

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Berkeley Resources Limited
ABN	40 052 468 569

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	James Ross
Date of last notice	17 May 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	A: Direct B: Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	A: Not applicable B: Not applicable
Date of change	A: 31 December 2013 B: 31 December 2013
No. of securities held prior to change	A: 315,000 B: 400,000
Class	A: Ordinary Shares B: Performance Share Rights

+ See chapter 19 for defined terms.

Appendix 3Y

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Number acquired	A: 100,000 B: Nil
Number disposed	A: Nil B: 100,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A: Nil B: Nil
No. of securities held after change	A: 415,000 B: 300,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of Performance Share Rights upon satisfaction of the Pre-Feasibility Study milestone.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Berkeley Resources Limited
ABN	40 052 468 569

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robert Behets
Date of last notice	3 May 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	A: Direct B: Direct C: Indirect D: Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	A: Not applicable B: Not applicable C: Robert Behets <Behets Family A/C> (beneficial interest) D: Robert Behets <Behets Family A/C> (beneficial interest)
Date of change	A: 31 December 2013 B: 31 December 2013 C: Not applicable D: Not applicable
No. of securities held prior to change	A: Nil B: 960,000 C: 1,000,000 D: 1,000,000

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Appendix 3Y

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Class	A: Ordinary Shares B: Performance Share Rights C: Ordinary Shares D: Unlisted Options exercisable at \$0.45 each on or before 30 June 2016
Number acquired	A: 240,000 B: Nil C: Nil D: Nil
Number disposed	A: Nil B: 240,000 C: Nil D: Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A: Nil B: Nil C: Not applicable D: Not applicable
No. of securities held after change	A: 240,000 B: 720,000 B: 1,000,000 C: 1,000,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of Performance Share Rights upon satisfaction of the Pre-Feasibility Study milestone.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

⁺ See chapter 19 for defined terms.