



**Resource Capital Funds
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To : Company Announcements
Fax No : 1300 135 638
Company : ASX Announcements
Subject : **FORM 605**

From : Amy Woods
Pages : 3
Date : December 14, 2018
Copy : Company Secretary
Dylan Browne
Fax: 9322 6558

NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

Resource Capital Fund V L.P., RCF Management L.L.C. and RCF V Annex Fund L.P. lodges the attached Form 605 in relation to Berkeley Energia Limited. -

Yours faithfully

Amy Woods

605

page 1/2

16 July 2001

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme BERKELEY ENERGIA LIMITEDACN/ARSN ABN 40 052 468 569**1. Details of substantial holder (1)**Name RESOURCE CAPITAL FUND V L.P. ("RCF V"), RCF MANAGEMENT L.L.C. AND RCF V ANNEX FUND L.P. ("RCF V ANNEX")ACN/ARSN (if applicable) N/AThe holder ceased to be a substantial holder on 14/12/2018
The previous notice was given to the company on 09/11/2018
The previous notice was dated 09/11/2018**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's voted affected
09/11/2018	RCF V	On Market Sales	A\$248,999.11	FULLY PAID ORDINARY SHARES -1,079,320	-1,079,320
09/11/2018	RCF V ANNEX	On Market Sales	A\$190,928.46	FULLY PAID ORDINARY SHARES -827,605	-827,605
13/11/2018	RCF V	On Market Sales	A\$83,189.57	FULLY PAID ORDINARY SHARES -360,284	-360,284
13/11/2018	RCF V ANNEX	On Market Sales	A\$63,788.24	FULLY PAID ORDINARY SHARES -276,259	-276,259
12/12/2018	RCF V	On Market Sales	A\$271,680.00	FULLY PAID ORDINARY SHARES -1,698,000	-1,698,000
12/12/2018	RCF V ANNEX	On Market Sales	A\$208,320.00	FULLY PAID ORDINARY SHARES -1,302,000	-1,302,000
13/12/2018	RCF V	On Market Sales	A\$158,480.00	FULLY PAID ORDINARY SHARES -990,500	-990,500
13/12/2018	RCF V ANNEX	On Market Sales	A\$121,520.00	FULLY PAID ORDINARY SHARES -759,500	-759,500

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

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

Name	Address
RCF V & RCF Management L.L.C.	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
RCF V ANNEX	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 19, 120 COLLINS STREET, MELBOURNE, VIC 3000 AUSTRALIA

Signature

print name	PETER NICHOLSON	Capacity	AUTHORISED OFFICER
sign here		date	14 /Dec /2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.