



Berkeley
Resources Ltd

BERKELEY RESOURCES LIMITED

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NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the offices of Berkeley Resources Limited, Level 2, 91 Havelock Street, West Perth, Western Australia on Wednesday 2nd March 2011 at 10.00am (WST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9214 7585.

BERKELEY RESOURCES LIMITED

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NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Berkeley Resources Limited (**Company**) will be held at the offices of Berkeley Resources Limited at Level 2, 91 Havelock Street, West Perth, Western Australia on 2 March 2011 at 10.00am (WST) ("**Meeting**").

The Explanatory Memorandum to this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice of General Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 28 February 2011 at 10.00am.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 7.

AGENDA

1. Resolution 1 – Ratification of Issue of First Tranche Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,000,000 Shares each at an issue price of \$1.70 (**First Tranche Shares**) which raised \$28,900,000 before costs, on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue of the First Tranche Shares and any associate of such a person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. Resolution 2 - Authority to Issue Second Tranche Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 15,360,000 Shares each at an issue price of \$1.70 (**Second Tranche Shares**) to raise \$26,112,000 before costs, on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (or any associate of such a person) who may participate in the issue of the Second Tranche Shares and might obtain a benefit, (except a benefit solely in their capacity as holder of ordinary securities), if the resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Ratification of Prior Placement

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 3,300,000 Shares at an issue price of \$1.45 per Share which raised \$4,785,000 (before costs); and
- (b) 200,000 Shares at nil issue price per Share as a placement fee, on the terms and conditions in the Explanatory Memorandum (**Prior Placement**)."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the Prior Placement and any associate of such a person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

Sam Middlemas
Company Secretary
Dated: 28th January 2011

BERKELEY RESOURCES LIMITED

A B N 4 0 0 5 2 4 6 8 5 6 9

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at the offices of Berkeley Resources Limited at Level 2, 91 Havelock Street, West Perth, Western Australia on 2 March 2011 at 10.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

3. Background

3.1 Placement

As announced on 19 January 2011, the Company is in the process of undertaking a placement of up to 32,360,000 shares to sophisticated and professional investors who are clients of RBC Capital Markets and BMO Capital Markets at \$1.70 per Share to raise approximately \$55,000,000 (before costs) (**Placement**).

The Placement is being undertaken in two tranches as follows:

- (a) a first tranche consisting of 17,000,000 Shares at an issue price of \$1.70 per Share (being the First Tranche Shares) (which was completed on 27 January 2011); and
- (b) a second tranche consisting of 15,360,000 Shares at an issue price of \$1.70 per Share (being the Second Tranche Shares).

The funds raised from the Placement and will be used for:

- (a) payment of €20 million to ENUSA Industrias Avanzadas S.A (**ENUSA**) for the exploitation of the Company's Salamanca Uranium Project;
- (b) finalisation of feasibility studies ahead of project development at the Company's Salamanca Uranium Project; and
- (c) general working capital requirements.

The First Tranche Shares were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1. Resolution 1 seeks Shareholder ratification of the issue of the First Tranche Shares.

The issue of the Second Tranche Shares is subject to Shareholder approval. Resolution 2 seeks this approval.

3.2 Prior Placement

On 29 October 2010, the Company entered into a subscription agreement (**Subscription Agreement**) with Resources Capital Fund V LP (**RCF**), pursuant to which the Company agreed to issue 3,300,000 Shares to RCF at an issue price of \$1.45 per Share to raise \$4,785,000 (before costs) together with 200,000 Shares at nil issue price per Share as consideration for RCF entering into the Subscription Agreement (being the Prior Placement).

Resolution 3 seeks Shareholder ratification of the issue Shares under the Prior Placement.

4. Resolution 1 – Ratification of Issue of First Tranche Shares

4.1 General

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of the First Tranche Shares to sophisticated and professional investors who are not related parties or associates of related parties of the Company.

4.2 Listing Rule 7.4

The First Tranche Shares were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 1 by ratifying the issue of the First Tranche Shares will be to restore the Company's ability to issue securities within that limit, to the extent of the 17,000,000 Shares, during the next 12 months.

Resolution 1 is an ordinary resolution.

4.3 Specific Information Required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval for the prior issue of the First Tranche Shares pursuant to Listing Rule 7.4:

- (a) 17,000,000 First Tranche Shares were allotted on 27 January 2011.
- (b) The First Tranche Shares were issued at a price of \$1.70 per Share.

- (c) The First Tranche Shares are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing listed Shares.
 - (d) The First Tranche Shares were allotted and issued to sophisticated and professional investors (pursuant to section 708(8), 708(10) and 708(11) of the Corporations Act) who are clients of RBC Capital Markets and BMO Capital Markets and are not related parties or associates of related parties of the Company.
 - (e) The funds raised will be utilised as follows:
 - (i) payment of €20 million to ENUSA for the exploitation of the Company's Salamanca Uranium Project;
 - (ii) finalisation of feasibility studies ahead of project development at the Company's Salamanca Uranium Project; and
 - (iii) general working capital requirements.
 - (f) A voting exclusion statement is included in the Notice.
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5. Resolution 2 - Authority to Issue Second Tranche Shares

5.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Second Tranche Shares to sophisticated and professional investors who are not related parties or associates of related parties of the Company.

5.2 Listing Rule 7.1

Listing Rule 7.1 requires Shareholder approval for the proposed issue of the Second Tranche Shares. Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

Given the issue of the Shares under Resolution 2 will exceed this 15% threshold and none of the exceptions in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

The effect of Resolution 2 will be to allow the Directors to issue the Second Tranche Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 2 is an ordinary resolution.

5.3 Specific Information Required by Listing Rule 7.3

For the purposes of Shareholder approval of the Second Tranche Placement and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) The maximum number of Shares the Company can issue under Resolution 2 is 15,360,000 Shares.
- (b) The Second Tranche Shares will be issued no later than three months after the date of the Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of Listing Rule 7.3.2).

- (c) The Second Tranche Shares will be issued at a price of \$1.70 per Share.
 - (d) The Second Tranche Shares will be issued to sophisticated and professional investors (pursuant to section 708(8), 708(10) and 708(11) of the Corporations Act) who are clients of RBC Capital Markets and BMO Capital Markets and are not related parties or associates of related parties of the Company.
 - (e) The Second Tranche Shares to be issued are ordinary shares and rank equally with the Company's existing listed Shares.
 - (f) The funds raised will be utilised as follows:
 - (i) payment of €20 million to ENUSA for the exploitation of the Company's Salamanca Uranium Project;
 - (ii) finalisation of feasibility studies ahead of project development at the Company's Salamanca Uranium Project; and
 - (iii) general working capital requirements.
 - (g) The Second Tranche Shares will be allotted on or about 3 March 2011.
 - (h) A voting exclusion statement is included in the Notice.
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6. Resolution 3 – Ratification of Prior Placement

6.1 General

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the Prior Placement to RCF who is not a related party or associate of a related party of the Company.

6.2 Listing Rule 7.4

The 3,500,000 Shares under the Prior Placement were issued within the Company's 15% placement capacity permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 3 by ratifying the Prior Placement will be to restore the Company's ability to issue securities within that limit, to the extent of the 3,500,000 Shares, during the next 12 months.

Resolution 3 is an ordinary resolution.

6.3 Specific Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval for the issue of Shares under the Prior Placement:

- (a) 3,500,000 Shares were allotted on 19 November 2010.
- (b) 3,300,000 Shares issued under the Prior Placement were issued at a price of \$1.45 per Share and 200,000 Shares issued under the Prior Placement were issued at nil issue price per Share.
- (c) The 3,500,000 Shares issued under the Prior Placement are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing listed Shares.

- (d) The 3,500,000 Shares issued under the Prior Placement were allotted and issued to RCF, who is a sophisticated and professional investor (pursuant to sections 708(8) and 708(11) of the Corporations Act) and is not a related party or associate of a related party of the Company.
 - (e) The funds raised will be utilised as follows:
 - (iv) finalisation of feasibility studies ahead of project development at the Company's Salamanca Uranium Project; and
 - (v) general working capital requirements.
 - (f) A voting exclusion statement is included in the Notice.
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7. Definitions

In this Explanatory Memorandum and Notice:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board of Directors.

Company means Berkeley Resources Limited ABN 40 052 468 569.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company, and **Directors** means the directors of the Company.

ENUSA has the meaning given in Section 3 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum to the Notice.

First Tranche Shares has the meaning in Resolution 1 of this Notice.

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Placement has the meaning in Section 3 of the Explanatory Memorandum.

Prior Placement has the meaning given in Resolution 3 of the Notice.

Proxy Form means the proxy form attached to the Notice.

RCF means Resource Capital Fund V LP of 1400 Sixteenth Street, Suite 200, Denver, Colorado, United States of America.

Resolution means a resolution contained in this Notice.

Second Tranche Shares has the meaning in Resolution 2 of this Notice.

Section means a Section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Subscription Agreement has the meaning given in Section 3.2 of the Explanatory Memorandum.

WST means Western Standard Time, being the time in Perth, Western Australia.

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

BERKELEY RESOURCES LIMITED

ABN 40 052 468 569

PROXY FORM

The Company Secretary
Berkeley Resources Limited

By delivery:

Level 2, 91 Havelock St
WEST PERTH WA 6005

By post:

PO Box 534
WEST PERTH WA 6872

By facsimile:

+61 8 9214 7575

I/We ¹ _____
of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ² _____

or failing such appointment the chairman of the general meeting as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Company to be held at 10.00am on 2 March 2011 (WST) at Level 2, 91 Havelock Street, West Perth, Western Australia 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 that this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder'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 Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of Issue of First Tranche Shares	☐	☐	☐
Resolution 2	Authority to Issue Second Tranche Shares	☐	☐	☐
Resolution 3	Ratification of Prior Placement	☐	☐	☐

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

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

²Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder 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 Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the 'Certificate of Appointment of Representative' prior to admission. A form of the certificate may be obtained from the Company's share registry.

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 General 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 Perth office of the Company (Level 2, 91 Havelock Street, West Perth, WA, 6005, or by post to PO Box 534, West Perth, WA, 6872 or Facsimile (08) 9214 7575 if faxed from within Australia or +61 8 9214 7575 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the General Meeting (WST).