

RESOURCE
CAPITAL FUNDS®

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

From : Amy Woods
Pages : 3
Date : November 9, 2018
Copy : Company Secretary
Dylan Browne
Fax: 9322 6558

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 Form 604 in relation to Berkeley Energia Limited.

Yours faithfully

Amy Woods

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
1. Details of substantial holder(1)	
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	09/11/2018
The previous notice was given to the company on	08/12/2017
The previous notice was dated	08/12/2017

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	24,570,700	9.65%	19,573,184	7.57%

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
13/12/2017	RCF V	On Market Sales	A\$274,419.00	FULLY PAID ORDINARY SHARES -250,428	-250,428
13/12/2017	RCF V ANNEX	On Market Sales	A\$210,448.39	FULLY PAID ORDINARY -192,050	-192,050
14/12/2017	RCF V	On Market Sales	A\$121,646.35	FULLY PAID ORDINARY SHARES -115,942	-115,942
14/12/2017	RCF V ANNEX	On Market Sales	A\$93,289.62	FULLY PAID ORDINARY SHARES -88,915	-88,915
15/12/2017	RCF V	On Market Sales	A\$300,643.61	FULLY PAID ORDINARY SHARES -291,887	-291,887
15/12/2017	RCF V ANNEX	On Market Sales	A\$230,558.29	FULLY PAID ORDINARY SHARES -223,843	-223,843
16/12/2017	RCF V	On Market Sales	A\$191,429.95	FULLY PAID ORDINARY SHARES -188,936	-188,936
16/12/2017	RCF V ANNEX	On Market Sales	A\$146,804.57	FULLY PAID ORDINARY SHARES -144,892	-144,892
19/12/2017	RCF V	On Market Sales	A\$136,815.93	FULLY PAID ORDINARY SHARES -136,298	-136,298
19/12/2017	RCF V ANNEX	On Market Sales	A\$104,524.00	FULLY PAID ORDINARY SHARES -104,525	-104,525
20/12/2017	RCF V	On Market Sales	A\$94,361.00	FULLY PAID ORDINARY SHARES -94,361	-94,361
20/12/2017	RCF V ANNEX	On Market Sales	A\$72,364.00	FULLY PAID ORDINARY SHARES -72,364	-72,364
29/06/2018	RCF V & RCF V ANNEX	Dilution resulting from an issue of shares	N/A	N/A	N/A
07/11/2018	RCF V	On Market Sales	A\$51,957.62	FULLY PAID ORDINARY SHARES -202,801	-202,801

07/11/2018	RCF V ANNEX	On Market Sales	A\$39,840.38	FULLY PAID ORDINARY SHARES -155,505	-155,505
07/11/2018	RCF V	On Market Sales	A\$105,049.28	FULLY PAID ORDINARY SHARES -447,399	-447,399
07/11/2018	RCF V ANNEX	On Market Sales	A\$80,549.78	FULLY PAID ORDINARY SHARES -343,057	-343,057
08/11/2018	RCF V	On Market Sales	A\$259,273.32	FULLY PAID ORDINARY SHARES -1,100,481	-1,100,481
08/11/2018	RCF V ANNEX	On Market Sales	A\$198,806.82	FULLY PAID ORDINARY SHARES -843,832	-843,832

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 10,964,499	10,964,499
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 8,408,685	8,408,685

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 19, 120 COLLINS STREET, MELBOURNE, VIC 3000 AUSTRALIA

Signature

print name PETER NICHOLSON

Capacity AUTHORISED OFFICER

sign here



date 09/11/2018

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 identify 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.