

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and the action you should take, you should immediately consult a professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares in the share capital of Berkeley Mineral Resources plc, you should immediately send this document together with the accompanying Form of Proxy, to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this Circular in jurisdictions other than the UK may be restricted by the laws of those jurisdictions and therefore persons in to whose possession this Circular comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Berkeley Mineral Resources plc

(Incorporated in England and Wales under the Companies Act 1985 with company number 2401127)

Notice of General Meeting

Notice of a General Meeting of the Company ("GM") to be held at 19-20 Grosvenor Street, London W1K 4QH at 11.00am on 8 September 2010 is set out at the end of this document. A Form of Proxy for use at the GM is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon, as soon as possible but, in any event, so as to be received by the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by no later than 11.00am on 6 September, 2010.

A summary of the action to be taken by Shareholders is set out on page 2 of this document . Whether or not you intend to be present at the GM, please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 48 hours before the time appointed for the meeting.

Berkeley Mineral Resources plc

(Registered in England and Wales with company number 02401127)

Directors:
M. Alikhani
Y. Ben Israel

Registered Office:
3rd Floor
19/20 Grosvenor Street
London W1K 4QH

20 August 2010

Dear Shareholder,

Berkeley Minerals Resources plc ("BMR" or the "Company"), which is primarily engaged in processing mining tailings, announced on 1 June 2010 that it had secured an option to secure the rights to process the remaining stockpiles of lead and zinc tailings at Kabwe Mine, Zambia.

BMR has conditionally raised a total of £2.05 million before expenses to pay the US\$3.0 million required to complete the transaction to secure the rights to process the stockpiles. The funds have been raised by way of a conditional placing of 136,666,666 new ordinary shares at a price of 1.5p per share ("Placing"). For every two placing shares subscribed, the placees are to be issued a warrant exercisable at 3p.

The Placing is conditional, inter alia, on the rights to process the tailings being secured, following which an additional 80 million shares are due to be issued to a South African-based company, Dorset Solutions Ltd, which assisted BMR in securing the option.

The Company is currently in the final stages of conducting its legal and metallurgical due diligence on the tailings dumps and expects to be in a position to complete the transaction during the week commencing 23 August 2010.

Leading South African consultants, The Mineral Corporation, are expected to finalise their Competent Persons Report to JORC-compliant Measured and Indicated Resource standard within a week.

BMR intends to complete the transaction as soon as practicable after the provision of this Report.

In order to issue the above shares to Dorset Solutions Ltd, the warrants and to fund the future development of BMR's business, your Directors require authority to issue shares and/or borrow funds. It is proposed to delete the Article 29 from the present Articles of Association which will then allow the Directors to borrow as necessary.

Action to be taken

Notice of a General Meeting of the Company to be held at the 3rd floor, 19-20 Grosvenor Street, London W1K 4QH at 11.00 am 8 September 2010 is set out at the end of this document. A form of proxy for use at the General Meeting is enclosed. We would urge you to complete the form of proxy as soon as possible and ensure that it is returned, no later than 48 hours prior to the time of the General Meeting, to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, irrespective of whether you will be attending the General Meeting. Submission of the form of proxy will not preclude you from attending the meeting in person should you so wish.

Recommendation

Your Board recommends you to vote for the Resolutions to be proposed at the General Meeting as the Directors intend to do in respect of their own holdings of 15,665,958 ordinary shares in aggregate representing 3.01% of the issued share capital.

Yours faithfully,

M Alikhani

Y Ben Israel

Berkeley Mineral Resources Plc

(the "Company")

(Registered and incorporated in England and Wales with Company number 02401127)

Notice of General Meeting

Notice is hereby given that a General Meeting of the Company will be held at 11.00am on 8th September 2010 at 3rd floor, 19-20 Grosvenor Street, London W1K 4QH for the following purposes:

To consider and, if thought fit, pass Resolution 1, which will be proposed as an Ordinary Resolution, and Resolutions 2 and 3 which will be proposed as Special Resolutions:

1. That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to allot ordinary shares:

1.1 up to a maximum nominal amount of £684,000 (in connection with warrants granted by the Company but for no other purpose); and

1.2 in any other case, up to an aggregate nominal value of £5 million,

provided that these authorities, unless duly renewed, varied or revoked by the Company, expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted after such expiry and, the Directors may allot ordinary shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot ordinary shares under section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

2. THAT, subject to the passing of Resolution 1, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, pursuant to the authority conferred by Resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

2.1 the allotment of equity securities in connection with any invitation made to the holders of ordinary shares to subscribe by way of rights in the same proportions (as nearly as may be) to their respective holdings but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with ordinary shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any applicable regulatory body or stock exchange in any territory; and

2.2 the allotment of equity securities pursuant to warrants granted by the Company; and

2.3 the allotment (otherwise than pursuant to paragraphs 2.1 and 2.2 above) of equity securities up to an aggregate nominal amount of £5 million, representing approximately 137 per cent. of the Company's current issued share capital.

The power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 560 of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

3. That:

3.1 Article 29 relating to the Borrowing Powers of the Company be amended to allow the Directors to exercise borrowing powers as necessary; and

3.2 the revised Articles of Association omitting the previous Article 29 produced to the meeting and initialled by the chairperson of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Registered office:
19-20 Grosvenor Street
London
W1K 4QH

**By order of the Board
Masoud Alikhani**

20 August 2010

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6 p.m. on 6 September 2010; or,
 - if this Meeting is adjourned, at 6 p.m. on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please refer to the notes on the Form of Proxy.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed, signed and dated;
- sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR; and
- received by Neville Registrars Limited no later than 11.00 am on 6 September 2010.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR no later than 11.00 a.m. on 6 September 2010.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

9. As at 12 noon on 20 August 2010, the Company's issued share capital comprised 365,784,197 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 noon on 20 August 2010 is 365,784,197.