BERKELEY RESOURCES LIMITED

ABN 00 052 468 569

Notice of Annual General Meeting

And

Proxy Form

Date of Meeting:	26 November 2003
Place:	Level 6 BGC Centre 28 The Esplanade Perth Western Australia
Time:	10.00am

BERKELEY RESOURCES LIMITED

ABN 00 052 468 569

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of Berkeley Resources Limited ("**Berkeley Resources**" or "**Company**") will be held at Level 6, BGC Centre, 28 The Esplanade, Perth, Western Australia on 26 November 2003 at 10.00am.

The accompanying Proxy Form forms part of this Notice of Annual General Meeting ("**Notice**").

AGENDA

ORDINARY BUSINESS

Financial Report
To receive the financial statements of the Company and its controlled entities for the year ended 30 June 2003 together with a directors' report in relation to that financial year and the auditor's report on the financial statements.

1. RE-ELECTION OF DIRECTORS

To consider, and if thought fit, to pass with or without amendment, the following resolutions as separate ordinary resolutions:

(a) Ian Middlemas

"That Ian Middlemas who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

(b) Mark Pearce

"That Mark Pearce who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

(c) Rita Brooks

"That Rita Brooks who retires in accordance with the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a director."

Details of each directors' experience and qualifications are provided in the Company's 2003 Annual Report.

2. RE-APPOINTMENT OF AUDITOR

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That for the purposes of section 327 of the Corporations Act 2001 (Cth), Stanton Partners be re-appointed as auditor of the Company."

This resolution is only required pursuant to section 327 of the Corporations Act 2001 (Cth), and requires newly appointed auditors to be re-appointed at the first Annual General Meeting.

BY ORDER OF THE BOARD

MARK PEARCE
Company Secretary

Dated: 14 October 2003

Voting Entitlement
For the purposes of regulation 7.11.37 of the Corporations Regulations, all Shares of the Company that are quoted on the Australian Stock Exchange Limited at the end of day 24 November 2003 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Proxies
A member entitled to attend and vote at the Annual General Meeting of the Company may appoint a natural person as the member's proxy to attend and vote for the member at that meeting. If the member is entitled to cast 2 or more votes at the Annual General Meeting the member may appoint not more than 2 proxies. Where the member appoints more than one proxy the member may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the member's votes. A proxy may, but need not be, a member of the Company.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company (9th Floor, 28 The Esplanade, Perth, Western Australia, 6000, or by post to PO Box Z5083, Perth, Western Australia, 6831 or Facsimile (08) 9322 6558 if faxed from within Australia or +618 9322 6558 (if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Annual General Meeting in the place where the Annual General Meeting is being convened.

For the convenience of members a Proxy Form is enclosed with this Notice of Annual General Meeting.

BERKELEY RESOURCES LIMITED
ABN 00 052 468 569

P R O X Y   F O R M

The Company Secretary
Berkeley Resources Limited

By delivery:	By post:	By facsimile:
Level 9, 28 The Esplanade PERTH WA 6000	PO Box Z5083 PERTH WA 6831	+61 8 9322 6558

I/We [1] ....

of ....

being a member/members of Berkeley Resources Limited and entitled to ....

votes in the Company, hereby appoint [2] ....

or failing him the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Level 6, BGC Centre, 28 The Esplanade, Perth, Western Australia, on 26 November 2003 at 10.00am and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * [   ]% of the member's votes*/ [   ] of the member's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the resolutions referred to in the notice convening the Annual General Meeting, as follows:

				For	Against	Abstain
Resolution 1	Re-election of Directors					
		(a)	Ian Middlemas	☐	☐	☐
		(b)	Mark Pearce	☐	☐	☐
		(c)	Rita Brooks	☐	☐	☐
Resolution 2	Re-appointment of auditor			☐	☐	☐

Authorised signature/s This section ***must*** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

....	....	....
Contact Name	Contact Daytime Telephone	Date

[1]Insert name and address of shareholder   [2] Insert name and address of proxy   *Omit if not applicable

Proxy Notes:

A member entitled to attend and vote at the Annual General Meeting of the Company may appoint a natural person as the member's proxy to attend and vote for the member at that meeting. If the member is entitled to cast 2 or more votes at the Annual General Meeting the member may appoint not more than 2 proxies. Where the member appoints more than one proxy the member may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the member's votes. A proxy may, but need not be, a member of the Company.

You must sign this form as follows in the spaces provided:

Joint Holding:	where the holding is in more than one name, all of the holders must sign.
Power of Attorney:	if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company (9th Floor, 28 The Esplanade, Perth, Western Australia, 6000) or by post to PO Box Z5083, Perth, Western Australia, 6831 or Facsimile (08) 9322 6558 if faxed from within Australia or +618 9322 6558 (if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Annual General Meeting in the place where the Annual General Meeting is being convened.