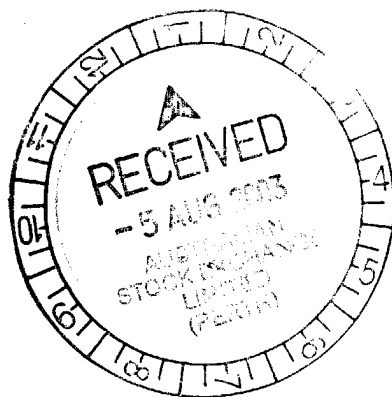


BERKELEY  
RESOURCES LTD  
(ACN 052 468 569)



Level 9, BGC Centre  
28 The Esplanade  
Perth WA 6000  
Telephone: (08) 9385 6627  
Facsimile: (08) 9389 8883  
Web Site: [www.berkeleyresources.com](http://www.berkeleyresources.com)

14 July 2003

# Supplementary Prospectus

(NEW CLOSING DATE 30 SEPTEMBER 2003)

## IMPORTANT NOTES:

This Supplementary Prospectus supplements the Berkeley Resources Limited Prospectus dated 14 January 2003 and the first Supplementary Prospectus dated 14 April 2003 (collectively called the "Prospectus") and should be read together with that Prospectus.

This Supplementary Prospectus is dated 14 July 2003 and was lodged with the Australian Securities and Investments Commission on that date.

The Prospectus is amended and updated in the manner set out in this Supplementary Prospectus. The Prospectus when read together with this Supplementary Prospectus contains all information that would be required by section 710 of the Corporations Act 2001 and does not contain any material statement that is false or misleading. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail.

Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

**Broker to the Issue: Hogan & Partners Stockbrokers Pty Ltd.**

**For the offer of 22,500,000 shares at 20 cents per Share and 22,250,000 Options at 0.5 cents each to raise \$4,611,250. Oversubscriptions of an additional 5,000,000 Shares at 20 cents per Share and 2,500,000 Options at 0.5 cents each to raise an additional \$1,012,500 may be accepted.**

---

BERKELEY RESOURCES LIMITED  
SUPPLEMENTARY PROSPECTUS

---

**Purpose of the Supplementary Prospectus dated 14 July 2003.**

This Supplementary Prospectus has been prepared to provide details of the following revisions to the Prospectus:

1. Revised Indicative Timetable

|                                                                                      |                   |
|--------------------------------------------------------------------------------------|-------------------|
| Opening Date                                                                         | 21 January 2003   |
| Closing Date (as extended)                                                           | 30 September 2003 |
| Expected dispatch of holding statements for securities in Berkeley Resources Limited | 6 October 2003    |
| Trading of Shares in Berkeley Resources Limited on ASX expected to commence          | 12 October 2003   |

The above dates are indicative only. The Directors reserve the right to extend the Offer or close the Offer early without prior notice.

2. Directors

Brian Smith has resigned as a Director and been replaced by the following persons:

- Ian Peter Middlemas B.Comm, CA – Non-Executive Chairman

Ian Middlemas is a Chartered Accountant and has been involved in the resources sector for over twenty years holding senior executive positions and directorships in a number of public companies. He originally worked for Arthur Andersen before joining the Normandy Group where he was a Senior Group Executive for approximately 10 years. He has considerable corporate, financial and management expertise and is an associate of the Securities Institute of Australia. Ian is currently an Executive Director of Leyshon Resources Limited.

- Mark Pearce B.Bus, CA FCIS – Non-Executive Director

Mark Pearce is a Chartered Accountant and currently holds the position of Chief Financial Officer and Director for a number of publicly listed companies. Prior to this he worked for several large international Chartered Accounting firms and he has been involved in commerce for 15 years. Mr Pearce has considerable financial and corporate expertise. He is a fellow of the Institute of Chartered Secretaries.

3. Secretary

Graham Anderson has resigned as Company Secretary and been replaced by Mark Pearce (details of whom are set out above).

4. Managing Director

Peter Batten remains as Managing Director but his Employment Agreement (described on page 85 of the Prospectus) has been amended so that the term of the Employment Agreement now includes an initial period of six months following which it may be extended for a further two years.

5. Holdings of Directors

As at the date of this Supplementary Prospectus, the Directors have relevant interests in Shares and Options as set out in the table below:-

| Director      | Notes  | Shares           | Foundation Shareholder Options |
|---------------|--------|------------------|--------------------------------|
| Ian Middlemas |        | -                | -                              |
| Peter Batten  | Note 1 | 395,000          | 697,500                        |
| Rita Brooks   | Note 2 | 1,842,000        | 921,000                        |
| Mark Pearce   |        | -                | -                              |
| <b>TOTAL</b>  |        | <b>2,237,000</b> | <b>1,618,500</b>               |

The Directors may subscribe for Securities under this Prospectus. Entities associated with Rita Brooks (a Director) and WP Brooks (spouse of Rita Brooks) may subscribe for a portion of the Public Offer and may be invited to participate in the Placement Offer.

**Note 1:** Peter Batten is a Director of Batten Resources Pty Ltd which acts as trustee for the <Batten Superannuation Fund> and is a member of the fund and owns 395,000 fully paid Shares in the Company and 697,500 Foundation Shareholder Options exercisable by the payment of 20 cents each on or before 31 October 2006.

**Note 2:** Rita Brooks is a Director of Baracus Pty Ltd which acts as trustee for the Brooks Family Trust and is a beneficiary of the trust which owns 1,842,000 fully paid Shares in the Company together with 921,000 Foundation Shareholder Options exercisable by the payment of 20 cents each on or before 31 October 2006.

Terms and conditions of the Foundation Shareholder Options are set out in Section 8.2(ii).

6. Registered Office

The registered office of the Company has changed to:-  
Level 9, BGC Centre  
28 The Esplanade  
PERTH WA 6000  
Tel: (08) 9322 6322

7. This Supplementary Prospectus has been prepared pursuant to section 724(1)(a) of the Corporations Act 2001, to allow the four month period within which the minimum amount raised prior to the securities being issued or transferred to commence on the date of this Supplementary Prospectus (being 14 July 2003). If the minimum amount is not raised during the four month period, the Company will allow investors to obtain a refund of their application monies.
8. This Supplementary Prospectus has been prepared pursuant to section 724(1)(b)(ii) of the Corporations Act 2001, to allow the three month period within which the securities being offered under the Prospectus must be admitted for quotation on the ASX to commence on the date of this Supplementary Prospectus (being 14 July 2003). If the securities are not admitted for quotation on the ASX during the three month period, the Company will allow investors to obtain a refund of their application monies.

## **Applications**

### **Investors Who Have NOT Previously Submitted an Application for Securities or Who Wish to Submit an Application for Further Securities**

All new applications for Securities must be made on the Application Form A attached to or accompanying this Supplementary Prospectus. Application Form A contains detailed instructions on how it is to be completed. Applications must not be made on the Application Form attached to or accompanying the original Prospectus.

Each Application Form must be accompanied by payment of 20 cents per Share and 0.5 cents per Option in full. Applications made under this Supplementary Prospectus must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200).

### **Investors Who HAVE Previously Submitted an Application for Securities**

As required by section 724(2) of the Corporations Act 2001 the Company will allow investors who have lodged applications under the Prospectus prior to the date of this Supplementary Prospectus to obtain a refund for their application monies if they do not wish to proceed with their applications.

Any investor who wishes to obtain a refund should write to the Company, Berkeley Resources Limited, c/- Advanced Share Registry Services, PO Box 6283, East Perth WA 6892, within one month of the date of this document to withdraw their application and be repaid. The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that investor. Refund requests must be received by the Company by 5:00 pm WST on 14 August 2003.

### **Directors' Authorisation & Responsibility Statement**

The Directors of the Company who authorise the issue of this Supplementary Prospectus accept responsibility for the information contained in this Supplementary Prospectus.

This Supplementary Prospectus has been signed by Peter Batten (Managing Director) on behalf of all of the Directors, each of whom has consented to the signature, lodgement and issue of this Supplementary Prospectus and has not withdrawn that consent before lodgement.

**Peter Batten**  
**Managing Director**

ACN 052 468 569

**PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM.**

|    |  |  |  |  |  |  |   |  |  |
|----|--|--|--|--|--|--|---|--|--|
| \$ |  |  |  |  |  |  | . |  |  |
| \$ |  |  |  |  |  |  | . |  |  |
| \$ |  |  |  |  |  |  | . |  |  |

[illegible][illegible][illegible][illegible]

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|  |  |  |  |

[illegible]

Post Code

|  |       |           |
|--|-------|-----------|
|  | State | Post Code |
|  |       |           |

[illegible][illegible][illegible][illegible][illegible]

Applicant #3

|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|

|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|

[illegible]

## Amount of Cheque

|  |  |
|--|--|
|  |  |
|  |  |

|  |  |
|--|--|
|  |  |
|  |  |

|  |  |
|--|--|
|  |  |
|  |  |

|                  |  |
|------------------|--|
| Amount of Cheque |  |
|                  |  |

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE SUPPLEMENTARY PROSPECTUS DATED 14 JULY 2003. (See application instructions overleaf)

**Application Form A** relates to the Public Offer of 22,500,000 Shares in Berkeley Resources Limited at \$0.20 each and 11,250,000 Options at \$0.005 each (that may be applied for on the basis of 1 Option for every 2 Shares subscribed for under this Prospectus) pursuant to the Prospectus dated 14 January 2003 and the first Supplementary Prospectus dated 14 April 2003.

#### Application Forms

Applications must be made on the application form attached to this Prospectus. Please complete all parts of the application form using **BLOCK LETTERS**.

Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESSE participants should complete their name and address in the same format as they are presently registered in the CHESSE system.

Insert the number of Shares and Options you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is an irregularity in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it, shall be final.

#### Payment

Applications for Shares and Options must be accompanied by the application money of \$0.20 per Share and \$0.005 cents per Option (in Australian currency). Cheques should be made payable to "Berkeley Resources Limited Float Account" and crossed "Not Negotiable".

#### Lodging of Applications

Completed Application Forms and cheques must be:

Posted to: OR

**Berkeley Resources Limited**  
**C/- Advanced Share Registry Services**  
**P O Box 6283**  
**EAST PERTH WA 6892**

**Delivered to:**  
**Berkeley Resources Limited**  
**C/- Advanced Share Registry Services**  
**Level 7**  
**200 Adelaide Terrace**  
**PERTH WA 6000**

Applications must be received by no later than 5.00pm WST on 14 July 2003.

#### Broker Sponsored Applicants

The Company is an Issuer Sponsored participant in the Australian Stock Exchange CHESSE System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section or forward a signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

#### Tax File Numbers

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation office.

#### Correct Form of Registrable Title

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Berkeley Resources Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

| Type of Investor            | Correct Form of Registrable Title                     | Incorrect Form of Registrable Title             |
|-----------------------------|-------------------------------------------------------|-------------------------------------------------|
| Individual                  | John David Smith                                      | JD Smith                                        |
| Company                     | XYZ Pty Ltd                                           | XYZ P/L or XYZ Co                               |
| Trusts                      | Mr John David Smith (John David Smith Account)        | John Smith Family Trust                         |
| Deceased Estates            | Mr Michael Peter Smith (Est John David Smith Account) | John Smith (Deceased)                           |
| Partnerships                | Mr John David Smith and Mr Michael Peter Smith        | John Smith & Son                                |
| Clubs/Unincorporated Bodies | Mr John David Smith (ABC Tennis Association Account)  | Smith Investment Club or ABC Tennis Association |
| Superannuation Funds        | John Smith Pty Ltd (Super Fund Account)               | John Smith Superannuation Fund                  |

#### Application Money Calculations

To aid the individual in calculating the amount of Application Monies to submit with their Application Form the following calculation table is included.

Please Note: the minimum subscription is for 10,000 Shares and 5,000 Options and thereafter in multiples of 1,000 Shares and 500 Options.

| APPLICATION MONIES CALCULATOR |         |              |         |          |           |              |
|-------------------------------|---------|--------------|---------|----------|-----------|--------------|
| Shares                        |         |              | Options |          |           | TOTAL        |
| Number                        | Each    | Total        | Number  | Each     | Total     |              |
| 1,000                         | \$ 0.20 | \$ 200.00    | 500     | \$ 0.005 | \$ 2.50   | \$ 202.50    |
| 10,000                        | \$ 0.20 | \$ 2,000.00  | 5,000   | \$ 0.005 | \$ 25.00  | \$ 2,025.00  |
| 20,000                        | \$ 0.20 | \$ 4,000.00  | 10,000  | \$ 0.005 | \$ 50.00  | \$ 4,050.00  |
| 40,000                        | \$ 0.20 | \$ 8,000.00  | 20,000  | \$ 0.005 | \$ 100.00 | \$ 8,100.00  |
| 50,000                        | \$ 0.20 | \$ 10,000.00 | 25,000  | \$ 0.005 | \$ 125.00 | \$ 10,125.00 |
| 100,000                       | \$ 0.20 | \$ 20,000.00 | 50,000  | \$ 0.005 | \$ 250.00 | \$ 20,250.00 |

# SUPPLEMENTARY PROSPECTUS APPLICATION FORM B

## Berkeley Resources Limited

ACN 052 468 569

This Application Form relates to the Supplementary Prospectus dated 14 July 2003 which is supplementary to the Prospectus dated 14 January 2003 and the first Supplementary Prospectus dated 14 April 2003 (together called the "Prospectus") pursuant to which the Company is offering for subscription 22,500,000 Shares at an issue price of 20 cents per Share and 22,250,000 Options at 0.5 cents each. No Securities will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus. The Prospectus contains detailed information about the Company and the Securities being offered and it is advisable to read the Prospectus before completing the Application Form. Any person who passed on to another person the Application Form must at the same time and by the same means give the other person a complete and unaltered copy of the Prospectus. The Securities being offered under the Prospectus are only being offered to investors resident in Australia and overseas jurisdiction where the offers would not constitute a violation of relevant laws or require registration or lodgement of the Prospectus or any other document. **A reference to the Prospectus should be taken to include this Supplementary Prospectus.**

**PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM.**

I/We apply for

Options at 0.5 cents per Option

in Berkeley Resources Limited or such lesser number of Options which may be allocated to me/us by the Directors.

I/We lodge full application monies of:

for the above Options.

**Full Name (PLEASE PRINT)**

**Joint Application #2 or <designated account>**

**Joint Application #2 or <designated account>**

**Postal Address (PLEASE PRINT)**

**Street Number**

**Street**

**Suburb/Town**

**State**

**Post Code**

**Contact Name**

**Telephone Number – Business Hours**

**Telephone Number – After Hours**

**CHESS HIN (where applicable)**

**E-mail Address**

**Tax File Number or Exemption**

**Applicant #2**

**Applicant #3**

**CHEQUE DETAILS**

**Drawer**

**Bank**

**BSB**

**Amount of Cheque**

**Declaration and Statements:**

By lodging this Application Form:

I/We declare that all details and statements made by me/us are complete and accurate;

I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company;

I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus;

I/We authorize the Company to complete and execute any documentation necessary to effect the issue of Options to me/us; and

I/We have received personally a copy of the Prospectus accompanied by or attached to this Application Form or a copy of the Application Form or a direct derivative of the Application Form before applying for Options.

I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Options in Berkeley Resources Limited and that no notice of acceptance of the application will be provided.

I/We acknowledge that the allocation of these Placement Options is at the sole discretion of the Directors.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE SUPPLEMENTARY PROSPECTUS DATED 14 JULY 2003. (See application instructions overleaf)

**Application Form B** relates to the Placement Offer of 11,000,000 Options in Berkeley Resources Limited at \$0.005 each (that may be allocated at the discretion of the Directors) pursuant to the Prospectus dated 14 January 2003 and the first Supplementary Prospectus dated 14 April 2003.

### Application Forms

Applications must be made on the application form attached to this Prospectus. Please complete all parts of the application form using **BLOCK LETTERS**.

Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHES participants should complete their name and address in the same format as they are presently registered in the CHES system.

Insert the number of Options you wish to apply for. The application must be in multiples of 1,000 Options. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Options equal to or less than the number of Options indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Options. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is an irregularity in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it, shall be final.

### Payment

Applications for Options must be accompanied by the application money of \$0.005 cents per Option (in Australian currency). Cheques should be made payable to "Berkeley Resources Limited Float Account" and crossed "Not Negotiable".

### Lodging of Applications

Completed Application Forms and cheques must be:

Posted to:

**Berkeley Resources Limited**  
C/- Advanced Share Registry Services  
P O Box 6283  
EAST PERTH WA 6892

OR

Delivered to:

**Berkeley Resources Limited**  
C/- Advanced Share Registry Services  
Level 7  
200 Adelaide Terrace  
PERTH WA 6000

Applications must be received by no later than 5.00pm WST on 14 July 2003.

### Broker Sponsored Applicants

The Company is an Issuer Sponsored participant in the Australian Stock Exchange CHES System. This enables a holder to receive a statement of holding rather than a certificate. If you are already a Broker Sponsored participant in this system, you may complete this section or forward signed Application Form to your sponsoring broker for completion prior to lodgement. Otherwise, leave this box blank and your Options will automatically be Issuer Sponsored on allotment.

### Tax File Numbers

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation office.

### Correct Form of Registrable Title

Note that only legal entities are allowed to hold Securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Berkeley Resources Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

| Type of Investor            | Correct Form of Registrable Title                     | Incorrect Form of Registrable Title             |
|-----------------------------|-------------------------------------------------------|-------------------------------------------------|
| Individual                  | John David Smith                                      | JD Smith                                        |
| Company                     | XYZ Pty Ltd                                           | XYZ P/L or XYZ Co                               |
| Trusts                      | Mr John David Smith (John David Smith Account)        | John Smith Family Trust                         |
| Deceased Estates            | Mr Michael Peter Smith (Est John David Smith Account) | John Smith (Deceased)                           |
| Partnerships                | Mr John David Smith and Mr Michael Peter Smith        | John Smith & Son                                |
| Clubs/Unincorporated Bodies | Mr John David Smith (ABC Tennis Association Account)  | Smith Investment Club or ABC Tennis Association |
| Superannuation Funds        | John Smith Pty Ltd (Super Fund Account)               | John Smith Superannuation Fund                  |

### Application Money Calculations

To aid the individual in calculating the amount of Application Monies to submit with their Application Form B the following calculation table is included.

| OPTION APPLICATION MONIES CALCULATOR |          |             |
|--------------------------------------|----------|-------------|
| Options                              |          | TOTAL       |
| Number                               | Each     |             |
| 100,000                              | \$ 0.005 | \$ 500.00   |
| 250,000                              | \$ 0.005 | \$ 1,250.00 |
| 500,000                              | \$ 0.005 | \$ 2,500.00 |
| 1,000,000                            | \$ 0.005 | \$ 5,000.00 |