

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

BERKELEY RESOURCES LIMITED

ABN

40 052 468 569

Quarter ended ("current quarter")

31 March 2011

Consolidated statement of cash flows

		Current quarter \$A'000	Year to date (9 months) \$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration and evaluation	(5,474)	(14,257)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(532)	(1,718)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	400	549
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other	-	-
Net Operating Cash Flows		(5,606)	(15,426)
Cash flows related to investing activities			
1.8	Payment for purchases of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.9	Proceeds from sale of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other	-	-
Net investing cash flows		-	-
1.13	Total operating and investing cash flows (carried forward)	(5,606)	(15,426)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(5,606)	(15,426)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	55,014	61,975
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other		
	– capital raising expenses	(2,959)	(2,979)
	Net financing cash flows	52,055	58,996
	Net increase (decrease) in cash held	46,449	43,570
1.20	Cash at beginning of quarter/year to date	7,365	10,244
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	53,814	53,814

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	288
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Payments include executive remuneration and bonus payment, superannuation, directors' and consulting fees.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Not applicable

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Not applicable

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	5,000
4.2 Development	-
4.3 Production	-
4.4 Administration	350
Total	5,350

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	365	545
5.2 Deposits at call	53,449	6,820
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	53,814	7,365

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	Nil			
6.2 Interests in mining tenements acquired or increased	P.I. Espinera	Granted	0	100%
	P.I. Las Eras	Granted	0	100%
	P.I. Bogajo	Granted	0	100%
	P.E. Berkeley 7	Granted	0	100%
	P.E. Berkeley 3	Granted	0	100%
	Don Benito East	Submitted	0	0
	Don Benito West	Submitted	0	0

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Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	174,298,273	174,298,273	Not Applicable	Not Applicable
7.4 Changes during quarter (a) Increases through issues (b) Decreases	32,362,375	32,362,375	Not Applicable	Not Applicable
7.5 +Convertible debt securities				
7.6 Changes during quarter (a) Increases through issues (b) Decreases				
7.7 Options			<i>Exercise price</i>	<i>Expiry date</i>
-Incentive Options	2,160,000	-	\$1.86	5 August 2011
-Incentive Options	620,834	-	\$1.00	19 June 2012
-Listed Options	11,989,428	11,989,428	\$0.75	15 May 2013
-Incentive Options	1,000,000	-	\$1.25	1 December 2013
-Incentive Options	3,285,000	-	\$1.35	18 June 2014
7.8 Issued during quarter				
7.9 Exercised during quarter -Listed Options	2,375	2,375	<i>Exercise price</i> \$0.75	<i>Expiry date</i> 15 May 2013
7.10 Expired during quarter -Unlisted Options -Unlisted Options	1,000,000 1,000,000	- -	\$1.25 \$1.25	1 December 2014 1 December 2015
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does ~~/does not~~* (*delete one*) give a true and fair view of the matters disclosed.



RS Middlemas
Company secretary

Date: 29 April 2011

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** - The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** - ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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