 constitute one class e total votes in the b other circumstances atting out the terms of	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically nar in paragraph 6 of the form. orporations Act 2001. 98 and 671B(7) of the Corporations cuntess divided into separate class	o the form. If the med group if the s Act 2001. ses. ad by 100. relevant interest statement by the	and its related corpor e relevant interests of membership of eac occurred. If subset person giving full ar	rations, or the of a group of perso h group, with the ction 671B(4) appl d accurate details
2) 3) 4) 5)	manage are esse names a See the See the The voti The per Include (a) ar a ar (b) ar	er and trustee of an equity entially similar, they may and addresses of membe e definition of "associate" i e definition of "relevant into ing shares of a company rson's votes divided by the details of: ny relevant agreement or copy of any document se ny contract, scheme or ar rrangement; and ny qualification of the poy	y trust), the names c be referred to throug ers is clearly set out i in section 9 of the Co erest" in sections 60 constitute one class e total votes in the b other circumstances string out the terms c rangement, must ac	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically na- in paragraph 6 of the form. orporations Act 2001. % and 671B(7) of the Corporations a unless divided into separate class body corporate or scheme multiplie s because of which the change in to of any relevant agreement, and a s	b the form. If the med group If the Act 2001. ses. d by 100. relevant interest statement by the a written stateme	and its related corpor e relevant interests of membership of each occurred. If subset person giving full ar ant certifying this cor ercise of, the voting p	rations, or the of a group of perso h group, with the ction 671B(4) appl id accurate details itract, scheme or powers or disposa
2) 3) 4) 5)	manage are esse names a See the See the The voti The per Include (a) ar a ar (b) ar	er and trustee of an equity entially similar, they may and addresses of member e definition of "associate" it e definition of "relevant inte ing shares of a company rson's votes divided by the details of: ny relevant agreement or copy of any document se ny contract, scheme or ar rrangement; and ny qualification of the pow re securities to which the	y trust), the names c be referred to throug the section 9 of the Co erest" in sections 60 constitute one class e total votes in the b other circumstances string out the terms of rangement, must ac yer of a person to ex-	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically nar in paragraph 6 of the form. orporations Act 2001. 8 and 671B(7) of the Corporations anness divided into separate class body corporate or scheme multiplie s because of which the change in of any relevant agreement, and a s company this form, together with a scorpany this form, together with a	b the form. If the med group If the Act 2001. ses. d by 100. relevant interest statement by the a written stateme	and its related corpor e relevant interests of membership of each occurred. If subset person giving full ar ant certifying this cor ercise of, the voting p	rations, or the of a group of perso h group, with the ction 671B(4) appl id accurate details itract, scheme or powers or disposa
2) 3) 4) 5) (6)	manage are esse names a See the See the The voti The per Include (a) ar a ar (b) ar th See the Details o or may, not of a	er and trustee of an equity entially similar, they may and addresses of member e definition of "associate" it e definition of "relevant into ing shares of a company rson's votes divided by the details of: my relevant agreement or copy of any document se my contract, scheme or ar rrangement; and my qualification of the pow re securities to which the e definition of "relevant ag of the consideration must become entitled to receive contingency. Details mo	y trust), the names c be referred to throug rs is clearly set out i in section 9 of the Co erest" in sections 60 constitute one class e total votes in the b other circumstances etting out the terms of rangement, must ac ver of a person to ex relevant interest relation reement" in section include any and all ve in relation to that a ust be included of an	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically nar in paragraph 6 of the form. orporations Act 2001. 98 and 671B(7) of the Corporations a unless divided into separate class body corporate or scheme multiplie s because of which the change in 1 of any relevant agreement, and a s company this form, together with a exercise, control the exercise of, or i ates (indicating clearly the particula	b the form. If the med group If the a Act 2001. ses. ad by 100. relevant interest statement by the a written stateme influence the exe ar securities to w by person from w ded even if the to ostantial holder o	and its related corpor e relevant interests of membership of eac person giving full ar ant certifying this cor ercise of, the voting p which the qualification whom a relevant inter penefit is conditional or its associate in relation	rations, or the of a group of perso h group, with the ction 671B(4) appl id accurate details ntract, scheme or powers or disposa n applies).
2) 3) 4) 5) (6) 7)	manage are esse names a See the See the The voti The per Include (a) ar a ar ar (b) ar th See the Details c or may, not of a acquielti	er and trustee of an equity entially similar, they may and addresses of member e definition of "associate" it e definition of "relevant into ing shares of a company rson's votes divided by the details of: ny relevant agreement or copy of any document se ny contract, scheme or ar rrangement; and ny qualification of the pow he securities to which the e definition of "relevant ag of the consideration must become entitled to receive contingency. Details mu- ions, even if they are not	y trust), the names c be referred to throug ers is clearly set out i in section 9 of the C4 erest" in sections 60 constitute one class e total votes in the b other circumstances etting out the terms of rangement, must ac ver of a person to ex relevant interest relation reement" in section to include any and all ust be included of an paid directly to the p	lar or related relevant interests (eg could be included in an annexure to ghout the form as a specifically na- in paragraph 6 of the form. orporations Act 2001. All and 671B(7) of the Corporations a unless divided into separate class body corporate or scheme multiplie of any relevant agreement, and a s company this form, together with a cercise, control the exercise of, or i ates (indicating clearly the particula 9 of the Corporations Act 2001. benefits, money and other, that ar acquisition. Details must be inclu- by benefit paid on behalf of the sub	the form. If the med group If the Act 2001. Ses. ed by 100. relevant interest statement by the a written stateme influence the exe ar securities to w by person from w ded even if the to stantial holder o orrest was acquire	and its related corpor e relevant interests of membership of each occurred. If subset person giving full ar ant certifying this cor ercise of, the voting p which the qualification whom a relevant inter- penefit is conditional or its associate in rela- ad.	rations, or the of a group of perso h group, with the ction 671B(4) appl id accurate details ntract, scheme or powers or disposa n applies). rest was acquired on the happening ation to the
(2) (3) (4) (5)	manage are esse names a See the See the The voti The per Include (a) ar a ar (b) ar (b) ar th See the Details c or may, not of a acquieiti	er and trustee of an equity entially similar, they may and addresses of member e definition of "associate" it ing shares of a company rson's votes divided by the details of: my relevant agreement or copy of any document se my contract, scheme or ar rrangement; and my qualification of the pow he securities to which the e definition of "relevant ag of the consideration must become entitled to receiv contingency. Details mu- lons, even if they are not ibstantial holder is unable	y trust), the names c be referred to throug the section 9 of the Ca erest" in sections 60 constitute one class e total votes in the b other circumstances etting out the terms of rangement, must ac ver of a person to ex relevant interest relation include any and all ust be included of an paid directly to the p et o determine the ide	lar or related relevant interests (eg pould be included in an annexure to ghout the form as a specifically na- in paragraph 6 of the form. orporations Act 2001. 98 and 671B(7) of the Corporations a unless divided into separate class body corporate or scheme multiplie body corporate or scheme multiplie s because of which the change in to of any relevant agreement, and a s company this form, together with a cercise, control the exercise of, or i ates (indicating clearly the particula 9 of the Corporations Act 2001. benefits, money and other, that ar acquisition. Details must be inclu- by benefit paid on behalf of the sub- person from whom the relevant into the server of the sub-	the form. If the med group If the Act 2001. Ses. In by 100. The form the sest at the statement by the a written statement influence the exe ar securities to w by person from w ded even if the b stantial holder o orest was acquire vant interest arise	and its related corpor e relevant interests of membership of each occurred. If subset person giving full ar ant certifying this cor ercise of, the voting p which the qualification whom a relevant inter penefit is conditional r its associate in rela- ad. es because of an op	rations, or the of a group of perso h group, with the d accurate details ntract, scheme or oowers or disposa h applies). rest was acquired I on the happening ation to the tion) write "unknow