

**FORM 13-502F1**  
**CLASS 1 REPORTING ISSUERS – PARTICIPATION FEE**

**Reporting Issuer Name:** Berkley Resources Inc.

**End date of last completed fiscal year:** December 31, 2011

Market value of listed or quoted securities:

Total number of securities of a class or series outstanding as  
at the end of the issuer's last completed fiscal year 46,139,482 (i)

Simple average of the closing price of that class or series as  
of the last trading day of each month in the last completed  
fiscal year (See clauses 2.7 (a)(ii)(A) and (B) of the Rule) \$0.018 (ii)

Market value of class or series (i) X (ii) = \$830,510 (A)

(Repeat the above calculation for each other class or series  
of securities of the reporting issuer that was listed or quoted  
on a marketplace in Canada or the United States of America  
at the end of the last completed fiscal year) 0 (B)

Market value of other securities at end of the last completed  
fiscal year:

(See paragraph 2.7(b) of the Rule)  
(Provide details of how value was determined) 0 (C)

(Repeat for each other class or series of securities to which  
paragraph 2.7(b) of the Rule applies) 0 (D)

**Capitalization for the last completed fiscal year**

(Add market value of all classes and series of securities) (A)+(B)+(C)+(D) = \$ 830,510

**Participation Fee**

(From Appendix A of the Rule, select the participation fee  
beside the capitalization calculated above) \$960.00

**Late Fee, if applicable**

(As determined under Section 2.5 of the Rule) 0