

MESSAGE CONFIRMATION

AUG-20-2009 02:48 PM THU

FAX NUMBER :  
NAME :

NAME/NUMBER : 901161292417620  
PAGE : 4  
START TIME : AUG-20-2009 02:47PM THU  
ELAPSED TIME : 01' 36"  
MODE : STD ECM  
RESULTS : [ O.K ]

One Adelaide Street East  
21<sup>st</sup> Floor  
Toronto, Ontario  
M5C 2V9

Tel: (416) 365-2584  
Fax: (416) 865-3463

**Goodman &  
Company, Investment  
Counsel Ltd.**

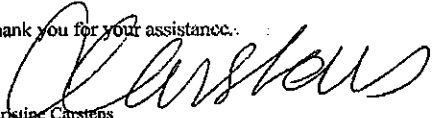
**Fax**

To: Company Announcements Office From: Christine Carstens  
Company: Australian Stock Exchange  
Fax: 011-612-9241-7620 Pages: 1 + 3  
Phone: Date: August 20, 2009  
Re: Form 604 -- Berkeley Resources Limited  
 Urgent  For Review  Please Comment  Please Reply  Please Recycle

• Comments:

Attached is a Form 604 for Berkeley Resources Limited to be lodged with the ASX today on behalf of Goodman & Company, Investment Counsel Ltd.

Thank you for your assistance.

  
Christine Carstens  
Compliance Administrator  
Goodman & Company, Investment Counsel Ltd.  
Tel: 416-365-2584 (direct)  
Fax: 416-865-3463 (legal)  
Email: ccarstens@dynamic.ca

:cc  
Attachment

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Berkeley Resources Limited

ACN/ARSN 052 468 569

### 1. Details of substantial holder (1)

Name Dundee Corporation and each of its associates listed in Annex A

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

31 / July / 2009

The previous notice was given to the company on

5 / Sep / 2007

The previous notice was dated

5 / Sep / 2007

### 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)
Ordinary Fully Paid	13,196,794	12.99% (undiluted)	14,341,701	11.62% undiluted

### 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
July 31, 2009*	Goodman & Company, Investment Counsel Ltd. ("G&C")	In-market acquisitions	Average per share price AUD 0.50	1,144,907 ordinary fully paid	1,144,907 ordinary fully paid

\*Change in relevant interest occurred due to an increase in the issued and outstanding share capital number after acquisitions were made.\*

### 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
G&C	G&C	G&C	G&C, in its capacity as trustee and manager of various mutual funds and other client accounts has the power to control the voting and/or disposal of the securities and holds the securities for investment purposes.	Ordinary fully paid 14,341,701	Ordinary fully paid 14,341,701

**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
Goodman & Company, Investment Counsel Ltd.	Body corporate controlled by Dundee Corporation

**6. Addresses**

The addresses of persons named in this form are as follows:

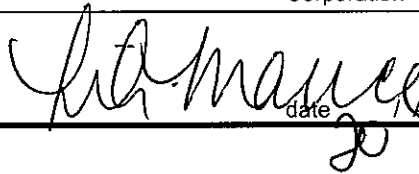
Name	Address
Dundee Corporation	One Adelaide Street East, 28 <sup>th</sup> Floor, Toronto, Ontario, Canada M5C 2V9
Goodman & Company, Investment Counsel Ltd.	One Adelaide Street East, 28 <sup>th</sup> Floor, Toronto, Ontario, Canada M5C 2V9

**Signature**

print name Lillian Mance

Capacity: Corporate Secretary of Dundee Corporation

sign here



date 20 August / 2009

**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 identity 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.

ANNEXURE A

Associates

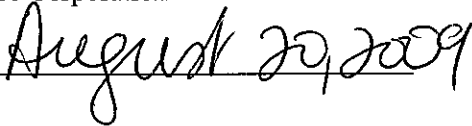
*This company is an associate of Dundee Corporation under section 9 of the Corporations Act by virtue of being a related corporate body of Goodman & Company, Investment Counsel Ltd.*

Goodman & Company, Investment Counsel Ltd.

This is the annexure of 1 page marked A referred to in Form 604: Notice of change of interests of substantial holder signed by me



\_\_\_\_\_  
Lillian Mance, Corporate Secretary  
of Dundee Corporation



\_\_\_\_\_  
DATE