

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

Notice of Change of Interests of Substantial Holder

To: **BERKELEY ENERGIA LTD**

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

The previous notice was given to the company on

The previous notice was dated

5 July 2017

18 October 2016

18 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	17,548,366	8.74%	24,802,375	9.75%

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/GBP	Common stock	Common stock
10/24/2016	FIL	BUY	AUD 0.75	53,950	53,950
10/24/2016	FIL	BUY	AUD 0.75	120,303	120,303
10/26/2016	FIL	BUY	AUD 0.75	185,157	185,157
10/26/2016	FIL	BUY	AUD 0.75	8,718	8,718
10/26/2016	FIL	BUY	AUD 0.75	8,718	8,718
10/27/2016	FIL	BUY	AUD 0.75	181,401	181,401
10/27/2016	FIL	BUY	AUD 0.75	8,748	8,748
10/27/2016	FIL	BUY	AUD 0.75	8,748	8,748

10/28/2016	FIL	BUY	AUD 0.75	26,896	26,896
10/28/2016	FIL	BUY	AUD 0.75	139,273	139,273
10/28/2016	FIL	BUY	AUD 0.75	8,790	8,790
10/28/2016	FIL	BUY	AUD 0.75	8,790	8,790
10/31/2016	FIL	BUY	AUD 0.75	8,832	8,832
10/31/2016	FIL	BUY	AUD 0.75	10,278	10,278
10/31/2016	FIL	BUY	AUD 0.75	8,832	8,832
10/31/2016	FIL	BUY	AUD 0.75	3,092	3,092
11/4/2016	FIL	BUY	GBP 0.45	830,768	830,768
11/4/2016	FIL	BUY	GBP 0.45	3,500,000	3,500,000
11/11/2016	FIL	BUY	AUD 0.74	43,354	43,354
11/14/2016	FIL	BUY	AUD 0.74	23,205	23,205
11/15/2016	FIL	BUY	AUD 0.74	41,826	41,826
12/6/2016	FIL	BUY	AUD 0.75	68,409	68,409
12/14/2016	FIL	BUY	GBP 0.45	415,696	415,696
1/3/2017	FIL	SELL	AUD 0.95	(31,450)	(31,450)
1/4/2017	FIL	SELL	AUD 1.02	(53,317)	(53,317)
1/5/2017	FIL	SELL	AUD 0.99	(65,987)	(65,987)
1/10/2017	FIL	SELL	AUD 1.04	(19,781)	(19,781)
1/11/2017	FIL	SELL	AUD 1.11	(61,973)	(61,973)
1/12/2017	FIL	SELL	AUD 1.15	(23,464)	(23,464)
1/16/2017	FIL	SELL	AUD 1.15	(27,785)	(27,785)
1/24/2017	FIL	SELL	AUD 1.10	(23,084)	(23,084)
1/25/2017	FIL	SELL	AUD 1.14	(67,213)	(67,213)
1/27/2017	FIL	SELL	AUD 1.18	(52,860)	(52,860)
1/30/2017	FIL	SELL	AUD 1.17	(32,444)	(32,444)
2/6/2017	FIL	BUY	AUD 1.05	10,236	10,236
2/7/2017	FIL	BUY	AUD 1.04	86,328	86,328
2/8/2017	FIL	BUY	AUD 1.04	11,741	11,741
2/8/2017	FIL	SELL	AUD 1.10	(42,859)	(42,859)
2/9/2017	FIL	BUY	AUD 1.04	32,602	32,602
2/15/2017	FIL	SELL	AUD 1.13	(24,087)	(24,087)
2/23/2017	FIL	BUY	AUD 0.97	191,026	191,026
3/2/2017	FIL	BUY	AUD 0.90	63,947	63,947
3/3/2017	FIL	BUY	AUD 0.88	80,089	80,089
3/8/2017	FIL	BUY	AUD 0.90	444,915	444,915
3/13/2017	FIL	BUY	AUD 0.89	46,336	46,336
3/14/2017	FIL	BUY	AUD 0.89	68,905	68,905
4/7/2017	FIL	BUY	AUD 0.81	47,006	47,006
4/10/2017	FIL	BUY	AUD 0.80	68,038	68,038
4/10/2017	FIL	BUY	AUD 0.81	40,707	40,707
4/10/2017	FIL	BUY	AUD 0.80	8,293	8,293
4/10/2017	FIL	BUY	AUD 0.81	8,293	8,293
4/11/2017	FIL	BUY	AUD 0.81	71,095	71,095
4/11/2017	FIL	BUY	AUD 0.81	8,217	8,217
4/12/2017	FIL	BUY	AUD 0.83	17,701	17,701
4/12/2017	FIL	BUY	AUD 0.83	1,460	1,460
4/13/2017	FIL	BUY	AUD 0.82	79,723	79,723

4/18/2017	FIL	BUY	AUD 0.82	52,959	52,959
4/19/2017	FIL	BUY	AUD 0.78	152,848	152,848
4/20/2017	FIL	BUY	AUD 0.77	83,205	83,205
4/21/2017	FIL	BUY	AUD 0.76	32,845	32,845
4/24/2017	FIL	BUY	AUD 0.75	33,394	33,394
5/19/2017	FIL	BUY	AUD 0.84	26,075	26,075
5/22/2017	FIL	BUY	AUD 0.82	13,266	13,266
7/3/2017	FIL	BUY	AUD 0.73	25,945	25,945
7/3/2017	FIL	BUY	AUD 0.73	51,666	51,666
7/4/2017	FIL	BUY	AUD 0.75	14,876	14,876
7/4/2017	FIL	BUY	AUD 0.75	29,624	29,624
7/5/2017	FIL	BUY	AUD 0.76	13,828	13,828
7/5/2017	FIL	BUY	AUD 0.77	40,717	40,717
7/5/2017	FIL	BUY	AUD 0.76	27,539	27,539
7/5/2017	FIL	BUY	AUD 0.77	81,084	81,084
			Total Buys	7,780,313	7,780,313
			Total Sells	(526,304)	(526,304)
			Total Net Buys	7,254,009	7,254,009

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: 7 July 2017

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	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion/ Voting Power	18,250,187
		CLEARSTREAM BANKING SA LUX (C)		663,988
		MASTER TRUST BANK OF JAPAN (C)		647,834
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BROWN BROS HARRIMN LTD LUX (C)		3,755,595
JP MORGAN, BOURNEMOUTH (C)		1,484,771		
Grand Total				24,802,375