



Berkeley
Energy Limited

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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 27 November 2015 at 11:00am (WST).

The Notice of Annual 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 stock broker, investment advisor, 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) 9322 6322.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice

Depositary Interest Holders are urged to vote by returning the enclosed Form of Instruction.

BERKELEY ENERGY LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Berkeley Energy Limited (**Company**) will be held at Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 27 November 2015 at 11:00am (WST) (**Meeting**).

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

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 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 Wednesday 25 November 2015 at 5:00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Dr James Ross

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

"That, pursuant to and in accordance with article 6.3(c) of the Constitution and for all other purposes, Dr James Ross, Director, retires and being eligible pursuant to Article 6.3(f) of the Constitution, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Appointment of Auditor

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

"That, subject to the resignation of the current auditor of the Company, for the purposes of Section 327B of the Corporations Act and for all other purposes, Ernst & Young, having consented to act as the Company's auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum with effect from the later of:

- (a) *the passing of this Resolution; and*
- (b) *the grant of consent by ASIC to the resignation of the current auditor of the Company."*

5. Resolution 4 – Ratification of Prior Placement of Incentive Options to North Asia Metals Ltd

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,000,000 Incentive Options to North Asia Metals Ltd (**North Asia Options**) on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate of such a person) who participated in the issue of the North Asia Options.

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 Chairperson 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- (a) that person is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

A vote may be cast by a person:

- (a) appointed as a proxy if:
 - (iii) the vote is not cast on behalf of a person who is otherwise excluded from voting; and
 - (iv) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Ratification of Prior Placement of Incentive Options to Employees and Consultants

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 3,200,000 Incentive Options to Employees and Consultants (**Employee and Consultant Options**) on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate of such a person) who participated in the issue of the Employee and Consultant Options.

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 Chairperson 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- (a) that person is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

A vote may be cast by a person:

- (a) appointed as a proxy if:
 - (iii) the vote is not cast on behalf of a person who is otherwise excluded from voting; and
 - (iv) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 6 – Approval of 10% Placement Capacity

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chairperson 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.

8. Resolution 7 – Change of Company Name

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

"That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt 'Berkeley Energia Limited' as the new name of the Company on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Clint McGhie
Company Secretary

Dated: 23 October 2015

BERKELEY ENERGY LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 27 November 2015 at 11:00am (WST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Adoption of Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Dr James Ross
Section 6:	Resolution 3 – Appointment of Auditor
Section 7:	Resolution 4 – Ratification of Prior Placement of Incentive Options to North Asia Metals Ltd
Section 8:	Resolution 5 – Ratification of Prior Placement of Incentive Options to Employees and Consultants
Section 9:	Resolution 6 – Approval of 10% Placement Capacity
Section 10:	Resolution 7 – Change of Company Name
Schedule 1:	Definitions
Schedule 2:	Auditor Nomination Letter
Schedule 3:	Incentive Options – Summary of Terms and Conditions
Schedule 4:	Listing Rule 7.3A.6 Disclosure

A Proxy Form is enclosed with the Notice sent to Shareholders. A Form of Instruction is enclosed with the Notice sent to Depositary Interest Holders.

2. Action to be taken by Shareholders and Depositary Interest Holders

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

2.1 Proxies

A Proxy Form is enclosed with the Notice sent to Shareholders. 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.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 11.00am. (WST) on Wednesday 25 November 2015, being at least 48 hours before the meeting

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Form of Instruction

A Form of Instruction is enclosed with the Notice sent to Depositary Interest Holders. Depositary Interests Holders should complete and sign the enclosed Form of Instruction and return by the time and in accordance with the instructions set out in the Form of Instruction.

Depositary Interests Holders will not be eligible to vote in person at the Meeting.

2.3 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)

A vote on Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

2.4 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)

A vote on Resolutions 4 and 5 must not be cast by a person appointed as a proxy, if:

- (a) that person is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, a vote may be cast by a person:

- (a) appointed as a proxy if:
 - (i) the vote is not cast on behalf of a person who is otherwise excluded from voting; and
 - (ii) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2015.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.berkeleyenergy.com;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Auditor about:

- (a) the preparation and content of the Auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. **Resolution 1 – Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

- (a) the Company's remuneration policy; and
- (b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGMs.

If a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2014 AGM. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2016 AGM, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary Resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

5. Resolution 2 – Re-election of Director – Dr James Ross

Article 6.3(c) of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.3(f) provides that a Director who retires under article 6.3(c) of the Constitution is eligible for re-election.

Resolution 2 therefore provides that Dr James Ross retires by rotation and seeks re-election.

Details of the qualifications and experience of Dr James Ross are in the Annual Report.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Dr James Ross) unanimously supports the re-election of Dr James Ross as a Director.

6. Resolution 3 – Appointment of Auditor

The Directors understand that the Company's current auditor, Stantons International (**Stantons**), will give notice to ASIC of their intention to resign as auditor of the Company (under section 329(5) of the Corporations Act), and upon receipt of the consent of ASIC, will resign as auditor of the Company.

Subject to ASIC consenting to the resignation of Stantons, it is proposed, following the nomination of Ernst & Young (**EY**) by a Shareholder (see Schedule 2 to this Explanatory Memorandum) pursuant to section 328B of the Corporations Act, that the Company by Resolution 3 appoints EY as auditor of the Company with effect from the later of:

- (a) the passing of Resolution 3; and
- (b) the grant of consent by ASIC to the resignation of the current auditor of the Company.

EY has consented to act in the capacity of auditor, subject to the passing of Resolution 3, and all other requirements of the Corporations Act in relation to the appointment of an auditor have been, or, at the date of the Notice are being met.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Ratification of Prior Placement of Incentive Options to North Asia Metals Ltd

7.1 General

On 19 June 2015, the Company issued 4,000,000 Incentive Options (being the **North Asia Options**) to North Asia Metals Ltd, as part of the incentive component of the consultancy deed under which Mr Paul Atherley is engaged as Managing Director of the Company. Mr Atherley commenced as Managing Director on 1 July 2015.

7.2 Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 4 (and Resolution 5) will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

7.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue of the North Asia Options is as follows:

- (a) the Company issued the North Asia Options, comprising 4,000,000 Incentive Options, to North Asia Metals Ltd on 19 June 2015;
- (b) the North Asia Options were issued for nil consideration and as a result no funds were raised from the issue of the North Asia Options;
- (c) the North Asia Options were issued in two tranches:

- (i) Tranche A: 2,000,000 Incentive Options exercisable at £0.15 each on or before 30 June 2018 vesting on commencement of the Managing Director's term (1 July 2015); and
- (ii) Tranche B: 2,000,000 Incentive Options exercisable at £0.20 each on or before 30 June 2019 vesting on commencement of the Managing Director's term (1 July 2015);
- (d) a summary of the terms and conditions of the Incentive Options are contained in Schedule 3;
- (e) the purpose of the issue of the North Asia Options to North Asia Metals Ltd was to attract and retain the services of Mr Atherley as Managing Director, as a cost effective and efficient reward to incentivise the performance of Mr Atherley; and
- (f) a voting exclusion statement is included in the Notice for Resolution 4.

7.4 Directors recommendation

Mr Paul Atherley has an interest in Resolution 4 and therefore believes it inappropriate to make a recommendation. The other Directors are unanimously in favour of Resolution 4.

8. Resolution 5 – Ratification of Prior Placement of Incentive Options to Employees and Consultants

8.1 General

On 19 June 2015, the Company issued the Employee and Consultant Options (being 3,200,000 Incentive Options) as an incentive to attract and retain key Employees and Consultants

8.2 Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 5 (and Resolution 4) will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

8.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the issue of the Employee and Consultant Options as follows:

- (g) the Company issued the Employee and Consultant Options, comprising 3,200,000 Incentive Options, to key employees and consultants on 19 June 2015;
- (h) the Employee and Consultant Options were issued for nil consideration and as a result no funds were raised from the issue of the Employee and Consultant Options;
- (i) the Employee and Consultant Options were issued in two tranches:
 - (i) Tranche A: 1,600,000 Incentive Options exercisable at £0.15 each on or before 30 June 2018 vesting immediately; and
 - (ii) Tranche B: 1,600,000 Incentive Options exercisable at £0.20 each on or before 30 June 2019 vesting immediately;
- (j) a summary of the terms and conditions of the Incentive Options are contained in Schedule 3;
- (k) the purpose of the issue of the Employee and Consultant Options was to attract and retain the services of key Employees and Consultants, as a cost effective and efficient reward to incentivise their performance; and
- (l) a voting exclusion statement is included in the Notice for Resolution 5.

8.4 Directors recommendation

The Directors are unanimously in favour of Resolution 5.

9. Resolution 6 – Approval of 10% Placement Capacity

9.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) below).

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

The Directors recommend that Shareholders vote in favour of this Resolution.

9.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- 1) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- 2) plus the number of partly paid shares that became fully paid in the 12 months;
- 3) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- 4) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 180,361,323 Shares and therefore has a capacity to issue:

- (i) subject to obtaining Shareholder approval under Resolutions 4 and 5, 27,054,198 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 6, 18,036,132 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

9.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

9.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Convertible Securities, only if the Convertible Securities are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
 - (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$ 0.23 50% decrease in Issue Price	\$ 0.46 Issue Price	\$ 0.92 100% increase in Issue Price
Current Variable A 180,361,323 Shares	10% Voting Dilution	18,036,132	18,036,132	18,036,132
	Funds raised	\$4,148,310	\$8,296,621	\$16,593,241
50% increase in current Variable A 270,541,984 Shares	10% Voting Dilution	27,054,198	27,054,198	27,054,198
	Funds raised	\$6,222,466	\$12,444,932	\$24,889,863
100% increase in current Variable A 360,722,646 Shares	10% Voting Dilution	36,072,264	36,072,264	36,072,264
	Funds raised	\$8,296,621	\$16,593,242	\$33,186,484

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
 - (ii) No Convertible Securities are converted into Shares before the date of the issue of the Equity Securities;
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
 - (vii) The issue price is \$0.46 being the closing price of Shares on the ASX on 8 October 2015.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration in relation to costs associated with the acquisition of energy and resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the continued exploration and development of the Company's Salamanca Project in Spain and/or an acquisition and subsequent

exploration and development of energy and resource assets or investments (which may include costs associated with due diligence and engagement of advisors in assessing new energy and resource assets).

- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (j) Further, if the Company is successful in acquiring new energy and resources assets or investments, it is possible that the subscribers under the 10% Placement Capacity will be the vendors of the new assets or investments.
- (k) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2014 AGM. In the 12 months preceding the date of the Meeting the Company issued a total of 4,804,000 Performance Share Rights and 7,200,000 Incentive Options, which represent 6.66% of the total number of Equity Securities on issue as at 27 November 2014. Further detail as required under Listing Rule 7.3A.6 in respect of the issue of these Equity Securities is set out in Schedule 4.
- (l) A voting exclusion statement is included in the Notice.
- (m) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

10. Resolution 7 – Change of Company Name

In accordance with section 157 of the Corporations Act, if a company wants to change its name, it must pass a special resolution adopting a new name.

Resolution 7 seeks Shareholder approval for the change of name of the Company to "Berkeley Energia Limited". The change of name follows a recently identified potential conflict with the existing name and is intended to more closely reflect Berkeley's focus on the development of its Spanish uranium exploration and development assets.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The change of name will take effect on the date that ASIC alters the details of the Company's registration.

The Company will continue to use "BKY" as its ASX and AIM listing code.

The Directors recommend that Shareholders vote in favour of Resolution 7.

Schedule 1 - Definitions

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

\$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 9.1.

10% Placement Period has the meaning given in Section 6.2(f).

AGM means an annual general meeting of the Shareholders.

AIM means a market operated by the London Stock Exchange plc.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2015.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time, at the date of the Notice, being Stantons.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Berkeley Energy Limited ACN 052 468 569.

Constitution means the constitution of the Company as at the date of the Meeting.

Consultant means a consultant to the Company.

Convertible Security has the same meaning as in the Listing Rules.

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

Depository Interest means an interest in an underlying Share for the purpose of transfer and settlement on AIM.

Depository Interest Holder means the holder of a Depository Interest.

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Employee means an employee of the Company.

Employee and Consultant Options has the meaning given in Resolution 5.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Form of Instruction means the form of instruction enclosed with the Notice sent to Depositary Interest Holders.

Incentive Options means an Option on the terms and conditions in Schedule 3.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

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

North Asia Options has the meaning given in Resolution 4.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share.

Performance Share Rights means the performance share rights granted by the Company from time to time pursuant to the performance share rights plan of the Company approved at a Shareholder's meeting held on 31 July 2015.

Proxy Form means the proxy form enclosed with the Notice sent to Shareholders.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Stantons has the meaning given in Section 6.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

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

Schedule 2 – Audit Nomination Letter

15 October 2015

The Directors
Berkeley Energy Limited
BGC Centre, Level 9
28 The Esplanade
Perth WA 6000

Dear Sirs,

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the *Corporations Act 2001*, as a member Berkeley Energy Limited (**Company**), I hereby nominate Ernst & Young of 11 Mounts Bay Road, Perth, Western Australia for appointment as auditor of the Company at the Company's annual general meeting.

Yours faithfully

A handwritten signature in black ink, consisting of a stylized 'D' followed by a horizontal line.

Director
Verve Capital Pty Ltd

Schedule 3 – Incentive Options – Summary of Terms and Conditions

1. Entitlement

Each Incentive Option (together the "**Incentive Options**") entitles the holder of the Incentive Option ("**Holder**") to subscribe for one fully paid ordinary share in the capital of the Company ("**Share**") upon exercise of each Incentive Option.

2. Exercise Price and End Date

The Exercise Price and Expiry Date of each Incentive Option is referred to in the below table:

Incentive Option Class	Exercise Price	Expiry Date
Tranche 1	GBP0.15	30 June 2018
Tranche 2	GBP0.20	30 June 2019

3. Exercise Period

The Incentive Options are exercisable at any time after the vesting date (if applicable) and on or prior to the Expiry Date specified in the table in paragraph 2 above.

4. Notice of Exercise

The Incentive Options may be exercised by notice in writing to the Company ("**Notice of Exercise**") and payment of the Exercise Price for each Incentive Option being exercised. Any Notice of Exercise of an Incentive Option received by the Company will be deemed to be a notice of the exercise of that Incentive Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Incentive Options rank equally with the then Shares of the Company.

6. Timing of issue of Shares and Quotation of Shares on exercise

Within 15 Business Days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Incentive Option being exercised; and
- (b) the earlier to occur of:
 - (i) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as set out in paragraph 6(a) above; or

- (ii) the Holder elects that the Shares to be issued pursuant to the exercise of the Incentive Options will be subject to a holding lock for a period of 12 months (as set out in paragraph 7 below),

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Incentive Options;
- (d) in the circumstances where paragraph 6(b)(i) applies, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Incentive Options for resale under section 708A(11) of the Corporations Act;
- (e) in the circumstances where paragraph 7(b)(ii) applies, apply a holding lock in accordance with paragraph 7 in respect of the Shares issued upon exercise of the Incentive Options; and
- (f) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Incentive Options.

7. Holding lock

- (a) The Holder may make an election as set out in paragraph 6(b)(ii) at any time following delivery of a Notice of Exercise and payment of the Exercise Price for each Incentive Option being exercised.
- (b) If the Holder makes an election pursuant to paragraph 6(b)(ii), then:
 - (i) the Company will apply a holding lock on the Shares to be issued;
 - (ii) the Company shall release the holding lock on the Shares on the earlier to occur of:
 - A. the date that is 12 months from the date of issue of the Shares; or
 - B. the date the Company issues a disclosure document that qualifies the Shares for trading in accordance with section 708A(11); or
 - C. the date a transfer of the Shares occurs pursuant to paragraph 6(b)(ii); and
 - (iii) the Shares shall be transferable by the Holder and the holding lock will be lifted provided that the transfer of the Shares complies with section 707(3) of the Corporations Act and the transferee of the Shares agrees to the holding lock applying to the Shares following their transfer for the balance of the period in paragraph 6(b)(ii).

8. Participation in new issues

There are no participation rights or entitlements inherent in the Incentive Options and Holders will not be entitled to participate in new issues of capital offered to

shareholders of the Company ("**Shareholders**") during the currency of the Incentive Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give Holders the opportunity to exercise their Incentive Options prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a Incentive Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Incentive Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

10. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Incentive Option.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Options

No application for quotation of the Incentive Options will be made by the Company.

13. Options transferable

The Incentive Options are transferable provided that the transfer of the Incentive Options complies with section 707(3) of the Corporations Act.

14. Lodgement Instructions

Cheques shall be in British Pound (GBP) currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Incentive Options with the appropriate remittance should be lodged at the Company's share registry.

Schedule 4 – Listing Rule 7.3A.6 Disclosure

No.	Date of Issue	Number	Class	Persons to whom the securities were issued	Issue price	Discount to market price	Consideration	
1.	19 June 2015	7,200,000	Incentive Options	Directors, Employees and Consultants of the Company	Nil	Not Applicable	Total consideration:	Nil
							Amount of consideration spent:	N/A
							What consideration was spent on:	N/A
							Intended use for remaining consideration:	N/A
2.	31 July 2015	4,804,000	Performance Rights	Directors, Employees and Consultants of the Company	Nil	Not Applicable	Total consideration:	Nil
							Amount of consideration spent:	N/A
							What consideration was spent on:	N/A
							Intended use for remaining consideration:	N/A

BERKELEY ENERGY LIMITED

ABN 40 052 468 569

PROXY FORM

The Company Secretary
Berkeley Energy Limited

By delivery:

Level 9, 28 The Esplanade
PERTH WA 6000

By post:

PO Box Z5083
PERTH WA 6831

By facsimile:

+61 8 9322 6558

Name of
Shareholder:

Address of Shareholder:

Number of Shares entitled to
vote:

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson
(mark box)

☐

OR if you are **NOT** appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Berkeley Energy Limited to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on Friday 27 November 2015 at 11:00am (WST) and at any adjournment or postponement of such meeting.

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).

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to vote all available proxies in favour of Resolution 1, 4 and 5. If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, 4 or 5, you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on Resolution 1, 4 and 5 even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel or a Closely Related Party of Key Management Personnel.

Step 2 – Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Director – Dr James Ross			
Resolution 3	Appointment of Auditor			
Resolution 4	Ratification of Prior Placement of Incentive Options to North Asia Metals Ltd			
Resolution 5	Ratification of Prior Placement of Incentive Options to Employees and Consultants			
Resolution 6	Approval of 10% Placement Capacity			
Resolution 7	Change of Company Name			

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

The Chairperson intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1

Sole Director and Sole
Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the 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 Meeting, the representative of the body corporate to attend the 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 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 9, 28 The Esplanade, Perth, WA, 6000, or by post to PO Box Z5083, Perth, WA, 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 Meeting (WST).