



**BERKELEY**energia

## RELEVANT EVENT

Berkeley Energia Limited (“Berkeley” or the “Sociedad”), pursuant to article 17 of Regulation (EU) n° 596/2014 on market abuse and article 228 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015 of October 23, hereby informs on the issuance by the Company of 130,000 shares to a consultant.

The complete text of the referred news release is hereby attached.

In Madrid, on December 09, 2019

Ignacio Santamartina Aroca,  
authorised representative regarding notifications

## BERKELEY ENERGIA LIMITED

**NEWS RELEASE** | 6 December 2019 | LSE/BME/ASX: BKY

### Issue of shares and Appendix 3B

Berkeley Energia Limited (**Company**) has today issued 130,000 fully paid ordinary shares to a consultant of the Company.

Application will be made to the London Stock Exchange for the new ordinary shares, which rank pari passu with the Company's existing issued ordinary shares, to be admitted to trading on the LSE (as depository interests) and to the Spanish Stock Exchanges. Dealings are expected to commence in due course (**Admission**).

The Company's issued ordinary share capital following Admission is 258,605,420 ordinary shares.

The above figure of 258,605,420 ordinary shares may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company, under the ASX Listing Rules and/or the FCA's Disclosure and Transparency Rules.



An Appendix 3B has been provided below.

For further information, please contact:

**For further information please contact:**

**Robert Behets**

Acting Managing Director

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*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

**1. APPENDIX 3B**

**1.1**

**1.2 New issue announcement,**

**1.3 application for quotation of additional securities**

**1.4 and agreement**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Berkeley Energia Limited

ABN

40 052 468 569



We (the entity) give ASX the following information.

## 1.5 Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	130,000
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Ordinary fully paid shares
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes
5	Issue price or consideration	Nil – see below



6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares issued to a key consultant of the Company
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable



6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

Not applicable
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6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

Listing Rule 7.1 – 38,572,313
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7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  
Cross reference: item 33 of Appendix 3B.

6 December 2019
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8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
258,605,420	Ordinary shares
Number	+Class



<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (<i>including</i> the <sup>+</sup>securities in section 2 if applicable)</p>	<p>4,053,000</p>	<p>Performance Share Rights subject to various performance conditions to be satisfied prior to relevant milestones or expiry dates between 31 December 2019 and 31 December 2021</p>
	<p>100,880,000</p>	<p>Convertible loan note with a principal amount of US\$65 million, convertible into 100,880,000 ordinary shares at a conversion price of £0.50 per share expiring 30 November 2021</p>
		<p>Options exercisable at £0.60 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 12 months after vesting or on 30 November 2022</p>
	<p>10,088,625</p>	<p>Options exercisable at £0.75 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 18 months after vesting or on 30 May 2023</p>
	<p>15,132,937</p>	<p>Options exercisable at £1.00 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 24 months after vesting or on 30 November 2023.</p>
	<p>25,221,562</p>	



10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
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12	Is the issue renounceable or non-renounceable?	Not applicable
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13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable
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14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable
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15	<sup>+</sup> Record date to determine entitlements	Not applicable
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
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17	Policy for deciding entitlements in relation to fractions	Not applicable
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18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
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19	Closing date for receipt of acceptances or renunciations	Not applicable
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20	Names of any underwriters	Not applicable
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21	Amount of any underwriting fee or commission	Not applicable
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22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable

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33 +Issue date

Not applicable

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities



**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

Not applicable
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39 +Class of +securities for which quotation is sought 

Not applicable
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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable
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41 Reason for request for quotation now  
Example: In the case of restricted securities, end of restriction period  
  
(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable
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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)		

(A) Quotation agreement



1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

*[lodged electronically without signature]*

Sign here: .....

Date: 6 December 2019



(Director/~~Director~~/Company secretary)

Print name: Dylan Browne

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3. **APPENDIX 3B – ANNEXURE 1**

3.1 **Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities**

Introduced 01/08/12 Amended 04/03/13

3.2 **Part 1**

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	258,415,420
<b><i>Add</i></b> the following: <ul style="list-style-type: none"><li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li><li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li><li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li></ul> <b>Note:</b> <ul style="list-style-type: none"><li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li></ul>	Nil



<ul style="list-style-type: none"> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid <sup>†</sup> ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	258,415,420
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	<b>38,762,313</b>
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of <sup>†</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>60,000 Shares (14 June 2019)</p> <p>130,000 Shares (6 December 2019)</p>
<b>“C”</b>	<b>190,000</b>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	38,762,313



<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	190,000
<b>Total [“A” x 0.15] – “C”</b>	<b>38,572,313</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

### 3.3

### 3.4 Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	Not applicable
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	Not applicable
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> </ul>	Not applicable



<ul style="list-style-type: none"> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
“E”	Not applicable
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	Not applicable
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	Not applicable
<b>Total</b> [“A” x 0.10] – “E”	<b>Not applicable</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

6 December 2019

## NOTICE UNDER SECTION 708A

Berkeley Energia Limited (“the Company”) has today issued 130,000 fully paid ordinary shares. The issued shares are part of a class of securities quoted on Australian Securities Exchange (“ASX”).

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Corporations Act 2001 (Cwth)(the “Act”) that:

- the Company issued the securities without disclosure to investors under Part 6D.2 of the Act;
- as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- as at the date of this notice, there is no information that is “excluded information” within the meaning of sections 708A(7) and (8) of the Act.