THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, you should consult your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities.

This document, which has been drawn up in accordance with the AIM Rules and has been issued in connection with the application for admission to trading on AIM of all of the issued Ordinary Shares. This document does not constitute a prospectus for the purposes of the Prospectus Rules. This document does not constitute an offer or invitation to purchase any securities. The Directors, whose names appear on page 2 of this document, accept individual and collective responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and makes no omission likely to affect the import thereof other than matters which have been disclosed, or are deemed to have been disclosed, in accordance with Schedule 1 of the AIM Rules. To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Directors are aware, no facts have been omitted which may render the reproduced information inaccurate or misleading.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised for the purposes of FSMA. London Stock Exchange plc has not itself examined or approved the contents of this document.

The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or under the securities laws or regulations of any state or other jurisdiction of the United States of America, Canada, Japan, the Republic of Ireland or the Republic of South Africa. The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed or endorsed the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. Accordingly, subject to certain exceptions, the Ordinary Shares may not, directly or indirectly, be offered or sold within the United States of America, Canada, Japan, the Republic of Ireland or the Republic of South Africa or to or for the account or benefit of any national resident or citizen of Canada, Japan, the Republic of Ireland, the Republic of South Africa or any person located in the United States. This document does not constitute an offer, or the solicitation of an offer to subscribe or buy, any of the Ordinary Shares to any person in any jurisdictions to whom it is unlawful to make such offer or solicitation in such jurisdictions.

It is expected that Admission will become effective and dealings in the Ordinary Shares will commence on AIM on or about 6 December 2006.

This Appendix refers to certain events as having occurred which may not have occurred on the date it is published but which are expected to occur prior to Admission.

THE WHOLE TEXT OF THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING ANNOUNCEMENT FORM. THE ATTENTION OF POTENTIAL INVESTORS IN THE COMPANY IS DRAWN TO THE SECTION HEADED RISK FACTORS IN PARAGRAPH 14 OF THIS DOCUMENT.

Berkeley Resources Limited

(Incorporated in Australia under the Corporations Act 2001 with ACN 052 468 569)

(ISIN AU00000BKY0)

APPENDIX TO AIM ANNOUNCEMENT
FURTHER INFORMATION ON BERKELEY RESOURCES LIMITED IN CONNECTION WITH ITS PROPOSED ADMISSION TO AIM
NOMINATED ADVISER AND JOINT BROKER - RBC CAPITAL MARKETS

Ordinary Share Capital at the date of this document: Issued 73,067,998

This Appendix has been prepared in accordance with the Supplement to Schedule One of the AIM Rules published by London Stock Exchange plc. It includes, *inter alia*, all information that would otherwise have had to be included in an AIM Admission Document (if one were required under Rule 3 of the AIM Rules) and which is not found in the current public disclosure record, or in current public disclosure filed by the Company, all as filed with the Australian Stock Exchange (collectively, the "Public Record"). The Public Record can be accessed freely on www.asx.com.au. Additional information is available on the Company's web site at www.berkeleyresources.com.au where this document, which is dated 7 November 2006, will be available for at least one month from the date of Admission. This Appendix should be read in conjunction with the form of announcement made by the Company pursuant to Schedule 1 of the AIM Rules at least 20 business days prior to Admission (the "Announcement Form") and the Public Record. This Appendix and the Announcement Form together constitute "the Announcement".

Royal Bank of Canada Europe Limited, which trades as RBC Capital Markets, is authorised and regulated by the UK's Financial Services Authority, is the Company's nominated adviser for the purposes of the AIM Rules and as such, its responsibilities as the Company's Nominated Adviser under the AIM Rules are owed solely to London Stock Exchange plc and are not owed to the Company or any director or any other entity or person. RBC Capital Markets will not be responsible to anyone other than the Company for providing the protection afforded to clients of RBC Capital Markets or for advising any other person in connection with the Admission, the contents of this document or any matter referred to herein. No liability is accepted by RBC Capital Markets for the accuracy of any information or opinions contained in, or for the omission of any information from, the Announcement for which the Directors are solely responsible.

Royal Bank of Canada Europe Limited and Mirabaud Securities Limited, who are regulated by the UK's Financial Services Authority, are acting as joint brokers to Berkeley Resources Limited. RBC Capital Markets and Mirabaud Securities Limited are not acting for any other person and will not be responsible to anyone other than Berkeley Resources Limited for providing the protections afforded to their respective clients or for providing advice in relation to the contents of this Announcement. No liability is accepted by RBC Capital Markets or Mirabaud Securities Limited for the accuracy of any information or opinions contained in, or for the omission of any information from, this Announcement for which the Directors are solely responsible.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Robert Hawley, aged 70	Non-Executive Chairman
	Sean James, aged 56	Executive Director
	whose business address is: Office 2.20 18 Hanover Square London, W1S 1HX United Kingdom	
	Matthew Gordon Syme, aged 39	Managing Director
	James Robert Holland Ross, aged 66	Non-Executive Director
	Ian Peter Middlemas, aged 46	Non-Executive Director
	whose business address is: Level 9, BGC Centre 28 The Esplanade Perth, Western Australia, 6000 Australia	
Company Secretary	Shane Lyndon Cranswick	
Registered Office	Level 9, BGC Centre 28 The Esplanade Perth, Western Australia, 6000 Australia Telephone: +61 8 9322 6322	
London Office	Office 2.20 18 Hanover Square London, W1S 1HX United Kingdom	
Nominated Adviser and Joint Broker	RBC Capital Markets Thames Court One Queenhithe London, EC4V 4DE United Kingdom	
Joint Broker	Mirabaud Securities Limited 21 St James Square London, SW1 4JP United Kingdom	
Legal Advisers to the Company (as to Australian Law)	Hardy Bowen Level 1, 28 Ord Street West Perth, Western Australia, 6005 Australia	
Solicitors to the Company (as to English Law)	Cobbetts LLP Ship Canal House King Street Manchester, M2 4WB United Kingdom	

Legal Advisers to the Company (as to Spanish Law)	KPMG Abogados, S.L Edificio Torre Europa Paseo de la Castellana, 95 28046, Madrid Spain
Auditors	Stantons International Level 1, 1 Havelock Street West Perth, Western Australia, 6005 Australia
Reporting Accountants	BDO Consultants Pty Ltd Level 8, 256 St Georges Terrace Perth, Western Australia, 6000 Australia
Competent Person	AMC Consultants (UK) Limited 7 Bridge Avenue Maidenhead Berkshire SL6 1RR United Kingdom
Registrar	Computershare Investor Services Pty Limited Level 2, 45 St Georges Terrace Perth, Western Australia 6000 Australia
Depositary	Computershare Investor Services Plc PO Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH United Kingdom
Website	www.berkeleyresources.com.au
ASX Code	BKY Ordinary Shares BKYO Listed Options
AIM TIDM	BKY Ordinary Shares

DEFINITIONS

"A$"	Australian Dollars;
"Admission"	admission of the Ordinary Shares to trading on AIM in accordance with the AIM Rules;
"AIM"	the AIM market of London Stock Exchange plc;
"AIM Rules"	the rules of the AIM market as published by London Stock Exchange plc;
"Appendix"	this document;
"Areva NC Options"	10,600,000 options over unissued Ordinary Shares issued in accordance with terms and conditions as set out in the Company's most recent financial report;
"ASX"	Australian Stock Exchange Limited;
"ASX Listing Rules"	the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX;
"Berkeley" or "the Company"	Berkeley Resources Limited;
"Berkeley Exploration"	Berkeley Exploration Limited;
"Board" or "Directors"	the directors of the Company whose names are set out on page 2 of this Appendix;
"City Code"	the City Code on Takeovers and Mergers;
"Constitution"	the constitution of the Company at the date of this document;
"Corporations Act"	the Corporations Act 2001 of the Commonwealth of Australia;
"CREST"	the computer based system and procedures which enable title to securities to be evidenced and transferred without a written instrument administered by CREST Co Limited;
"Depository Interests"	the depository interests representing Ordinary Shares to be electronically listed for trading on AIM and issued through Computershare Investor Services plc which will hold legal title to the underlying Ordinary Shares, as described in paragraph 6 of this Appendix;
"Director Incentive Options"	3,000,000 options over unissued Ordinary Shares issued in accordance with terms and conditions as set out in the Company's most recent financial report;
"Group"	Berkeley, Rio Alagon , Berkeley Exploration and North Asia Metals;
"JORC"	the Australasian Code for Reporting of Mineral Resources and Ore Reserves issued by the Joint Ore Reserves Committee;
"Listed Options"	11,030,697 options over unissued Ordinary Shares issued in accordance with terms and conditions as set out in the Company's most recent financial report and which are listed for trading on the ASX;
"Mirabaud"	Mirabaud Securities Limited;

"Nomad"	RBC, the nominated adviser to the Company, which is authorised and regulated by the UK Financial Services Authority;
"North Asia Metals"	North Asia Metals Pty Ltd.;
"Options"	the Areva NC Options, the Director Incentive Options, the Listed Options and the Unlisted Options;
"Ordinary Shares" or "Shares"	fully paid ordinary shares of no par value in the capital of the Company;
"Prospectus Rules"	the rules brought into effect on 1 July 2005 pursuant to Commission Regulation (EC) No. 809/2004 and published by the Financial Services Authority (UK) pursuant to s.73A of the Financial Services and Markets Act 2000, as amended;
"Public Record"	as defined on page 1 of this document;
"Registrar"	Computershare Investor Services plc in the UK and Computershare Investor Services Pty Limited in Australia, as the context requires;
"Rio Alagon"	Minera de Rio Alagon S.L.;
"RBC" or "RBC Capital Markets"	Royal Bank of Canada Europe Limited
"Shareholders" or "Member"	holders of Ordinary Shares in the Company;
"State Reserve"	areas reserved by the Spanish State in which the development of one or several mineral resources can be of interest to the social and economic development of Spain and /or for reason of national defence;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"uncertificated" or "in uncertificated form"	a share or security recorded on the relevant register as being held in uncertificated form in CREST and entitlement to which, by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST; and
"Unlisted Options"	4,150,000 options over unissued Ordinary Shares issued in accordance with terms and conditions as set out in the Company's most recent financial report.

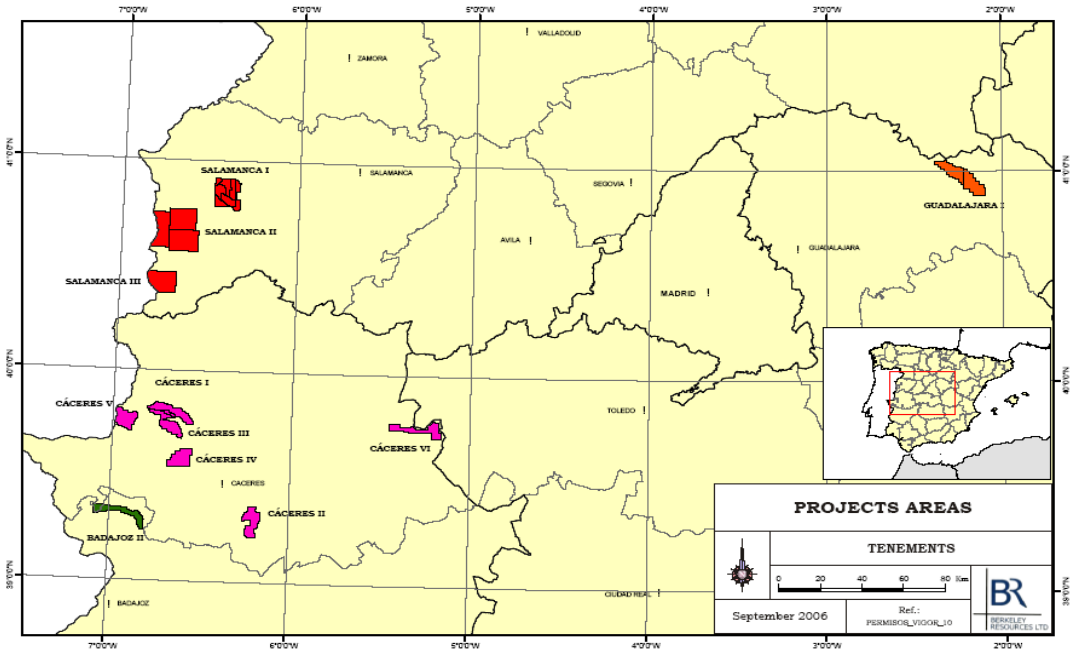
EXCHANGE RATE

The rate of exchange used for the purpose of this document is £1.00: A$2.50, except where otherwise stated.

1. BERKELEY RESOURCES - INTRODUCTION

Berkeley's aim is to become a leading uranium producer based in Europe. The Company has acquired 11 uranium exploration projects in Spain covering in total approximately 145,000ha. The project areas have all been explored in the past by reputable uranium explorers and as a result, a large volume of data is available and has been acquired by the Company.

Map of the Company's Project Areas



Approximately 20 per cent. of Spain's electricity is generated by 8 nuclear reactors which consume approximately 3.3m lbs of uranium each year. Although the country has a substantial history in uranium exploration and mining, all uranium used for the generation of power in the country is currently imported.

During the last 12 months the Company has focussed the majority of its resources on compiling, digitising and interpreting the data it has acquired in order to prioritise exploration targets. The data review process is continuing, particularly focussing on an important exploration data base which was acquired in October 2006 relating to the priority Salamanca I project area. A major exploration programme, based on radiometric and geophysical surveys and comprehensive drilling, will commence shortly. The objectives of this programme are firstly, generating JORC compliant resources on known deposits and secondly, testing potential extensions of known mineralisation as well as untested anomalies.

The Company has recently appointed Dr Robert Hawley as Non-Executive Chairman and Sean James as an Executive Director. Dr Hawley is a former CEO of British Energy Plc and an authority on the nuclear power sector. Mr James is a former Managing Director of the Rossing mine in Namibia, one of the world's largest, low grade, open pit uranium mines.

The Company has also entered into a strategic alliance with Areva NC, whereby Areva NC will provide high level strategic advice and technical assistance to Berkeley in developing its uranium projects. Areva NC (formerly known as Cogema) is part of the Areva Group, a French company listed on the Bourse de Paris (Paris Stock Exchange). Areva is one of the largest uranium producers in the world with operations in Canada, Africa, Kazakhstan, Australia and Mongolia.

Areva explored extensively in Spain in the early 1990s, with its main focus on what are now Berkeley's Caceres projects. As part of the strategic alliance, in May 2006, Berkeley acquired Areva's exploration database in the region, including aerial and ground radiometrics and a significant amount of drilling data. This acquisition has resulted in a material time and cost saving for the Company. The Company's licences include areas currently covered by State Reserves. Berkeley has commenced discussions with the relevant authorities in regard to the release of these areas. These will provide further targets for Berkeley to explore if and when these areas become available.

During the next 12 months, it is anticipated that the Company's initial exploration programme will be completed at the Salamanca and Caceres projects. Upon successful generation of adequate JORC compliant resources, Berkeley's next step will be to undertake feasibility studies for the development of mining operations at these projects. The Company also intends to continue pursuing new business opportunities in Europe and elsewhere.

Berkeley also currently owns a number of exploration projects in Australia for gold, nickel, base metals, and iron ore, although the main focus of the Company is its projects in Spain.

More information on the Company's projects is available on its website (www.berkeleyresources.com.au).

2. STATUS

2.1 The Company was incorporated as an Australian proprietary company, limited by shares, on 2 July 1991 as Project Constructions (Australia) Pty Ltd in accordance with the Corporations Act. The Company has been through the following changes of name since incorporation: Baracus Services Pty Ltd (1 July 1994); Berkeley Diamonds and Resources Pty Ltd (19 September 2001); Berkeley Resources Pty Ltd (3 April 2002); and Berkeley Resources Limited (2 August 2002). The Company changed its status to a public company on 2 August 2002. The Company's Australian Company Number (ACN) is 052 468 569.

2.2 The Company is the legal and beneficial owner of North Asia Metals, a company incorporated under the laws of Australia. North Asia Metals is currently dormant.

2.3 The Company is the legal and beneficial owner of Berkeley Exploration Limited, a company incorporated under the laws of England and Wales. Berkeley Exploration holds the data base acquired in October 2006 relating to the priority Salamanca I project area.

2.4 The Company is the legal and beneficial owner of 50.69 per cent. of Rio Alagon a company incorporated under the laws of Spain. The Company acquired its interest in Rio Alagon by investing €1.5m in Rio Alagon to fund exploration. The Company can, and intends to, increase its interest in Rio Alagon up to 100 per cent. by investing a further €2m.

2.5 The Ordinary Shares and the Listed Options are traded on ASX and will continue to be so traded. No application will be made for the Listed Options to be traded on AIM.

2.6 The Ordinary Shares and Listed Options have been traded on ASX since 16 September 2003.

2.7 The Directors believe that the Company has adhered to all legal and regulatory requirements involved in having its securities traded on ASX.

2.8 There are no Ordinary Shares in the Company not representing capital and there are no shares in the Company held by Subsidiaries.

2.9 The Ordinary Shares are in registered form.

2.10 The Directors consider that the Company has complied with the continuous disclosure requirements of ASX. All significant changes in its financial or trading position since the end of the financial year ended 30 June 2006 have been the subject of announcements available on the Company's and ASX's web sites.

3. SHARE CAPITAL

3.1 The Company does not have an authorised share capital, as it is understood in the UK, that sets a limit to the number of shares it can issue. The issued share capital of the Company as at the date of this document is 73,067,998 fully paid Ordinary Shares. The Ordinary Shares have no nominal or par value and are recorded in the accounts of the Company at their issue price.

3.2 The following restrictions apply to Australian companies:

(a) Shareholder approval to issue shares:

There is generally no limit in the Corporations Act or the Constitution on the power of the Directors to issue shares. However, subject to certain exceptions (including those in respect of pro rata issues):

(i) rule 7.1 of the ASX Listing Rules prohibits a company which is listed on the ASX from issuing shares or options representing more than 15 per cent. of its issued ordinary capital in any twelve month period without shareholder approval. Such shareholder approval requires an ordinary resolution passed by a simple majority; and

(ii) chapter 6 of the Corporations Act forbids the acquisition of a "relevant interest" in voting shares in the Company (whether by transfer or issue) if, as a result, the "voting power" of the acquirer (or any other person) would increase from 20 per cent. or below to more than 20 per cent. of the voting shares.

Some of the restrictions to which UK companies intending to issue new securities are subject, do not apply to Australian companies. In particular:

(b) Pre-emption rights on issue:

Under section 89(1) Companies Act 1985 (as amended) of the United Kingdom (the "Companies Act") if a company proposes to issue and allot new equity securities on any terms it must first (unless there is a waiver in place under Section 95 of the Companies Act) offer them to each person who holds relevant shares *pro rata* to their respective existing shareholding on the same or more favourable terms. Under the Companies Act a company must ask its shareholders to waive their pre-emption rights by special resolution (that is with the agreement of 75 per cent. or more of those who attend and vote) in general meeting before it can offer securities to new investors.

3.3 In addition, the Company has on issue 11,030,697 Listed Options, 4,150,000 Unlisted Options, 3,000,000 Director Incentive Options and 10,600,000 Areva NC Options. No application is to be made for any Options to be admitted to trading on AIM.

3.4 Since 30 June 2006, being the date of the latest audited accounts and save as disclosed in the Public Record or in the Announcement::

(a) no share of the Company has been issued or is now proposed to be issued, fully or partly paid, either for cash or for a consideration other than cash;
(b) the Company has no agreement in place to put any share under option and has not agreed conditionally or unconditionally to put any share under option;
(c) no commission, discount, brokerage or other special term has been granted by the Company or is now proposed in connection with the issue or sale of any part of the share capital of the Company;
(d) no founder, management or deferred shares have been issued by the Company; and
(e) no amount or benefit has been paid or is to be paid or given to any promoter of the Company.

3.5 Save as disclosed in the Public Record or in the Announcement no share capital or loan capital is proposed to be issued or is under option or agreed, conditionally or unconditionally to be put under option.

4. OPTIONS

4.1 As at the date of this document, 11,030,697 Listed Options have been issued as set out below.

Security Description	Expiry date	Exercise price A$	Number
Listed Options	30 November 2006	0.20	11,030,697

4.2 As at the date of this document, 4,150,000 Unlisted Options have been issued as set out below.

Security Description	Expiry date	Exercise price A$	Number
Unlisted Options	30 November 2006	0.20	4,150,000

4.3 As at the date of this document, 3,000,000 Director Incentive Options have been issued as set out below.

Security Description	Expiry date	Exercise price A$	Number
Class A	30 September 2007	0.15	1,000,000
Class B	30 September 2007	0.20	1,000,000
Class C	30 September 2007	0.25	1,000,000

4.4 As at the date of this document, 10,600,000 Areva NC Options have been issued as set out below.

Security Description	Expiry date	Exercise price A$	Number
Areva NC Options	30 April 2010	0.70	10,600,000

5. WORKING CAPITAL

5.1 The Directors have no reason to believe that the working capital available to the Company or its group will be insufficient for at least twelve months from Admission.

6. SETTLEMENT AND CREST

6.1 UK Registered Shareholders and CREST

CREST is a computerised paperless share transfer and settlement system which allows shares to be held in electronic rather than paper form in accordance with the Uncertificated Securities Regulations 2001 of the United Kingdom. Securities issued by non-UK registered companies, such as the Company, cannot be held or transferred in the CREST system. However, to enable investors to settle such securities through the CREST system, a depository or custodian can hold the relevant securities and issue dematerialised depository interests ("Depository Interests") representing the underlying securities which are held on trust for the holder of the Depository Interests.

With effect from Admission, it will be possible for CREST members to hold and transfer interests in the Ordinary Shares within CREST pursuant to a depository interest arrangement established by the Company with Computershare Investor Services plc. CREST is a voluntary system and holders of Ordinary Shares who wish to have them held outside of CREST will have their details recorded on the company's register maintained in Australia. In line with common practice for Australian listed securities, holders registered on the Australian register will receive a statement detailing their holding rather than a certificate.

The Ordinary Shares will not themselves be admitted to CREST. Instead Computershare Investor Services plc, acting as depository, will issue Depository Interests in respect of the underlying Ordinary Shares. The Depository Interests will be independent securities constituted under English law which may be held or transferred through the CREST system. Depository Interests will have the same international security identification number (ISIN) as the underlying Ordinary Shares and will not require a separate quotation on the London Stock Exchange. The Depository Interests will be created and issued pursuant to a deed poll issued by Computershare Investor Services plc, which will govern the relationship between Computershare Investor Services plc, as depository, and the holders of the Depository Interests.

Application has been made for the Depository Interests in respect of the underlying Ordinary Shares to be admitted to CREST with effect from Admission.

Computershare Clearing Pty Limited is a non broker participant in CHESS, the ASX settlement and clearing engine. Computershare Clearing Pty Limited will hold all underlying securities that support the issuance of Depositary Interests in the UK. Because these are held in CHESS, securities can be moved electronically between CHESS and CREST on a same day/next day basis allowing investors to move stock between markets in an efficient and timely manner. A holder would need to have an account with a CREST participant in the UK. A CREST stock deposit instruction will be deemed as an instruction to move stock from the Australian register to CREST. Similarly, a CREST stock withdrawal instruction will be deemed as an instruction to move stock from CREST to the Australian register.

6.2 Australian Registered Shareholders and CHESS

Settlement on the Australian register will continue to be conducted under ASX's electronic CHESS system.

7. MARKETING AND TRADING OF SHARES AND OPTIONS

7.1 The Ordinary Shares are listed, and will continue to be listed, on ASX and the Company has made application for all issued Ordinary Shares to be admitted to trading on AIM. As at the date of this document there are 11,030,697 Listed Options listed for trading on ASX, however no application is to be made for the Listed Options to be admitted to trading on AIM.

7.2 The City Code and the Corporations Act

The Company is incorporated in Australia, has its registered office in Australia and is resident in Australia. Accordingly, transactions involving Ordinary Shares will not be subject to the provisions of the City Code which regulates takeovers in the UK. The takeover provisions of the Corporations Act apply to dealings in the Ordinary Shares and other securities. The Corporations Act forbids the acquisition of a 'relevant interest' (basically if, as a result, the 'voting power' of the acquirer (or any other person) would increase from 20 per cent. or below to more than 20 per cent.). Similarly, such an acquisition is forbidden if any person who already has more than 20 per cent., but less than 90 per cent., of voting power increases their voting power in the target company. However, it is not mandatory for a person who exceeds these thresholds to make a takeover bid for all Ordinary Shares. There are several exceptions which allow acquisitions which would otherwise be prohibited from taking place. These exceptions include acquisitions:

a) under a formal takeover offer in which all Shareholders can participate;

b) with the approval of Shareholders given at a general meeting of the Company; and

c) in 3 per cent. increments every six months (provided that the acquirer has had voting power of at least 19 per cent. in the target company for at least 6 months).

A person who has made a takeover bid where at the end of the offer period that person (and its associates) have relevant interest in 90 per cent. of the issued shares and acquired 75 per cent. (by number) of shares held by other shareholders, may compulsorily acquire any remaining shares it does not hold at the same price offered under the bid, within one month after the end of the offer period. Even if a takeover bid has

not been made, a person who otherwise lawfully acquires a relevant interest in 90 per cent. of the issued shares is able to acquire the remaining shares for fair value (confirmed by an independent expert).

There have been no public takeover bids in respect of the Company's shares.

Under the Australian Foreign Acquisition and Takeovers Act, a non-Australian foreign person or entity cannot acquire a substantial interest in 15 per cent. or more, and two or more foreign entities or persons cannot acquire an aggregate substantial interest in 40 per cent. or more, of a company's issued shares, without first obtaining approval from the Foreign Investment Review Board.

Neither the Corporations Act nor any other Australian legislation requires disclosure by Shareholders of the Company of their shareholdings above a certain threshold.

8. CONSTITUTION

8.1 The Company is governed by its Constitution. A complete copy of the Company's Constitution is available on the Company's website, www.berkeleyresources.com.au.

8.2 In accordance with the AIM Rules, the Company provides the following specific information in relation to the provisions of its Constitution:

(a) The Company is a public company limited by shares.

(b) *Shares*

Subject to the Corporations Act and the ASX Listing Rules and any rights and restrictions attached to a class of shares, the Company may allot and issue unissued shares and grant options over unissued shares, on any terms and for any consideration, as the Directors resolve. The powers of the Company to do so may only be exercised by the Directors.

The Company may issue any shares as preference shares including preference shares which are liable to be redeemed in a manner permitted by the Corporations Act and preference shares in accordance with the schedule contained in the Constitution. Holders of preference shares have the same rights as holders of ordinary shares in relation to receiving notices, reports and audited accounts and attending meetings of members, however they have limited voting rights and can only vote during a period when a dividend is in arrears; on a proposal to reduce the share capital of the Company; on a resolution to approve the terms of a buy-back agreement; on a proposal that affects rights attaching to the preferences shares; on a proposal to wind up the Company; on a proposal for the disposal of the whole of the property, business and undertaking of the Company; and during the winding up of the Company.

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

The Company may vary or cancel rights attaching to shares in the class or convert shares from one class to another by a special resolution of the Company and either a special resolution passed at a meeting of the Members holding shares in that class or the written consent of shareholders who are entitled to at least 75 per cent. of the votes that may be cast in respect of shares in the relevant class. These conditions are not more than is required by law.

In addition to payment of dividends, the Directors may capitalise any profits of the Company and distribute the capital to the Members, in the same proportions as the Members are entitled to a dividend.

On a winding up of the Company, the profits are to be divided equally between the Members in proportion to their shareholdings (subject to any rights or restrictions attaching to the shares). The assets of the Company on liquidation are also to be divided up between the Members, but the

proportions are to be decided by the liquidator and sanctioned by a special resolution (75 per cent.) of the Members.

(c) *Meetings*

Directors may call a meeting of Members whenever they think fit. Members may call a meeting as provided by the Corporations Act. All Members, each Director, alternate Director, auditor and the ASX must be given notice of meetings and the Company must give 28 days notice to the Members unless the Corporations Act permits otherwise. The notice must also set out the place, date and time for the meeting, state the general nature of the business and set out any information or documents set out in the law. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of Members is 2 eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and the ASX Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a company) to speak and to vote at general meetings of the Company.

(d) *Proportional Takeover Bid Approval*

The Company must refuse to register a transfer of Shares giving effect to a takeover contract for a proportional takeover bid unless and until a resolution approving a proportional takeover bid in accordance with the Constitution is passed.

(e) *Directors*

The Company must have a minimum of 3 directors up to a maximum of 10 (although the numbers can be changed in a general meeting of the Company, providing the minimum is never less than 3). In the event that the number of Directors is less than 3, the Directors must not act, except as in an emergency to appoint more directors.

Subject to the above, the Directors may appoint any person as a director and the Members may appoint any person as a director by ordinary resolution.

Election of directors must be held every year, and nominations for the directors must be received 35 days in advance of the meeting (or 30 days if the meeting is a meeting called by the Members). The nominations must be received in writing, signed by a Member and lodged at the Company's registered office. The nominee must also consent in writing.

All directors, except the managing director of the Company, must retire on rotation, on the longer of the third annual general meeting or three years after his appointment. If the Company has more than 3 directors, a third of directors must retire at each AGM. Although those that do retire are eligible for re-election at the same AGM.

Alternate Directors

With the approval of the other Directors, any Director can appoint an alternate Director, who need not be a Member. The notice of appointment (or termination of appointment) of an alternate must be signed by the Director, the nominee alternate and be lodged at the Company.

If the Director is not present at a meeting, the alternate can exercise all that Director's power.

Remuneration

The maximum remuneration payable to the non-executive directors shall be as decided by the Company in a general meeting. The Directors will determine, up to the maximum amount payable, how such remuneration will be distributed amongst the non-executive directors.

The remuneration of the executive directors is subject to the terms of the service agreements between the Company and each of them.

Remuneration for the executive directors and the non-executive directors is not to be calculated as a percentage or commission on operating revenue (or, in the case of the non-executive directors, profit). However, if a Director performs extra duties, such as on participation on a committee, additional remuneration may be payable, subject to the provisions of the Corporations Act.

Interests

A director may hold an office or any place of profit (except as an auditor) as the Directors resolve; may hold office, or otherwise be interested in any related body corporate that the Company has an interest in; and the director's firm may also act in a professional capacity on behalf of the Company (except as an auditor) and that director may retain the benefit from that position, provided always such interest is disclosed.

If the director discloses the fact, in accordance with the Corporations Act, the director may also make arrangements or contracts with the Company in which the Company is interested; the director may be considered in the quorum for considering the contract, the director may vote on the contract, sign the contract on behalf of the Company and retain the benefit (subject, always, to all applicable law).

The directors must also provide the Company with the information the Company is required by the ASX Listing Rules to disclose to the ASX in respect of notifiable interests of the directors (and their changes).

(f) *Officers*

Managing Director
The Directors may appoint one or more of themselves as a managing director, for any period and on any terms (including remuneration) as the Directors resolve.

Subject to any agreement between the Company and a managing director, the Directors may remove or dismiss a managing director at any time, with or without cause. The Directors may delegate any of their powers (including the power to delegate) to a managing director. A person ceases to be a managing director if the person ceases to be a Director.

Secretary
The Directors may appoint one or more secretaries, for any period and on any terms (including remuneration) as the Directors resolve. Subject to any agreement between the Company and a secretary, the Directors may remove or dismiss a secretary at any time, with our without cause.

Indemnity and Insurance
To the extent permitted by law, the Company must indemnify each relevant officer against a liability of that person and legal costs of that person. To the extent permitted by law, the Company may enter into an agreement or deed with a relevant officer or a person who is, or has been an officer of the Company or a subsidiary of the Company, to indemnify them against certain activities and to maintain certain records.

(g) *Powers of the Company and Directors*

The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by shares may exercise under the Corporations Act. The business of the Company is managed by or under the direction of the Directors. The Directors may exercise all the powers of the Company except any powers that the Corporations Act or the Constitution requires the Company to exercise in general meeting.

The Company may execute a document with or without a common seal so long as in either case the document or the fixing of the seal is witnessed by 2 Directors, a Director and a secretary or a Director and another person appointed by the Directors for that purpose.

The Directors may delegate any of their powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Company or any other person. The Directors may also revoke or vary any of these powers. A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors.

The Directors may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Directors resolve. The Directors may delegate any of their powers to an attorney or agent and may revoke or vary any such powers.

(h) *Proceedings of Directors*

The Directors may pass a resolution without a meeting of the Directors being held if all of the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.

The Directors may meet, adjourn and otherwise regulate their meetings as they think fit. A meeting of Directors may be held using any technology. A Director may call a meeting of Directors at any time, and upon such a request, the secretary of the Company must call a meeting of the Directors. Notice of a meeting of Directors must be given to each Director and alternate Director no less than 12 hours prior to the commencement of the meeting unless all Directors agree otherwise.

Subject to the Corporations Act, a quorum for a meeting of Directors is: if the Directors have a fixed number for the quorum, that number of Directors; and in any other case, 2 Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a meeting of Directors must be present during the entire meeting.

The Directors may elect a Director as chairperson of Directors or deputy chairperson of Directors for any period they resolve, or if no period is specified, until that person ceases to be a Director. The Directors may remove the chairperson of Directors or deputy chairperson of Directors at any time.

A resolution of Directors is passed if more votes are cast in favour of the resolution than against it. Each Director has one vote on a matter arising at a meeting of the Directors, unless that Director is acting as alternate Director for another Director, in which case that Director will also have one vote as an alternate Director. Where a person is present as an alternate Director for more than one Directors, that person has, subject to the provisions of the Constitution, one vote for each appointment.

9. DIRECTORS' INTERESTS

9.1 The interests of the Directors and the persons connected with them in Ordinary Shares and Director Incentive Options as at 3 November 2006, being the latest practicable date prior to the issue of this Announcement are set out as follows:

Shareholder	**No. of Ordinary Shares**	**Percentage of Ordinary Shares**	**No. of Director Incentive Options**	**Percentage of Ordinary Shares upon exercise of all outstanding Options**
Robert Hawley*	-	-	-	-
Matthew Syme	760,100	1.05	3,000,000	3.69
Sean James^	-	-	-	-
James Ross	300,000	0.41	-	0.29
Ian Middlemas	2,000,000	2.76	-	1.96

*Refer 11.1
^Refer 11.3

10. ADDITIONAL INFORMATION ON THE DIRECTORS

10.1 The directorships and partnerships of the Directors, other than of the Company and its subsidiaries, held at present and within the five years preceding the date of this Appendix are as follows:

Director	Current	Past
Robert Hawley	Rutland Trust Plc Hawley and Associates Foundation for Science & Technology The Industrial Trust Carron Acquisition Co. Ltd Rendcomb College Colt Telecom Group S.A. Lister Petter Plc	Taylor Woodrow Plc RockTron Plc Creative Value Networks (CVN) Limited Grace Holdings Plc
Matthew Syme	Hopetoun Consulting Pty Ltd	Nil
Sean James	Nil	Nil
James Ross	Primavera Investments Pty Ltd	OmegaCorp Limited Auvista Minerals NL Balla Balla Vanadium Limited Panorama Resources NL Southstar Diamonds Limited Silverchime Pty Ltd
Ian Middlemas	Arredo Pty Ltd Echelon Resources Limited Janny Pty Ltd Jedan Pty Limited Latitude Energy Limited Latitude Energy (Services) Pty Ltd Mantra Resources Limited Mini Scrips Pty Ltd Odyssey Energy Limited Omegacorp Limited Pacific Energy Limited PEL Iron Ore Pty Ltd Petersview Pty Ltd QED Occtech Limited REL Australia Pty Ltd Renewable Energy Corporation Pty Ltd Salinas Energy Limited Sierra Mining Limited Siti Investments Pty Ltd Sovereign Metals Limited Waratah Rise Pty Ltd	Agincourt Resources Limited Ashmore Oil Pty Ltd Auvista Minerals NL Balla Balla Vanadium Limited Brisa Pty Ltd Carpenter Pacific Energy Pty Ltd Clan Refinery Pty Ltd Dandaragan Olive Holdings Ltd Dandaragan Olives Management Ltd Dandaragan Olives Processing Ltd Dandaragan Olives Pty Ltd Dark Blue Sea Limited Gowit Developments Pty Ltd Leyshon Resources Limited Margaret River Olive Oil Company Pty Ltd Margaret River Wine Corporation Pty Ltd Marion Energy Limited New Norcia Olive Oil Company Pty Ltd Nuenco NL Olea Australis Limited Olea Australis Marketing Pty Ltd Olea Australis Processing Pty Ltd Panorama Resources NL STI Services Pty Ltd Stirling Products Limited Wandering Hills Olive Nursery Pty Ltd West Oil (Carnarvon) Pty Ltd Zoca Pty Ltd

10.2 Save as disclosed in sub paragraphs 10.3 and 10.4 below, none of the Directors:

(a) has any unspent convictions in relation to indictable offences; or
(b) has been bankrupt or the subject of an individual voluntary arrangement, or has had a receiver appointed to the assets of such director; or
(c) has been a director of any company which, while he was a director or within 12 months after he ceased to be a director, had a receiver appointed or went into compulsory liquidation, creditors voluntary liquidation, administration or company voluntary arrangement, or made any composition or arrangement with its creditors generally or with any class of its creditors; or
(d) has been a partner of any partnership which, while he was a partner or within 12 months after he ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or
(e) has had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or
(f) has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

10.3 Mr Middlemas was a non-executive director of View Resources Limited (formerly Smartworld Communication Limited) until August 2001. In September 2001 View Resources Limited was placed into voluntary administration. In January 2002 it entered into a Deed of Company Arrangement with its creditors and following a restructure of its business from a technology focus to exploration, was readmitted to official quotation of the ASX in April 2002.

10.4 Dr Hawley was a director of TCT International plc until 6 September 2001. On 16 January 2002, an administration order was made on the company. A sale of the company's business and assets was effected as a going concern on 17 January 2002.

11. DIRECTORS' SERVICE CONTRACTS AND REMUNERATION

11.1 Dr Robert Hawley, Non-Executive Chairman, was appointed a Director of the Company on 20 April 2006. Dr Hawley has a letter of engagement with Berkeley dated 19 April 2006. The letter specifies that Dr Hawley receives a fixed remuneration component of £55,000 per annum.

Subject to shareholder approval, Dr Hawley will be granted 500,000 options exercisable at A$1.00 each on or before 30 November 2008 in accordance with his engagement terms. As at the date of this document, the options as outlined above have not yet been granted to Dr Hawley.

11.2 Mr Matthew Syme, Managing Director, has a contract of employment with Berkeley dated 27 August 2004 and was appointed as a director of the Company on this date. The terms of this contract were revised effective from 1 May 2006. The contract specifies the duties and obligations to be fulfilled by the Managing Director. The contract has a rolling term and may be terminated by the Company by giving three months' notice. No amount is payable in the event of termination for neglect of duty or gross misconduct. Mr Syme receives a fixed remuneration component of A$250,000 per annum (A$175,000 pre 1 May 2006) exclusive of superannuation. The contract also provides for the payment of a cash bonus which the Board may determine at its discretion which reflects the contribution of Mr Syme towards the Company's achievement of its overall objectives. As at the date of this report no cash bonus has been paid or is payable.

11.3 Mr Sean James, Executive Director, was appointed a director of the Company on 28 July 2006. Mr James has a letter of employment with Berkeley dated 28 July 2006. The letter specifies the duties and obligations to be fulfilled by Mr James. The letter of employment may be terminated by either party by giving three months' notice. No amount is payable by the Company in the event of termination for neglect of duty or gross misconduct. Mr James receives a fixed remuneration component of £100,000 per annum exclusive of employer National Insurance Contributions (United Kingdom).

Subject to Shareholder approval, Mr James will be granted the following option package in accordance with his engagement terms:

(i) 666,666 options exercisable at A$1.00 each within 2 years of the vesting date;
(ii) 666,667 options exercisable at A$1.50 each within 2 years of the vesting date; and
(iii) 666,667 options exercisable at A$2.00 each within 2 years of the vesting date.

The options will vest in 4 equal tranches every 6 months from the date of commencement. As at the date of this document, the options as outlined above have not yet been granted to Mr James.

11.4 Dr James Ross, Technical Director, was appointed as a director of the Company pursuant to a letter of engagement with Berkeley dated 4 February 2005. The letter specifies the duties and obligations to be fulfilled by the Dr Ross. Dr Ross receives a fixed remuneration component of A$30,000 per annum exclusive of superannuation. The letter also includes a consultancy arrangement which provides for a consultancy fee at the rate of A$800 per day, with a minimum of 1 day per week. The consultancy arrangement has a rolling term and may be terminated by the company by giving 1 month's notice.

Subject to shareholder approval, Dr Ross will be granted 250,000 options exercisable at A$1.00 each on or before 30 November 2008. As at the date of this document, these options have not yet been granted to Dr Ross.

11.5 Mr Middlemas was appointed a Director of the Company on 10 July 2003. Mr Middlemas is paid fees of A$36,000 per annum payable monthly in arrears. Mr Middlemas is entitled to resign at any time by providing his written resignation to the Company or any of its Directors. There are no benefits payable to Mr Middlemas upon termination of his agreement.

11.6 In the financial year ended 30 June 2006, the aggregate remuneration, including benefits in kind, paid to the Directors was A$1,093,214. This included a share based remuneration component valued at A$734,934 for Director Incentive Options granted to Mr Syme and Dr Ross.

11.7 On the basis of the arrangements in force at the date of this document, it is estimated that the aggregate remuneration, including benefits in kind, payable to the Directors for the year ending 30 June 2007 will be A$702,554. This excludes any share based remuneration component payable to Dr Hawley, Dr Ross and Mr James subject to shareholder approval at the Company's next Annual General Meeting to be held on 30 November 2006. In accordance with the Constitution, Non-Executive Directors' aggregate remuneration shall not exceed A$250,000 per annum.

12. PRINCIPAL HOLDERS OF SECURITIES

12.1 The Company is aware of the following shareholdings which represent 3 per cent. or more of the Ordinary Shares, as at 3 November 2006 being the latest practicable date prior to the issue of this Announcement:

Shareholder	**No. of Ordinary Shares**	**Percentage of Ordinary Shares**
National Nominees Limited	13,039,118	17.85
Westpac Custodian Nominees Limited	10,968,786	15.01
ANZ Nominees Limited	9,899,121	13.55
Citicorp Nominees Pty Limited	5,250,762	7.19
Compagnie Generale des Matieres Nucleaires	3,500,000	4.79

12.2 The voting rights attaching to the Ordinary Shares held by the persons listed in paragraph 12.1 above are no different to the voting rights attaching to any other Ordinary Shares.

13. CORPORATE GOVERNANCE

13.1 The Directors believe that the Company complies with all relevant Australian corporate governance regimes other than as set out in the Company's most recent financial report.

13.2 The ASX Listing Rules require disclosure of a company's main corporate governance practices and full details of corporate governance policies that have been adopted by the board are available on the Company's website www.berkeleyresources.com.au. A summary of the main corporate governance practices adopted by the Company is also set out in its 2006 Annual Report, which is also available on the Company's website.

13.3 The Company has adopted a share dealing code for the Directors and certain employees, which the Directors consider appropriate for a company whose shares are admitted to trading on AIM and the Company will take all reasonable steps to ensure compliance by its Directors and any relevant employees.

13.4 The Company has established an Audit Committee to operate from Admission, comprising the Non-Executive Directors. The Audit Committee will be chaired by Dr Robert Hawley and will meet at least twice each year. The Audit Committee will be responsible for ensuring that appropriate financial reporting procedures are properly maintained and reported on and for meeting with the Group's auditors and reviewing their reports on the accounts and the Group's internal controls.

13.5 The Company has established an Remuneration Committee, comprising the Non-Executive Directors, to operate from Admission. The Remuneration Committee will be chaired by Dr Robert Hawley. The Remuneration Committee will be responsible for reviewing the performance of the executive directors, setting their remuneration, determining the payment of bonuses, considering the grant of options under any share option scheme and in particular, the price per share and the application of performance standards which may apply to any such grant.

14. RISK FACTORS

The activities of the Group are subject to a number of risks and other factors which may impact on its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls, however many are outside the control of the Group and cannot be mitigated. There are also general risks associated with any investment in shares.

Hence, investors should be aware that the performance of the Group may be affected and the value of the Shares may rise or fall over any given period. Factors which potential investors and their advisors should be aware of when dealing in the Shares include, but are not limited to the following:

14.1 General Risks

General risk factors include:

Securities Investments

There are risks associated with any securities investment. The prices at which the Shares trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for mining and exploration companies, has experienced extreme price and volume fluctuations that have often been unrelated or are disproportionate to the operating performance of such companies. . These factors may materially affect the market price of the Shares regardless of the Group's operational performance.

Share Market Conditions

The market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular. Neither the Company

nor the Directors can guarantee the future performance of the Company, or any return on an investment in the company.

Economic Risk

Changes in the general economic climate in which the Group operates may adversely affect its financial performance. Factors that may contribute to that general economic climate include, the level of direct and indirect competition against the Group, industrial disruption, interest rates and the rate of inflation.

Competition

The Group will compete with other companies, including major mineral exploration and mining companies. Some of these companies have greater financial and other resources than the Group and, as a result, may be in a better position to compete for future business opportunities. Many of the Group's competitors not only explore for and produce minerals, but also carry out refining operations and produce other products on a worldwide basis. There can be no assurance that the Group can compete effectively with these companies.

14.2 Mineral Industry Risks

Exploration and Development Risks

Mineral exploration and mining are high-risk enterprises, only occasionally providing high rewards. In addition to the normal competition for prospective ground and the high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery.

There is no assurance that exploration and development of the mineral interests owned by the Group, or any other projects that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

Resource Targets

Resource targets are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available.

In addition, resource targets are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Group encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource targets may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Group's operations.

Operating Risks

As the Group's current mineral assets are not in a development phase, the Group may be subject to all the risks inherent in the establishment of new mining operations. No assurances can be given to the level of viability that the Group's operations may achieve.

The operations of the Group, should it commence production, may have to be shut down or operations may otherwise be disrupted by a variety of risks and hazards which are beyond the control of the Group, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions, fire, explosions and other accidents at the mine, processing plant or related facilities which are beyond the control of the Group.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Board currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Group will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

Policies and Legislation

Any material adverse changes in government policies or the legislation of Australia or Spain may have economic consequences that affect mineral exploration activities and may affect the viability and profitability of the Group.

Environmental

The operations and proposed activities of the Group are subject to regulations concerning the environment. National governments and other authorities that administer and enforce environmental laws determine these requirements.

Uranium mining is an industry that has become subject to increasing environmental responsibility and liability. The potential for liability is an ever present risk. Future legislation and regulations governing uranium production may impose significant environmental obligations on the Company in relation to uranium mining.

The Board intends to conduct the Group's activities in a responsible manner which minimises its impact on the environment, and in accordance with applicable laws.

As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Group from being able to develop potentially economically viable mineral deposits.

Although the Board believes that the Group is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforseen circumstances, which could subject the Group to extensive liability.

Further, the Group may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Group from undertaking its desired activities. The Group is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Group's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Group to incur significant expenses and undertake significant investment which could have a material adverse effect on the Group's business, financial condition and results of operations.

14.3 Specific Risks in Relation to the Group

Reliance on Key Personnel

The Group is reliant on a number of key personnel. The loss of one or more of its key personnel could have an adverse impact on the business of the Group.

Competition from Alternative Energy and Public Perception

Nuclear energy is in direct competition with other more conventional sources of energy which include gas, coal and hydro-electricity.

Furthermore, any potential growth of the nuclear power industry (with any attendant increase in the demand for uranium) beyond its current level will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. The nuclear industry is currently subject to a degree of negative public opinion due to political, technological and environmental factors. This may have an adverse impact on the demand for uranium and increase the regulation on uranium mining.

In addition to its role in assisting in security of supply, another argument in favour of nuclear energy is the lower emissions of carbon dioxide per unit of power generated when compared to fossil fuels. Alternative energy systems such as wind or solar also have very low levels of carbon emissions, if any, however to date these have not been sufficient enough to be relied upon for large scale power supply. Technology changes may occur that make alternative energy systems more efficient and reliable.

Future Capital Needs and Additional Funding

The future capital requirements of the Group will depend on many factors including the results of future exploration and work programs.

The Group will require additional funding to progress its projects to extraction stage and there can be no assurance that additional financing will be available on acceptable terms, or at all. Any inability to obtain additional finance, if required, would have a material adverse effect on the Group's business and its financial condition and performance.

Commodity Price Volatility

It is anticipated that any revenues derived from mining will primarily be derived from the sale of uranium. Consequently, any future earnings are likely to be closely related to the price of this commodity and the terms of any offtake agreements entered into.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Group. These factors include world demand for uranium, forward selling by producers, and production cost levels in major uranium producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Group's exploration, development and production activities, as well as on its ability to fund those activities.

Acquisition of New Projects

The Group may, from time to time, acquire new exploration and/or other businesses. There can be no guarantee that these acquisitions will be successful.

Land Access

In the event the Group does not reach agreements with the owners of land (which any mining or exploration rights it holds or may acquire relate to) for the development of works or for access, then it will need to initiate procedures to acquire the access rights it requires. Any legal action required may cause delays and require the Group to pay landowners additional compensation.

14.4 Additional Risk Factors

Limited Operating History of Rio Alagon

Rio Alagon has a limited operating history on which the Company can base an evaluation of its prospects. The existence of commercially mineable quantities of mineral reserves on the tenements to be explored by Rio Alagon has not yet been confirmed.

The prospects of Rio Alagon must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the mineral exploration sector, which has a high level of inherent uncertainty.

Spain Risks

Approval Process

Nearly all projects require government approval. There can be no certainty that approvals will be granted in a timely manner, or at all.

Foreign Investment

The regulation of ownership of Spanish mining companies by foreign entities currently outlines that any national or foreign, natural or corporate person, may become the holder of mining rights. The regulations have historically required that authorisation be sought by foreign companies seeking to own greater than 49 per cent. of Spanish mining companies. Although all of the regulations in this area have not been formally repealed, they have in practice been liberalised and the relevant authorities no longer request that foreign entities seek such authorisation. In accordance with current practice, the Company has not applied for such authorisation. The Company has never been requested to make such an application and the Directors know of no reason why such authorisation would be refused if an application was required to be made in the future.

Mining Titles

While it is common practice that permits and licences may be renewed or transferred into other forms of licences appropriate for the ongoing operation, no guarantee can be given that a renewal or a transfer will be granted to Rio Alagon or, if they are granted, that Rio Alagon will be in a position to comply with all conditions that are imposed.

Results of Prior Work

Geological information provided to the Group has been based on data generated by exploration work previously carried out on the various projects. There is no guarantee that data generated by prior exploration work on the various projects is reliable.

Uninsurable Risk

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and Rio Alagon may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of Rio Alagon.

Economic Risk

Changes in the general economic climate in which the Group operates may adversely affect the financial performance of Rio Alagon. Factors that may contribute to that general economic climate include, the level of direct and indirect competition against Rio Alagon, industrial disruption, the rate of growth of

gross domestic product in Australia, Spain and any other jurisdictions that the Group may acquire mineral assets , interest rates and rates of inflation.

Foreign Exchange Risk

As Rio Alagon's current mineral assets are located in Spain, capital and ongoing operational expenditures are likely to be denominated in Euros, thereby increasing the Group's exposure to foreign currency risk. To date, no hedging or other risk management strategies have been implemented to reduce the exposure to foreign currency risk.

Joint Venture Parties and Contractors

Although Berkeley has earned a majority interest in Rio Alagon, there is no certainty that the other Rio Alagon shareholders will act in the best commercial interest of the Company. This could have a material adverse effect on the interests of the Group.

Furthermore, the Directors are unable to predict the risk of:

(a) financial failure, non compliance with obligations or default by a participant in any joint venture to which Rio Alagon is, or may become, a party;

(b) insolvency or other managerial failure by any of the contractors used by Rio Alagon in its exploration activities; or

(c) insolvency or other managerial failure by any of the other service provider used by Rio Alagon for any activity.

Policies and Legislation

Any material adverse changes in government policies or legislation of Spain that affect mineral exploration, development or mining activities, may affect the viability and profitability of Rio Alagon.

15. TAXATION

Summary of Taxation Implications

The paragraphs below provide brief comments on the general Australian and UK taxation position of individual and corporate resident and non-resident Shareholders in relation to the payment of dividends by the Company and the future disposal of their Ordinary Shares.

The following comments are intended as a general guide to the UK and Australian tax implications of Shareholders who hold their shares on revenue or capital account only. The overview is limited and does not purport to be a complete analysis of all potential Australian and UK income tax consequences that could apply to a particular Shareholder of the Company.

The comments are based on the law and understanding of the practice of the tax authorities in the UK and Australia at the date of this document.

15.1 Australian Taxation

(a) Taxation of Future Share Disposals

Australian Resident Shareholders – General

Australian Shareholders who trade Ordinary Shares in the ordinary course of their business or who purchased their shares for speculative purposes with the intention of selling them at a profit rather than holding the Ordinary Shares for a longer term to earn future dividends and growth in value will hold their

Ordinary Shares on revenue account. Broadly, these Shareholders must include any profits made on the disposal of their Ordinary Shares in their assessable income. Shareholders who include profit made on the disposal of their Ordinary Shares in their assessable income are not assessed for Australian taxation purposes under the capital gains tax provisions but under the ordinary income tax provisions. Correspondingly, if a shareholder makes a loss on disposal of their Ordinary Shares, they may be entitled to a tax deduction for this loss amount.

Where an Australian Shareholder holds their Ordinary Shares on capital account (i.e. generally speaking, as a passive investment) these Australian resident Shareholders must consider the impact of Australian capital gains tax rules on the disposal of their Ordinary Shares.

Broadly, a Shareholder derives a capital gain on the disposal of Ordinary Shares where the consideration received on disposal exceeds the capital gains tax cost base of the Ordinary Shares. Generally speaking, the cost base of the Ordinary Shares will be the amount paid for the Ordinary Shares plus any incidental costs of acquisition or disposal.

In contrast, a Shareholder derives a capital loss on the disposal of Ordinary Shares where the consideration received on disposal is less than the capital gains tax reduced cost base of the Ordinary Shares.

All capital gains and losses for the year are added together to produce a net capital position. A net capital gain for a financial year is included in the resident taxpayer's assessable income and is subject to taxation in Australia. A net capital loss may generally be carried forward to future financial years to be deducted against future capital gains generated by the Australian Shareholder.

If you are an individual, trust or complying superannuation fund and you realise a net capital gain on disposal, you may qualify for a 50 per cent. capital gains tax concession. This is discussed in further detail in the section " Capital Gains Tax Discount".

Non-Australian Resident Shareholders – General

Non-Australian resident Shareholders who hold Ordinary Shares on revenue account may need to include profits from the sale of Ordinary Shares in their assessable income. Applicable double taxation agreements may provide relief from Australian taxation.

Non-Australian resident Shareholders who do not hold their Ordinary Shares on revenue account may be subject to Australian capital gains tax upon disposal of their Ordinary Shares.

Given the Company is a public company, non-Australian resident Shareholders will only be subject to Australia's capital gains tax on the disposal of Ordinary Shares if they and their associates held 10 per cent. or more of the issued capital of the Company at any time within five years prior to the disposal. These Shareholders may be able to obtain relief from Australian capital gains tax via the application of any relevant double taxation agreement.

Non-Australian resident Shareholders, who together with associates have always owned less than 10 per cent. of the Company's issued capital in the 5 years prior to disposal, will not be subject to Australia's capital gains tax provisions.

It should also be noted however, that new provisions have been drafted and introduced into Australian Parliament which provide an overall exemption from applying the Australian capital gains tax rules for non-Australian resident Shareholders unless the event relates to an asset that is 'taxable Australian property'. Broadly, this exemption is limited to exclude Shareholders that hold a greater than 10 per cent. interest in a public company which has a 50 per cent. or greater value of Australian real property assets (this not only includes real property but also mining and exploration rights situated in Australia) as compared to the total value of all assets held by the company. Broadly, in summary, this new legislation may generally apply to non-Australian resident Shareholders that hold a 10 per cent. or more interest a public company.

These provisions are currently only in draft form. However, if these provisions are enacted as currently proposed, the existing exemptions to the capital gains tax provisions discussed above, will no longer apply and broadly, only the non-Australian resident Shareholders that hold a greater than 10 per cent. interest in a public company which has a 50 per cent. or greater value of Australian real property assets may be

subject to capital gains tax. Accordingly, it is recommended that these Shareholders seek their own advice.

Capital Gains Tax Discount

Shareholders that are either individuals, trusts or complying superannuation funds (and in some cases a life insurance company) (whether resident or non-Australian resident) may be entitled to obtain a capital gains tax discount in relation to a net capital gain derived in a financial year. The "discount percentage" is 50 per cent. for an individual or a trust and $33^1/_3$ per cent. for complying superannuation entities. This capital gains tax discount is only available if the Shareholder has held the Ordinary Shares for at least twelve months. The concession is not available to a Shareholder that is a company.

(b) Dividends

Dividends are paid to Shareholders from the accounting profits of the Company. Australian resident Shareholders will receive credits for any Australian corporate tax that has been paid on these profits. These credits are known as "franking credits" and they represent the extent to which a dividend is "franked". It is possible for a dividend to be either fully or partly franked. Where a dividend is partly franked the franked portion is treated as fully franked and the remainder as being unfranked.

It should be noted that the definition of dividend for Australian tax purposes is broad and can include certain capital returns and off-market share buy-backs.

Australian Resident Shareholders – Non-Corporate

Non corporate resident Shareholders (i.e. individuals, trustees who are assessed on a resident beneficiary's share of income, complying superannuation funds, certain exempt institutions and certain life insurance companies) will need to include dividends and the amount of any franking credits attached thereto in their assessable income in the period in which they receive the dividend.

Non corporate resident Shareholders will receive tax credits for any franking credits attached to the dividend. Non corporate resident Shareholders may receive a tax refund if the franking credits attached to the dividend exceed the tax payable on their taxable income. Non corporate resident Shareholders may need to pay additional tax at their marginal rate of tax, if the tax payable as a result of receiving the dividend exceeds the franking credits attached to the dividend.

Australian Resident Shareholders – Corporate

Dividends payable to Australian resident corporate Shareholders together with the amount of any franking credits attached thereto will be included in their assessable income in the year the dividend is paid. The corporate Shareholder will be entitled to a franking credit to the extent that the dividend is franked. This may result in the dividend being free of further company tax to the extent that it is franked. A fully franked dividend should effectively be free of tax to an Australian resident corporate Shareholder. Where franking credits are unused by a corporate shareholder because the corporate shareholder's tax payable has been reduced to nil, they may be converted to income tax losses. The franking credits attaching to dividends received will be added to the corporate shareholder's franking account.

Non-Australian Resident Shareholders – General

Unfranked dividends payable to non-Australian resident Shareholders will be subject to withholding tax. Withholding tax is generally imposed at thirty per cent. unless a Shareholder is a resident of a country with whom Australia has a double taxation agreement. The double taxation agreement may reduce the withholding tax rate to a range of between 5 per cent. and 15 per cent. depending on the country of residence of the non-Australian resident Shareholder and their level of shareholding in the company.

Fully franked dividends are not subject to withholding tax. Non-Australian resident Shareholders may be assessable for tax on any such dividends in their country of residence. They should consider the impact of dividends under their domestic tax regime.

15.2 UK Taxation of UK Resident Shareholders

The following paragraphs broadly outline the taxation position of UK Shareholders in Berkeley. The following paragraphs provide general advice only. Each Shareholder's specific circumstances will impact on their taxation position. All Shareholders are recommended to obtain their own taxation advice. In particular, all Shareholders, including UK tax resident Shareholders are advised to consider the potential impact of any relevant double tax agreements on their shareholding.

(a) Taxation of Chargeable Gains

UK Resident Shareholders

A disposal of Ordinary Shares or Depository Interests by a Shareholder who is (at any time in the relevant UK tax year) resident or ordinarily resident in the UK may give rise to a chargeable gain or allowable loss for the purpose of UK taxation of chargeable gains.

Non-UK Resident Shareholders

A Shareholder who is not resident in the UK for tax purposes but who carried on a trade, profession or vocation in the UK through a branch or agency and has used, held or acquired the Ordinary Shares or Depository Interests for the purpose of such trade, profession or vocation may also be subject to UK taxation on chargeable gains on a disposal of those Ordinary Shares or Depository Interests.

Special rules may apply to tax gains on disposals made by individuals who are not currently (but who have been) either UK resident or ordinarily UK resident or to any individuals who are temporarily not resident nor ordinarily resident in the UK. Any such individuals are advised to obtain specialist tax advice.

(b) Dividends

The Company will not be required to withhold UK tax from dividends paid on the Ordinary Shares. Any holder of Ordinary Shares who is resident in the UK, or who carries on a trade, profession or vocation in the UK to which the Ordinary Shares are attributable, will generally be subject to UK tax on income in respect of any dividends paid on the Ordinary Shares. As these dividends will be foreign income for the purposes of UK taxation, they will be subject to a different tax regime from that applying to dividends received from UK companies. In particular, there will be no notional UK tax credit attaching to the dividends.

If the dividend has been subject to Australian dividend withholding tax ("WHT"), the amount of the dividend received plus the WHT will be included in the assessable income of the UK Shareholder. In these circumstances the Shareholder should be entitled to a credit for the WHT. The credit would be limited to the lesser of the WHT or the UK tax payable on the combined amount of the dividend plus WHT. If the WHT exceeds the UK tax payable on the dividend, the excess is neither creditable nor repayable.

UK Resident Company Shareholder

Dividends paid to a UK resident company Shareholder will be assessable income of the Shareholder. If the dividend has been subject to WHT it will be treated as described above.

If the UK resident company Shareholder is unable to use the foreign tax credits (for example because of tax losses) it may be able to claim a tax deduction for the foreign tax paid. Any such Company should obtain specialist advice.

Non Portfolio Interest

If a Shareholder, which is a UK company, has at least 10 per cent. of the voting power in the Company, it may also be entitled to a credit for Australian company tax paid on the underlying profits. Any such Company should obtain specialist tax advice.

(c) Inheritance Tax

If any Shareholder is an individual and is regarded as domiciled in the UK for inheritance tax purposes, inheritance tax may be payable in respect of the Ordinary Shares or Depository Interests on the death of the Shareholder. The gift of the Ordinary Shares or Depository Interests may have Inheritance Tax implications.

In the case of a Shareholder who is an individual but who is not regarded as domiciled in the UK for these purposes, no such UK inheritance tax will be payable if the Ordinary Shares or Depository Interests are not situated in the UK for inheritance tax purposes. The Ordinary Shares or Depository Interests must be regarded as situated in the UK for these purposes if they are registered on the Company's UK branch register.

(d) UK Stamp Duty and Stamp Duty Reserve Tax

The following comments do not apply to Ordinary Shares issued or transferred into depository or clearance arrangements, to which special rules apply. There is generally no liability to UK stamp duty or stamp duty reserve tax ("SDRT") on the issue of Ordinary Shares by Berkeley.

Any agreement to transfer, or any transfer of, Ordinary Shares registered on a UK branch register will generally be subject to UK stamp duty or SDRT at the rate of 0.5 per cent. of the consideration for the transfer. UK stamp duty may potentially arise on transfers of other Ordinary Shares depending on the circumstances, such as whether the transfer is executed in the UK.

Any person who is in any doubt as to his tax position or is subject to taxation in a jurisdiction other than Australia or the UK should consult an appropriate professional adviser.

16. MATERIAL CONTRACTS

In addition to the agreements summarised in the Public Record (which can be found at www.asx.com.au), the following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company or its subsidiaries during the two years immediately preceding the date of this Announcement and are, or may be, material as of the date of this Announcement:

16.1 An engagement letter dated 26 September 2006 between the Company and RBC under which RBC has agreed to act for the Company in relation to the Admission of the Company to the AIM market of the London Stock Exchange. The Company will pay RBC a corporate finance fee of £75,000 (plus VAT if applicable). RBC also agrees to act as the Company's nominated adviser and joint broker for a fee of £45,000 per annum (plus VAT if applicable). The agreement contains indemnities given by the Company in favour of RBC. Such engagement can be terminated by either party with one month's notice.

16.2 A broker agreement dated 28 September 2006 was entered into between Mirabaud and the Company pursuant to which Mirabaud has agreed to act as the Company's joint broker for a fee of £15,000 per annum (plus VAT if applicable). The agreement contains indemnities given by the Company in favour of Mirabaud. Such engagement is for a minimum period of 12 months from the date of admission and thereafter can be terminated by either party with three months' notice.

16.3 In accordance with Rule 7 of the AIM Rules, the Company, RBC, Mirabaud and the Directors have entered in to a Lock-In Deed, pursuant to which each of the Directors have undertaken to the Company, RBC and Mirabaud not to dispose, or agree to dispose of, any Ordinary Shares held by them within the first twelve months following the date of Admission. The undertakings are subject only to the exceptions set out in Rule 7 of the AIM Rules.

17. LITIGATION

17.1 There are no legal or arbitration proceedings which are active, pending or threatened against, or being brought by, any member of the Group which are having or may have a significant effect on the Company's or the Group's financial position.

18. GENERAL

18.1 There have been no interruptions in the Company's business which may have or have had in the last twelve months a significant effect on the Company's financial position.

18.2 Other than those disclosed in this Appendix or as otherwise disclosed on the Public Record, there are no material investments by the Company under active consideration.

18.3 The Directors are not aware of any exceptional factors which have influenced the Company's activities.

18.4 Other than as disclosed in this Appendix or as otherwise disclosed on the Public Record, there has been no significant change in the financial or trading position of the Company since 30 June 2006, being the date to which the last audited financial statements of the Company were published.

18.5 There are no persons (excluding professional advisers otherwise disclosed in this Announcement or in the Public Record and trade suppliers) who have received, directly or indirectly, from the Company within the 12 months preceding the date of the Announcement nor have they entered into contractual arrangements (not otherwise disclosed in the Announcement) to receive, directly or indirectly from the Company on or after Admission fees or securities in the Company or any other benefit, with a value of £10,000 or more at the time of Admission.

18.6 The Company's accounting reference date is 30 June.

18.7 The Company's auditors, Stantons International, are members of the Institute of Chartered Accountants in Australia.

18.8 RBC has given and has not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which it appears.

18.9 Mirabaud has given and has not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which it appears.

18.10 The costs, charges and expenses payable by the Company in connection with or incidental to Admission, including registration and stock exchange fees, legal and accounting fees and expenses are estimated to amount to £155,000 excluding any applicable VAT.

7 November 2006