



ASX RELEASE | 29 APRIL 2013 | ASX:BKY

MARCH 2013 QUARTERLY REPORT

Berkeley Resources Limited ('Berkeley' or the 'the Company') is pleased to present its quarterly report for the period ended 31 March 2013. The Company's primary focus during the period continued to be the advancement of the Salamanca Project located in Spain. Highlights during the quarter include:

- *The Pre-Feasibility Study ('PFS') for the Salamanca Project, which is focussed on the integrated development of Retortillo and Alameda, was substantially advanced. The PFS is being led by SENET, assisted by SRK Consulting for mine design, Knight Piésold for heap design and Duro Felguera for in-country project cost estimates. Activities during the quarter included:*

- *Metallurgical testwork programs at Mintek's laboratory in Johannesburg and the Australian Nuclear Science and Technology Organisation ('ANSTO') facilities in Sydney.*

The column leach testwork at Mintek is progressing on schedule and results are anticipated during the June quarter.

The ANSTO testwork, which was designed to facilitate the selection of the optimal backend of the process, was completed with the results confirming the Scoping Study process flowsheet assumption that direct solvent extraction and ammonium diuranate precipitation is the preferred option.

- *Mining waste characterisation testwork, geotechnical testwork, hydrogeology studies, an infrastructure assessment, preliminary heap leach pad design work, and a detailed mine scheduling and materials movement optimisation study, are all underway.*
- *Resource infill drilling aimed at upgrading the classification of a significant portion of the current Inferred Resource at Retortillo to the Indicated category is also underway.*

The PFS is scheduled for completion in the September quarter.

- *Positive progress continues to be made in connection with the permitting of Retortillo*
 - *The Environmental Technical and Executive Committees at the Salamanca provincial level completed their reviews of the Company's Environmental Impact Assessment and provided a favourable recommendation report to the Regional Government. The Environmental Licence is now pending formal approval at the Regional Government level and further release in the Official Gazette.*
 - *The Nuclear Safety Council ('NSC') informed Berkeley that they had all required information for the preparation of their compulsory report regarding the mining activities, and also for the Initial Authorisation of the process plant as a radioactive facility. Both have been drafted and are pending formal approval by the NSC Board.*
 - *The application for reclassification (from rural to industrial use) of the affected surface land area was reviewed by the Technical and Executive Committees of the Urbanism and Town Planning Department of Salamanca. The authorities subsequently resolved to approve the authorisation of exceptional use of the rural land for industrial purposes, subject to the issuance of the Environmental Licence.*



- *The permitting process for Alameda was initiated with the submission of the Environmental Scoping Document and the application for reclassification (from rural to industrial use) of the affected surface land area in late 2012.*

The documentation associated with the reclassification of the affected surface land area was lodged for Public Information, and the 20 day Public Information Period, completed during the quarter. The public comments have now been received and the Company is currently preparing responses to these comments.

- *Following the positive results of a Desktop Study, the Company has advanced the evaluation of the Gambuta deposit to the Scoping Study stage. The study, which includes an initial heap leach metallurgical testwork program, is anticipated to be completed in the September quarter. Gambuta will ultimately be integrated with Retortillo and Alameda, with a view to potentially increasing the production scale or mine life of the Salamanca Project.*
- *A comprehensive review of the regional tenements surrounding the existing resources was completed, in order to rank and prioritise the identified anomalies/targets, generate new exploration targets and design an exploration work program.*

The exploration and resource growth potential is considered significant with numerous untested or poorly tested radiometric anomalies, exploration targets under shallow Tertiary cover, and possible extensions to known resources identified.

The exploration work program for 2013 will include detailed ground radiometric surveys, mapping and sampling to better define targets, water well sampling and gamma probing to detect uranium anomalies under Tertiary cover, and drill testing of potential extensions to Zona 7, Villar and priority radiometric anomalies such as Zona 42.

Enquiries:

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OPERATIONS

Berkeley Resources Limited ('Berkeley' or 'the Company') is a uranium exploration and development company with a quality resource base in Spain. Berkeley is currently focused on advancing its wholly owned flagship Salamanca Project.

Salamanca Project

Berkeley's flagship Salamanca Project comprises the Retortillo, Alameda and Gambuta deposits plus a number of other Satellite deposits located in western Spain (Figure 1).

In November 2012, the Company completed an initial assessment of the integrated development of Retortillo and Alameda and reported the results of the Scoping Study, which clearly demonstrated the potential of the Salamanca Project to support a significant scale, long life uranium mining operation.

Using only the current Mineral Resource Estimates ('MRE') for Retortillo and Alameda, as a base case scenario, the Scoping Study showed the Project can support an average annual production of 3.2 million pounds of U_3O_8 during the 7 years of steady state operation and 2.6 million pounds of U_3O_8 over a minimum 11 year mine life. Operating cost estimates (C1 cash costs) average US\$25.65 per pound U_3O_8 over the life of mine. The initial capital cost (nominally \pm 30%) for the Project was estimated at US\$83.6 million. This cost is inclusive of all mine, processing, infrastructure and indirect costs required to develop and commence production at Retortillo. A further US\$95.0 million of capital is required to develop Alameda and achieve steady state operation. The Project's capital cost reflects the excellent existing infrastructure, use of heap leaching as the preferred processing route, and contractor mining.

Following completion of the Scoping Study, Berkeley commenced a Pre-Feasibility Study ('PFS') for the Salamanca Project focussed on the development of Retortillo and Alameda.

The Company has also advanced the evaluation of the Gambuta deposit to the Scoping Study stage. Gambuta will ultimately be integrated with Retortillo and Alameda, with a view to potentially increasing the production scale or mine life of the Salamanca Project.



Figure 1: Location of the Salamanca Project, Spain



Pre-Feasibility Study

The PFS for the Salamanca Project, which is focussed on the integrated development of Retortillo and Alameda, has continued during the quarter. The study is being led by Johannesburg based SENET, assisted by SRK Consulting for mine design, Knight Piesold for heap design, Duro Felguera for in-country project cost estimates and URS for environmental management.

A comprehensive metallurgical testwork program, aimed at confirming the leaching efficiency for each phase of the mine schedule and testing ore variability with respect to size distribution and geo-mechanical behaviour at both Retortillo and Alameda, commenced during the quarter at the Mintek laboratories in Johannesburg. The testwork is progressing on schedule and results are anticipated during the June quarter.

A further metallurgical testwork program, designed to facilitate the selection of the optimal backend of the process, was completed at the Australian Nuclear Science and Technology Organisation ('ANSTO') facilities in Sydney. The testwork program compared the performance of direct Solvent Extraction ('SX') and ammonium diuranate ('ADU') precipitation with that of ion exchange ('IX') and UO₄ precipitation, with the results confirming the Scoping Study process flowsheet assumption that direct SX and ADU precipitation is the best option (Figure 2).

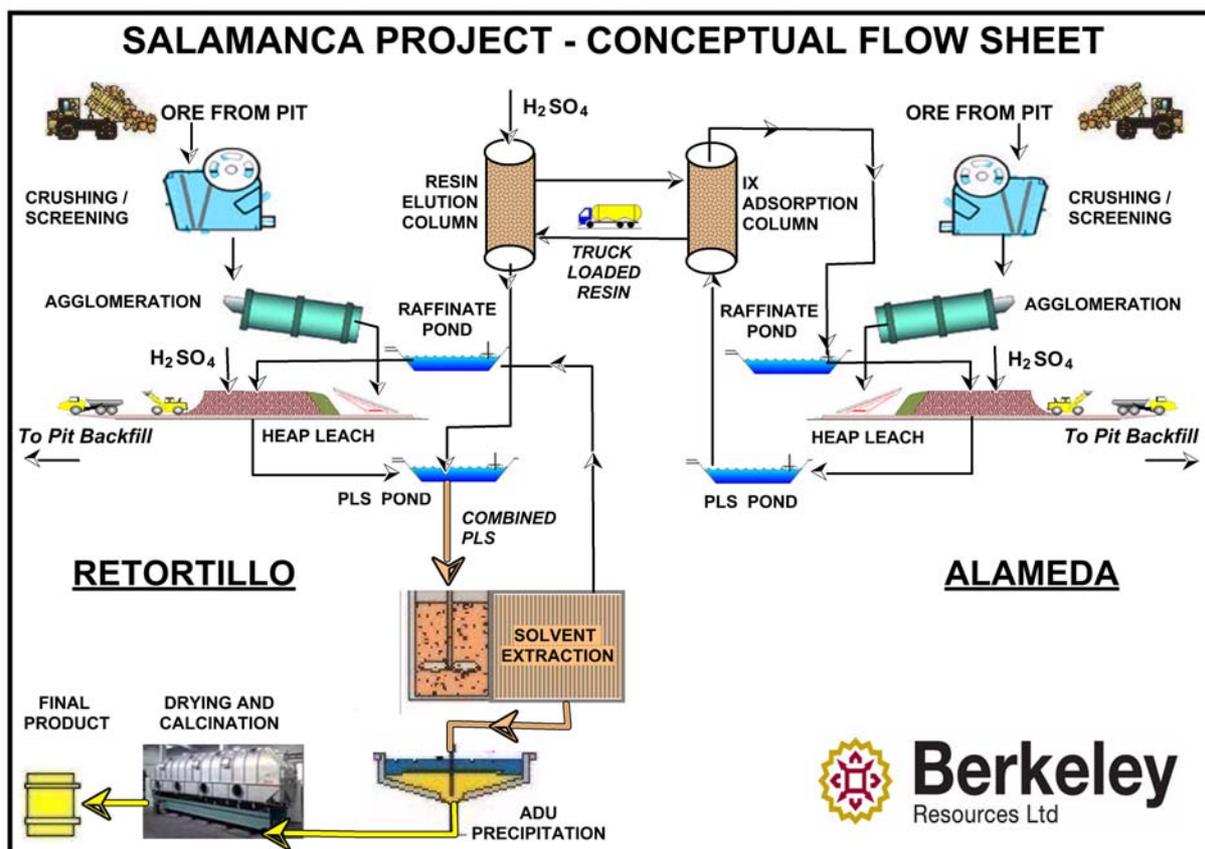


Figure 2: Scoping Study Process Flow Sheet

With the abovementioned ANSTO testwork program confirming the backend of the process flowsheet, the process plant design was advanced during the quarter. This work will include the design details required to be submitted to the Spanish Nuclear Safety Council ('NSC') as part of the Authorisation for Construction process for the processing plant, and facilitate capital and operating cost estimates to a confidence level of ±20%.



A detailed mine scheduling and materials movement optimisation study is also underway, with a view to accelerating the ramp up to steady state operation, and to minimising materials handling and rehandling.

Mining waste characterisation testwork, geotechnical testwork hydrogeology studies, an infrastructure assessment and preliminary heap leach pad design work have all commenced during the quarter and are ongoing.

The PFS is scheduled for completion in the September quarter.

PFS Drilling

Infill drilling aimed at upgrading the classification of a significant portion of the current Inferred Resource at Retortillo to the Indicated category commenced in late March. In total, the planned resource infill program comprises 69 reverse circulation ('RC') drill holes for 4,200 metres.

Six RC drill holes for 426 metres were completed at Retortillo during the quarter. The samples have been dispatched to the ALS laboratory in Seville. Assay results expected in approximately four weeks.

A diamond drilling ('DD') was also completed at Retortillo to provide drill core for geotechnical testwork. Four short DD drill holes for 82 metres were completed targeting potential infrastructure sites to test the geotechnical characteristics of these areas.

Details of the RC and DD drilling completed during the quarter and year-to-date are summarised in Table 1.

Table 1: Drilling Summary

Location	RC Mar Qtr		RC YTD	
	Holes	Metres	Holes	Metres
Retortillo	6	426	6	426
Total	6	426	6	426
Location	DD Mar Qtr		DD YTD	
	Holes	Metres	Holes	Metres
Retortillo	4	82	24	1,115
Alameda	-	-	19	916
Total	4	82	43	2,031

The collar positions, dips, azimuths and depths of the new DD holes are provided in Appendix A.



Gambuta

The Gambuta deposit, which is located approximately 145 kilometres southeast of Retortillo, has an Inferred MRE of 12.7 million tonnes at 394 ppm U_3O_8 for a total of 11.1 million pounds of U_3O_8 at a 200 ppm U_3O_8 cut-off grade (refer September 2012 Quarterly Report).

The geometry, average thickness and depth of the mineralisation make it amenable to shallow open pit mining with a low ore to waste strip ratio (Figures 3 and 4).

Following the positive results of a Desktop Study completed on Gambuta during the December quarter, the Company has advanced the evaluation of the deposit to the Scoping Study stage.

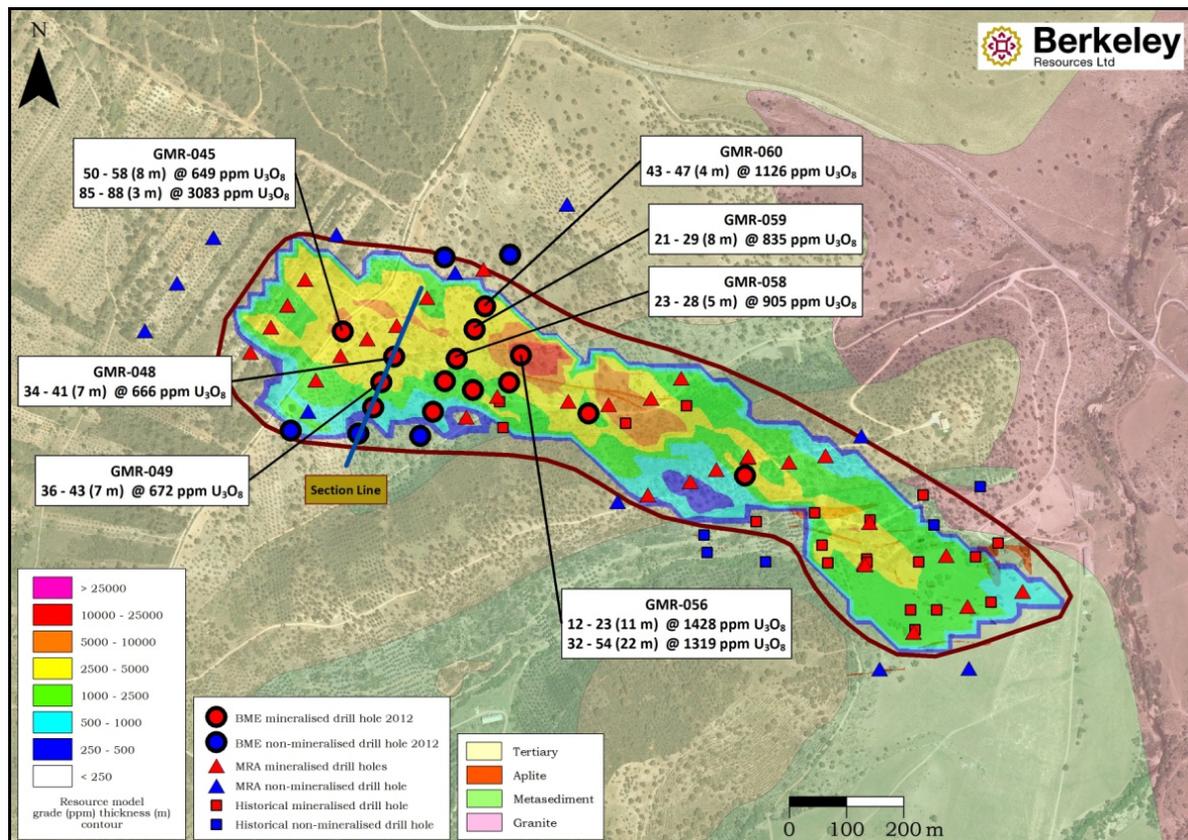


Figure 3: Gambuta Deposit Drilling (plan view)

The Scoping Study, which will be based on the existing Inferred MRE, will include:

- initial mine design and production and materials movement scheduling;
- initial metallurgical testwork on a 330kg representative sample, including bond crushability and bond abrasion tests, diagnostic leach tests, mineralogy and column leach tests at various crush sizes;
- initial process and plant design under a heap leach and IX adsorption column scenario. The conceptual approach is the same as for Alameda, with the loaded resin being transported to the centralised plant at Retortillo; and
- capital and operating cost estimates to a level of accuracy of nominally $\pm 30\%$ accuracy (factored from the current PFS).

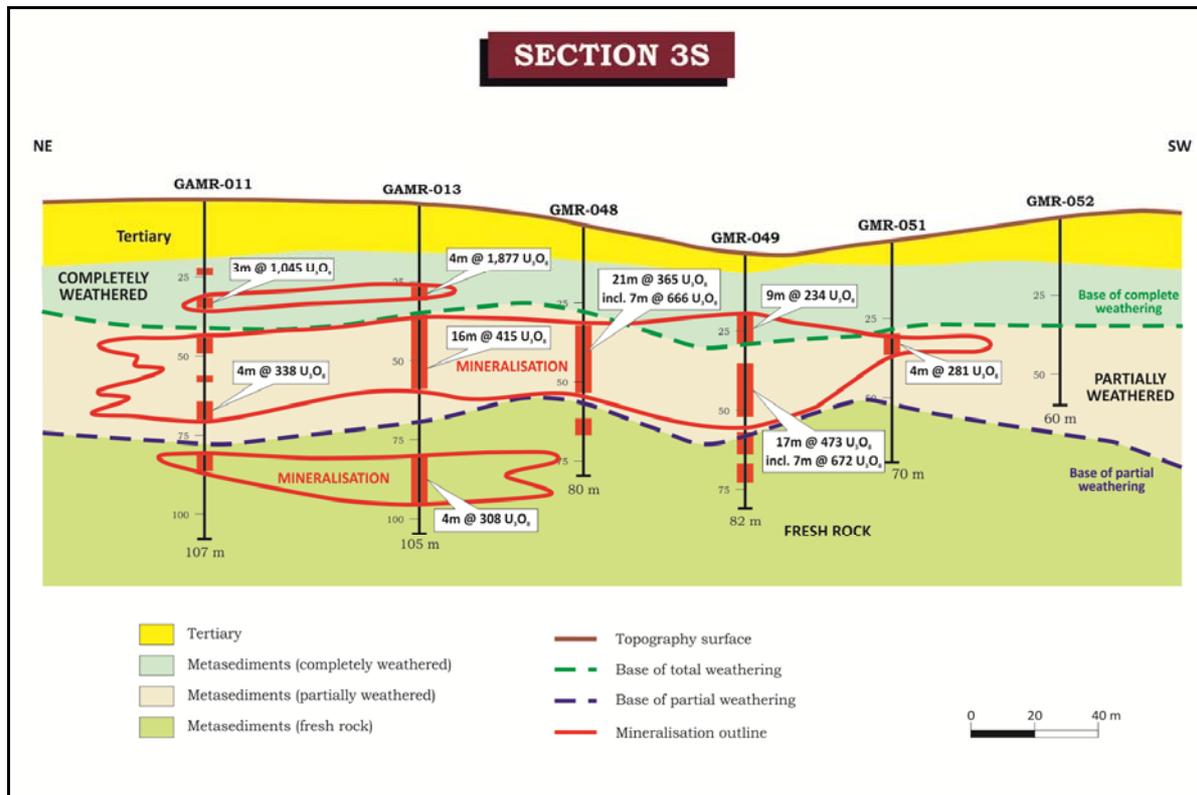


Figure 4: Gambuta Deposit Cross Section

The Scoping Study is anticipated to be completed in the September quarter. Gambuta will ultimately be integrated with Retortillo and Alameda, with a view to potentially increasing the production scale or mine life of the Salamanca Project.

Exploration

A comprehensive review of all available data for the regional tenements surrounding the existing resources has been completed, in order to rank and prioritise the identified anomalies/targets, generate new exploration targets and design an exploration work program.

The exploration and resource growth potential in the Retortillo, Alameda and Gambuta regions is considered significant with numerous untested or poorly tested radiometric anomalies, exploration targets under shallow Tertiary cover, and possible extensions to known resources (Figures 5, 6 and 7).

The exploration work program for 2013 will include detailed ground radiometric surveys, mapping and sampling to better define targets, water well sampling and gamma probing to detect uranium anomalies under Tertiary cover, and drill testing of potential extensions to Zona 7 (Figure 5), Villar (Figure 6) and priority radiometric anomalies such as Zona 42 (Figure 5).

A 20 hole, 1,200 metre RC drill program is planned to test for possible extensions to the Zona 7 resource to the southwest towards Las Carbas. The broad spaced (approximately 400 metre x 100 metre) drilling program will commence in the June quarter.

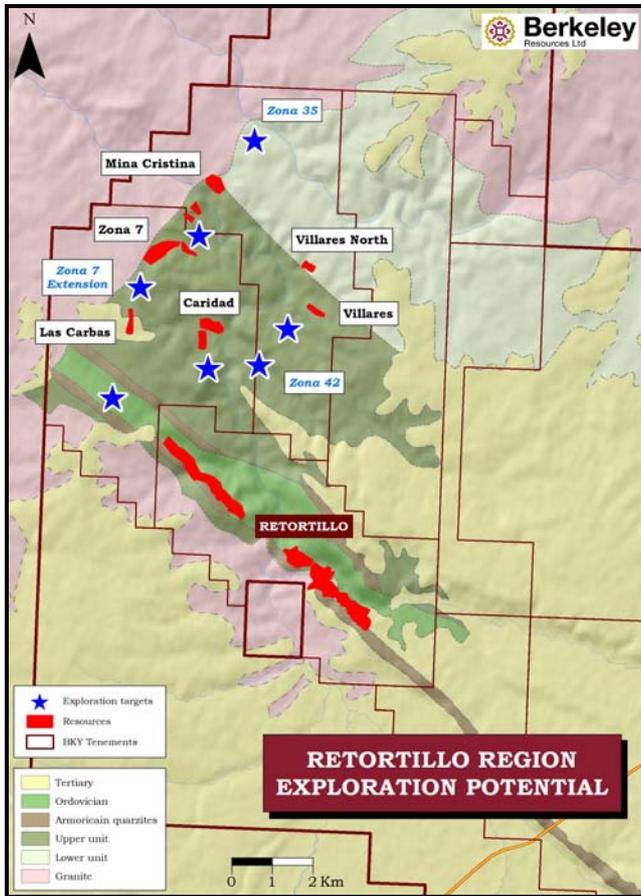


Figure 5: Exploration Potential – Retortillo Region

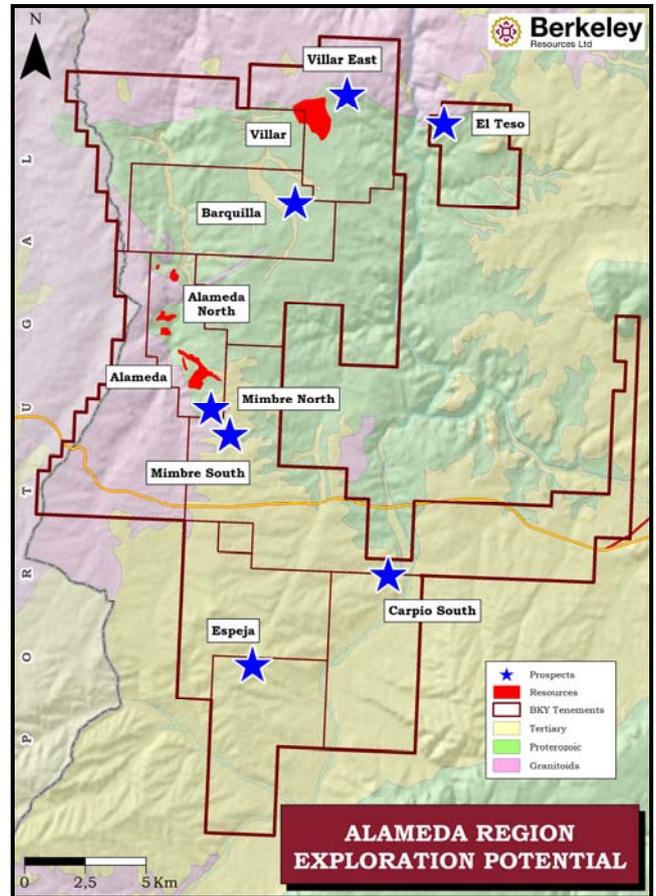


Figure 6: Exploration Potential – Alameda Region

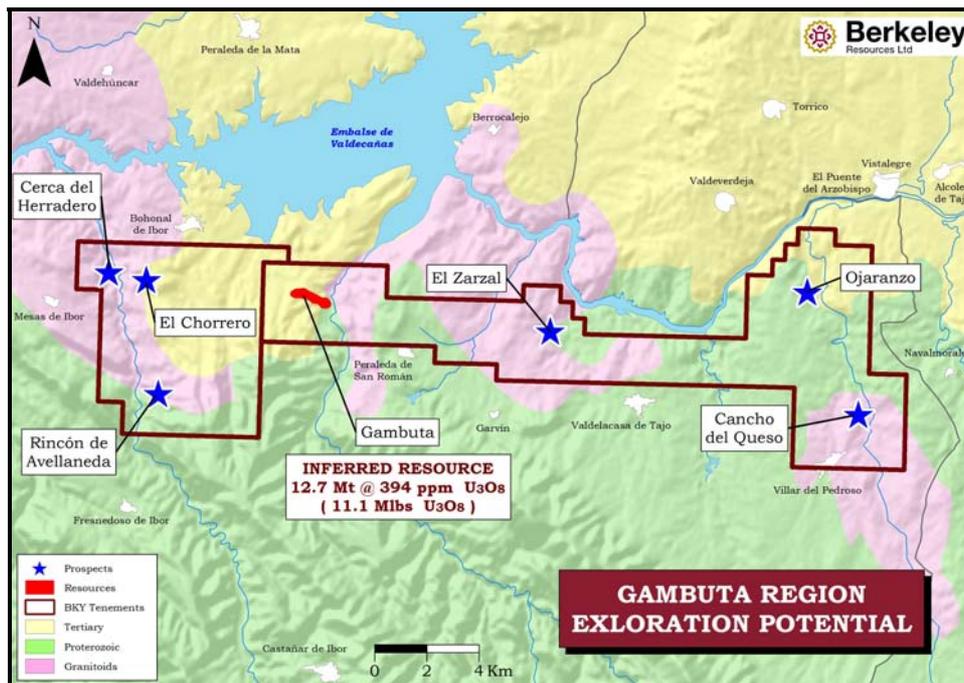


Figure 7: Exploration Potential – Gambuta Region



Permitting

Positive progress continues to be made in connection with the permitting of Retortillo.

During the quarter, both the Environmental Technical Committee and the Executive Committee at the Salamanca provincial level completed their review of the Company's Environmental Impact Assessment ('EIA') and associated documentation and provided a favourable recommendation report to the Regional Government of Castilla y León. The Environmental Licence (Declaration of Environmental Impact) is now pending formal approval at the Regional Government level and further release in the Official Gazette which is anticipated during the June quarter of 2013.

The Environmental Licence, along with approval of Berkeley's Exploitation and Reclamation and Closure Plans, are prerequisites for the grant of the Exploitation Concession (Mining Licence).

The Initial Authorisation for the process plant as a radioactive facility is well advanced. The Nuclear Safety Council ('NSC') informed Berkeley during the quarter that they had all required information for the preparation of their compulsory report regarding the mining activities, and also for the Initial Authorisation of the process plant as a radioactive facility. Both have been drafted and are pending formal approval by the NSC Board.

The Exceptional Authorisation for Land Use (application for reclassification from rural to industrial use) of the affected surface land area at Retortillo has been reviewed by the Technical and Executive Committees of the Urbanism and Town Planning Department of Salamanca. The authorities have subsequently resolved to approve the authorisation of exceptional use of the rural land for industrial purposes, subject to the issuance of the Environmental Licence.

The permitting process for Alameda commenced late in 2012 with the submission to the regulatory authorities of the Environmental Scoping Document and documentation associated with the Exceptional Authorisation for Land Use (application for reclassification of the affected surface land area from rural to industrial use).

The documentation associated with the Exceptional Authorisation for Land Use was lodged for Public Information in February and the 20 day Public Information Period completed in March. The public comments have now been received and the Company is currently preparing responses to these comments.

Berkeley is also currently preparing the Exploitation Plan, Reclamation and Closure Plans and documents related to Radiological Protection for Alameda, with a view to submitting this documentation to the relevant authorities during the June quarter.

The permitting process for Gambuta has been initiated with the Environmental Scoping Document being submitted to the relevant authorities in March.

CORPORATE

At 31 March 2013 the Company had cash reserves of A\$30.0 million.



Competent Persons Statement

The information in this announcement that relates to Exploration Results and Mineral Resources is based on information compiled by Craig Gwatkin, who is a Member of The Australian Institute of Mining and Metallurgy and is an employee of Berkeley Resources Limited. Mr. Gwatkin has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Gwatkin consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Forward Looking Statement

Statements regarding plans with respect to the Company's mineral properties are forward-looking statements. There can be no assurance that the Company's plans for development of its mineral properties will proceed as currently expected. There can also be no assurance that the Company will be able to confirm the presence of additional mineral deposits, that any mineralisation will prove to be economic or that a mine will successfully be developed on any of the Company's mineral properties.


Appendix A: Summary of Diamond Drilling (Retortillo Geotechnical Drilling)

Hole ID	Easting (m)	Northing (m)	Elevation (m)	Depth (m)	Azimuth (°)	Dip (°)	From (m)	To (m)	Thick (m)	eU ₃ O ₈ (ppm)
RTD-360	719400	4519800	744.6	20.50	360	-90	Geotechnical Drill Holes No Significant Intersections			
RTD-361	719708	4519863	760.5	21.00	360	-90				
RTD-362	719490	4519908	753.8	20.10	360	-90				
RTD-363	719560	4520000	746.0	20.05	360	-90				

Notes:

Coordinates are in UTM Grid (ED1950 Zone 29N) and have been measured by a DGPS (+/- 1m accuracy)

All results based on down-hole equivalent grades

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

BERKELEY RESOURCES LIMITED

ABN

40 052 468 569

Quarter ended ("current quarter")

31 MARCH 2013

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (9 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(2,481)	(7,619)
1.3 Dividends received	(215)	(831)
1.4 Interest and other items of a similar nature received	313	1,143
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other (provide details if material) - Business development and transaction costs		
Net Operating Cash Flows	(2,383)	(7,307)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	(121)	(538)
1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets		
1.10 Loans to other entities		
1.11 Loans repaid by other entities		
1.12 Other (provide details if material)		
Net investing cash flows	(121)	(538)
1.13 Total operating and investing cash flows (carried forward)	(2,504)	(7,845)

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(2,504)	(7,845)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	71
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (provide details if material):		
	- Capital raising expenses		
	Net financing cash flows	-	71
	Net increase (decrease) in cash held	(2,504)	(7,774)
1.20	Cash at beginning of quarter/year to date	32,512	37,782
1.21	Exchange rate adjustments to item 1.20	(12)	(12)
1.22	Cash at end of quarter	29,996	29,996

Payments to directors of the entity and associates of the directors

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

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	73
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

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

Non-cash financing and investing activities

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

Not Applicable

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

Not Applicable

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

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

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	2,600
4.2 Development	-
4.3 Production	-
4.4 Administration	250
Total	2,850

Reconciliation of cash

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

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	5,434	2,985
5.2 Deposits at call	24,562	29,527
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	29,996	32,512

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	P.E. Berkeley 3	Direct	100%	Nil
	P.E. Berkeley 7		100%	Nil
	P.I. Bogajo		100%	Nil
	P.I. Las Eras		100%	Nil
	P.I. Tiétar		100%	Nil
	P.I. Lucena		100%	Nil
6.2 Interests in mining tenements acquired or increased	P.I. El Vaqueril	Direct	Nil	100%

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Issued and quoted securities at end of current quarter

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

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	179,393,273	179,393,273	Not Applicable	Not Applicable
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options			<i>Exercise price</i>	<i>Expiry date</i>
-Listed Options	11,894,428	11,894,428	\$0.75	15 May 2013
-Incentive Options	1,000,000	-	\$1.25	1 December 2013
-Incentive Options	2,241,666	-	\$1.35	18 June 2014
-Incentive Options	1,000,000	-	\$0.41	21 September 2015
-Incentive Options	1,750,000	-	\$0.475	22 December 2015
-Unlisted Options	5,500,000	-	\$0.45	30 June 2016
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				

+ See chapter 19 for defined terms.

7.12	Unsecured notes (<i>totals only</i>)		
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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does ~~not~~* (*delete one*) give a true and fair view of the matters disclosed.

Sign here: Date: 29 April 2013
(~~Director~~/Company secretary)

Print name: Clint McGhie

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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+ See chapter 19 for defined terms.