HECHO RELEVANTE

Berkeley Energia Limited ("Berkeley" o la "Sociedad"), en cumplimiento de lo previsto en el artículo 17 del Reglamento (UE) nº 596/2014 sobre abuso de mercado y en el 228 del Texto Refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, mediante el presente escrito informa sobre la publicación del informe anual cerrado a 30 de junio de 2019.

Se adjunta a continuación el texto íntegro de dicho informe para conocimiento de los accionistas de la Sociedad.

En Madrid, a 26 de septiembre de 2019

Casandra Alonso-Misol Gerlache,
representante, a efectos de notificaciones

BERKELEY ENERGIA LIMITED

2019

ANNUAL REPORT | INFORME ANUAL

ABN 40 052 468 569

CORPORATE DIRECTORY | DIRECTORIO CORPORATIVO

Directors

Mr Ian Middlemas	Chairman
Mr Deepankar Panigrahi	Non-Executive Director
Mr Nigel Jones	Non-Executive Director
Mr Adam Parker	Non-Executive Director
Mr Robert Behets	Non-Executive Director

Company Secretary
Mr Dylan Browne

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Australia
Ernst and Young Australia - Perth

Solicitors
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Uría Menéndez Abogados, S.L.P

United Kingdom
Bryan Cave Leighton Paisner LLP

Australia
DLA Piper Australia

Bankers
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Australia and New Zealand Banking Group Ltd

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Stock Exchange Listings
Spain
Madrid, Barcelona, Bilboa and Valencia Stock Exchanges (Code: **BKY**)

United Kingdom
London Stock Exchange – Main Board (LSE Code: **BKY**)

Australia
Australian Securities Exchange (ASX Code: **BKY**)

CONTENTS | CONTENIDO

The following sections are available in the full version of the 2019 Annual Report on the Company's website at www.berkeleyenergia.com:

- Corporate Governance
- Mineral Resources and Ore Reserves Statement
- ASX Additional Information

The Company also advises that an Appendix 4G (Key to Disclosures: Corporate Governance Council Principles and Recommendations) and 2019 Corporate Governance Statement have been released today and are also available on the Company's website.

The Directors of Berkeley Energia Limited submit their report on the Consolidated Entity consisting of Berkeley Energia Limited ('Company' or 'Berkeley' or 'Parent') and the entities it controlled at the end of, or during, the year ended 30 June 2019 ('Consolidated Entity' or 'Group').

DIRECTORS' REPORT
30 JUNE 2019

OPERATING AND FINANCIAL REVIEW

Highlights

Highlights for and subsequent to the year end include:

- **Strategy Change:**
  - The Company's primary focus continues to be on progressing the approvals required to commence construction of the Salamanca mine and bring it into production
  - The Company has now set up its head office in Madrid and will ultimately seek to recruit a suitably qualified Spanish National for the Managing Director and Chief Executive Officer ('CEO') role
  - Following on from the Company's successful listing on the Spanish Stock Exchanges in 2018, these initiatives are aimed at further enhancing the Company's strong engagement with its key stakeholders in Spain
- **Management Changes:**
  - Subsequent to the end of year, Mr Paul Atherley resigned as Managing Director and CEO to concentrate on his other investments in the resource sector
  - Mr Robert Behets, Non-Executive Director, has now assumed the role of Acting Managing Director on an interim basis and will be assisted in Spain by Mr Francisco Bellón, the Company's Chief Operations Officer
- **Exploration:**
  - The Company will continue to advance the recently announced battery and Electric Vehicle ('EV') metals exploration strategy which includes an initial six-hole drill programme in licence areas indicated to be prospective for the battery and EV metals lithium, cobalt, tin, tungsten and rare earth elements
- **Permitting Update:**
  - The Company continues to await the Express Resolution on the award of the Urbanism Licence from the local municipality
  - The Company has provided the Nuclear Safety Council ('NSC') with all requested documentation and continues to await their recommendation report, the timing of which remains uncertain

- Subsequent to the end of the year, the Company withdrew its legal challenge against the 2019 appointments to the Board of the NSC

- **Uranium Market:**

  - The uranium price weakened during the year due to uncertainty surrounding President Trump's decision on the Section 232 Petition

  - However subsequent to the year, a decision by the President to decline issuing quotas for US domestic uranium production was announced. The decision is expected to contribute to improved market conditions moving forward, as US utilities, in particular, continue their recontracting cycle

Operations

Strategy and Management Changes

Subsequent to the year, the Company advised that Mr Paul Atherley had resigned as Managing Director and CEO of the Company to concentrate on his other investments in the resource sector.

Mr Atherley had been Managing Director and CEO of Berkeley Energia since June 2015 and had been instrumental in its growth and development.

The Company's focus continues to be on progressing the approvals required to commence construction of the Salamanca mine and bring it into production, as well as advancing the recently announced battery and EV metals exploration strategy.

The Company has now established a head office in Madrid and will ultimately seek to recruit a suitably qualified Spanish National for the Managing Director and CEO role.

Following on from the Company's successful listing on the Spanish Stock Exchanges in 2018, these initiatives are aimed at further enhancing the Company's strong engagement with its key stakeholders in Spain.

While the recruitment process for a suitable candidate for the Managing Director and CEO position takes place, Mr Robert Behets, Non-Executive Director, has assumed the role of Acting Managing Director and will be assisted in Spain by Mr Francisco Bellón, the Company's Chief Operations Officer.

Drill programme for critical battery and EV metals

During the year, the Company announced the commencement of its initial (six hole) drill programme to test for critical battery and EV metals across its large licence holding in Western Spain.

The targets have been generated through detailed exploration for a wide range of minerals over the past two years and further refined by the use of an innovative Ionic Leach programme.

The results from this drill programme will be fed back into the database and more refined targets interpreted which will allow for further analysis of the mineral and metal endowment across the Company's large licence holding in this mineral rich province.

The Company was awarded with three new licenses during the year covering an area of 266 km^2, located 40 km from Retortillo.

Previous geochemical analysis using ionic leach methodology has shown the licence areas to be prospective for the battery and EV metals lithium, cobalt, tin, tungsten and rare earth elements.

The Company was also more recently awarded an additional 31 km^2 licence which includes some former lithium and titanium operations and is adjacent to one of the areas being drilled in the current programme.

Permitting Update

The Company has resubmitted its Urbanism Licence application to the local municipality following the resolution of two outstanding items and continues to await the Express Resolution on the award of the licence.

The Company has provided the Nuclear Safety Council with all requested documentation and continues to await their recommendation report, the timing of which remains uncertain.

Subsequent to the end of the year, the Company withdrew its legal challenge against the 2019 appointments to the Board of the NSC.

The Salamanca mine is being developed to the highest international standards and the Company's commitment to the environment remains a priority. It holds certificates in Sustainable Mining and Environmental Excellence which were awarded by AENOR, an independent Spanish government agency. The Company has been re-awarded both certificates following a consultation process with the agency. The Company holds the relevant status for best practices on Health and Safety at the Salamanca mine.

Uranium market

The uranium price weakened during the year due to uncertainty surrounding President Trump's decision on the Section 232 Petition.

However subsequent to the end of the year, a decision by the President to decline issuing quotas for US domestic uranium production was announced.

The decision is expected to contribute to improved market conditions moving forward, as US utilities, in particular, continue their recontracting cycle.

The US Department of Commerce confirmed in July 2018 that it would initiate a Section 232 trade investigation into uranium imports which was the result of a petition in mid-January 2018 by Energy Fuels and Ur-Energy (the only 2 substantive US uranium producers) and came after a prolonged period of low prices.

The petitioners are seeking a mandated requirement that US utilities purchase a minimum 25% of their requirements from US producers. The petition is now under review by the US nuclear fuel cycle working group which will make a recommendation to the President by mid-October 2019.

Some market commentators expect that we are likely to see tax credits offered to utilities for buying domestic uranium and there may be some mandate to buy a certain amount. The resolution of this issue is expected to end a period of uncertainty and provide a boost for uranium prices

The Company has 2.75 million pounds of U_3O_8 under contract for the first six years, with a further 1.25 million pounds of optional volume, at an average price above US$42.

The Company will continue to progressively build its offtake book and has granted the Oman sovereign wealth fund the right to match any future long-term offtake transactions.

Commitment to the community

The Company has invested more than €80 million developing the Salamanca mine over the past decade and plans to invest an additional €250 million over the life of the project.

The Company has signed Cooperation Agreements with the highly supportive local municipalities, demonstrating its commitment to fostering positive relationships with these communities.

To date, through these agreements, the Company has provided Wifi networks for local villages, built play areas for children, repaired sewage water plants, upgraded sports facilities, and sponsored various sporting events and local festivals.

The Company has worked tirelessly over the past decade to develop positive and mutually beneficial relationships with the local communities and will continue to do so as construction commences.

Balance Sheet

The Company is in a strong financial position with A$97 million in cash.

Results of Operations

The Consolidated Entity's net profit after tax for the year ended 30 June 2019 was $34,431,000 (2018: loss $4,748,000). Significant items contributing to the year end profit and substantial differences from the previous year (loss) include the following:

(i) Exploration and evaluation expenses of $8,541,000 (2018: $12,040,000), which is attributable to the Group's accounting policy of expensing exploration and evaluation expenditure incurred subsequent to the acquisition of the rights to explore and up to the successful completion of definitive feasibility studies and permitting for each separate area of interest.

(ii) Business development expenses of $1,295,000 (2018: $1,989,000) which includes the Groups investor relations activities including but not limited to public relations costs, marketing and digital marketing, broker fees, travel costs, conference fees, business development consultant fees and stock exchange admission fees.

(iii) Non-cash share-based payment gain of $1,918,000 (2018: expense of $545,000) was recognised in respect of incentive securities granted to directors, employees and key consultants. The Company's policy is to expense the incentive securities over the vesting period (which for Performance Rights is generally the life of the security). The gain during the year is due to 3.6 million unvested performance rights expiring 31 December 2018 with the previous expense recognised being reversed.

(iv) Non-cash fair value gain of $38,120,000 (2018: $15,881,000) of the convertible note and unlisted options issued to SGRF ('SGRF Options'). These financial liabilities increase or decrease in value in correlation with the Company's share price. With the share price decreasing substantially during the year, the size of financial liability has decreased materially resulting in a large fair value gain for the period. As the convertible note and SGRF Options convert into shares, the liabilities will be reclassified to equity and will require no cash settlement by the Company.

Commercially, the intentions of both SGRF and the Company prior to completing the convertible note transaction was to enter into an equity arrangement. The Company has however complied with the accounting standards and accounted for the convertible note as a financial liability.

Under the ASX Listing Rules, the convertible note and SGRF Options are defined as equity securities.

Due to the conversion terms of the convertible note leading to the issuance of a variable number of ordinary shares in the Company in return for conversion of the convertible note, the Company is required under the accounting standards to account for the convertible note as a current financial liability at fair value through profit and loss, despite the Company having no obligation to extinguish the convertible note using its cash resources.

The Group also incurred one off costs in the prior year to issue the convertible note and associated securities of $2,697,000.

(v) Recognition of interest income of $2,340,000 (2018: $1,034,000). The large increase in interest income reflects the larger cash position of the Group during the year.

Financial Position

At 30 June 2019, the Group is in an extremely good financial position with cash reserves of $96,587,000.

The Group had net assets of $79,648,000 at 30 June 2019 (2018: $46,780,000), an increase of 70% compared with the previous year. This increase is consistent with the reduction in the value of the financial liabilities at fair value through profit and loss (the convertible note and SGRF Options) offset by a lower cash balance.

Business Strategies and Prospects for Future Financial Years

Berkeley's strategic objective is to create long-term shareholder value with the Company's primary focus continuing to be on progressing the approvals required to commence construction of the Salamanca mine and bring it into production.

To achieve its strategic objective, the Company currently has the following business strategies and prospects:

- Continue to progress permitting and maintain the required licences to develop and operate at the Salamanca mine

- Advance the Salamanca mine through the development phase into the main construction phase and then into production;
- Progress with seeking further offtake partners. The Company has maintained its preference to combine fixed and market related pricing across its contracts in order to secure positive margins in the early years of production whilst ensuring the Company remains exposed to potentially higher prices in the future;
- Continue to explore the Company's portfolio of tenements in Spain targeting further Zona 7 style deposits aimed at making new discoveries and converting some of the 29.6 million pounds of Inferred resources into the mine schedule with the objective of maintaining annual production at over 4 million pounds a year on an ongoing basis;
- Assess other mine development opportunities at the Salamanca mine; and
- Advance the Company's complementary battery and EV metals exploration program.

As with any other mining projects, all of these activities are inherently risky and the Board is unable to provide certainty that any or all of these activities will be able to be achieved.

The material business risks faced by the Company that are likely to have an effect on the Company's future prospects, and how the Company manages these risks, include but are not limited to the following:

Mining licences and government approvals required – With the mining licence, environmental licence and the authorisation of exceptional land use already obtained at the Salamanca mine, the next two major approvals for the mine includes the Urbanism Licence by the relevant municipal authority and the Construction Authorisation by the Ministry of Ecological Transition for the treatment plant as a radioactive facility.

During the year the Company resubmitted its Urbanism Licence application to the local municipality following the resolution of two outstanding items and continues to await the Express Resolution on the award of the licence. However, the timing of the award of the Urbanism Licence continues to remain uncertain and is outside of the Company's control. During the year the Company appealed against the procedure for the appointment of the new Nuclear Safety Council board, however subsequent to the end of the year, this appeal has been withdrawn.

Various appeals have also been made against a number of permits and approvals discussed above, as allowed for under Spanish law, and the Company expects that further appeals will be made against these and future authorisations and approvals in the ordinary course of events. Whilst none of these appeals have been finally determined, no precautionary or interim measures have been granted in relation to the appeals regarding the award of licences and authorisations at the Salamanca mine to date. However, the successful development of the Salamanca mine will be dependent on the granting of all permits and licences necessary for the construction and production phases, in particular the award of the Urbanism Licence and Construction Authorisation which will allow for the construction of the plant as a radioactive facility with both approvals currently outstanding.

The Company has received more than 120 favourable reports and permits for the development of the mine to date, however with any development project, there is no guarantee that the Company will be successful in applying for and maintaining all required permits and licences to complete construction and subsequently enter into production. If the required permits and licences are not obtained, then this could have a material adverse effect on the Group's financial performance, which may lead to a reduction in the carrying value of assets and may materially jeopardise the viability of the Salamanca mine and the price of its Ordinary Shares.

Further, The Company's exploration and any future mining activities are dependent upon the maintenance and renewal from time to time of the appropriate title interests, licences, concessions, leases, claims, permits, environmental decisions, planning consents and other regulatory consents which may be withdrawn or made subject to new limitations. The maintaining or obtaining of renewals or attainment and grant of title interests often depends on the Company being successful in obtaining and maintaining required statutory approvals for its proposed activities. The Company closely monitors the status of its mining permits and licences and works closely with the relevant Government departments in Spain to ensure the various licences are maintained and renewed when required. However, there is no assurance that such title interests, licenses, concessions, leases, claims, permits, decisions or consents will not be revoked, significantly altered or not renewed to the detriment of the Company or that the renewals and new applications will be successful;

The Company's activities are subject to Government regulations and approvals – Any material adverse changes in government policies or legislation of Spain that affect uranium mining, processing, development and mineral exploration activities, income tax laws, royalty regulations, government subsidies and environmental issues may affect the viability and profitability of the Salamanca mine. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could adversely impact the Group's mineral properties;

Additional requirements for capital – The issue of the US$65 million Convertible Note and SGRF Options to SGRF has provided the Company the funds to complete the upfront capital items at the Salamanca mine, subject to the SGRF Options being exercised early. Due to the delays in the receipt of final permits as discussed above (the receipt of express resolution on the Urbanism Licence and the Construction Authorisation) the Company has been funding its ongoing working capital requirements which has reduced the amount available to fund full construction. This position will continue for so long as the final permits remain outstanding, unless the SGRF Options are exercised early. As a result of these delays, the Company expects that following receipt of the permits and in order to fully fund the full construction of the Salamanca mine into steady state production, it will be required to raise additional funding in order to meet the capital costs of the mine development and to fund working capital until positive cash flows are achieved. As a result, it is expected that the Salamanca mine will not reach steady state production prior to 2020 and that fully funding full construction and reaching steady state production will be dependent on the SGRF Options being exercised or alternative funding being secured;

The Company may be adversely affected by fluctuations in commodity prices – The price of uranium has fluctuated widely since the Fukushima nuclear power plant disaster in March 2011 and is affected by further numerous factors beyond the control of the Company. Future production, if any, from the Salamanca mine will be dependent upon the price of uranium being adequate to make these properties economic. The Company currently does not engage in any hedging or derivative transactions to manage commodity price risk, but as the Company's Project advances, this policy will be reviewed periodically;

The Group's projects are not yet in production – As a result of the substantial expenditures involved in mine development projects, mine developments are prone to material cost overruns versus budget. The capital expenditures and time required to develop new mines are considerable and changes in cost or construction schedules can significantly increase both the time and capital required to build the mine; and

Global financial conditions may adversely affect the Company's growth and profitability – Many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and energy markets, and a lack of market liquidity. A slowdown in the financial markets or other economic conditions may adversely affect the Company's growth and ability to finance its activities.

DIRECTORS

The names of Directors in office at any time during the financial year or since the end of the financial year are:

Mr Ian Middlemas	Chairman
Mr Paul Atherley	Managing Director and CEO (resigned effective 11 July 2019)
Mr Deepankar Panigrahi	Non-Executive Director
Mr Nigel Jones	Non-Executive Director
Mr Adam Parker	Non-Executive Director
Mr Robert Behets	Non-Executive Director

Unless otherwise disclosed, Directors held their office from 1 July 2018 until the date of this report.

CURRENT DIRECTORS AND OFFICERS

Ian Middlemas
Chairman
Qualifications – B.Com, CA

Mr Middlemas is a Chartered Accountant, a member of the Financial Services Institute of Australasia and holds a Bachelor of Commerce degree. He worked for a large international Chartered Accounting firm before joining the Normandy Mining Group where he was a senior group executive for approximately 10 years. He has had extensive corporate and management experience, and is currently a director with a number of publicly listed companies in the resources sector.

Mr Middlemas was appointed a Director and Chairman of Berkeley Energia Limited on 27 April 2012. During the three year period to the end of the financial year, Mr Middlemas has held directorships in Constellation Resources Limited (November 2017 – present), Apollo Minerals Limited (July 2016 – present), Paringa Resources Limited (October 2013 – present), Prairie Mining Limited (August 2011 – present), Salt Lake Potash Limited (January 2010 – present), Equatorial Resources Limited (November 2009 – present), Piedmont Lithium Limited (September 2009 – present), Sovereign Metals Limited (July 2006 – present), Odyssey Energy Limited (September 2005 – present), Cradle Resources Limited (May 2016 – July 2019) and Syntonic Limited (April 2010 – June 2017).

Robert Behets
Acting Managing Director, Non-Executive Director
Qualifications – B.Sc (Hons), FAusIMM, MAIG

Mr Behets is a geologist with over 30 years' experience in the mineral exploration and mining industry in Australia and internationally. He was instrumental in the founding, growth and development of Mantra Resources Limited, an African focused uranium company, through to its acquisition by ARMZ for approximately A$1 billion in 2011. Prior to Mantra, Mr Behets held various senior management positions during a long career with WMC Resources Limited.

Mr Behets has a strong combination of technical, commercial and managerial skills and extensive experience in exploration, mineral resource and ore reserve estimation, feasibility studies and operations across a range of commodities, including uranium, gold and base metals. He is a Fellow of The Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists and was also previously a member of the Australasian Joint Ore Reserve Committee ('JORC').

Mr Behets was appointed a Director of the Company on 27 April 2012. During the three year period to the end of the financial year, Mr Behets has held directorships in Constellation Resources Limited (June 2017 – present), Apollo Minerals Limited (October 2016 – present), Equatorial Resources Limited (February 2016 to present), Piedmont Lithium Limited (February 2016 to May 2018) and Cradle Resources Limited (May 2016 to July 2017).

Deepankar Panigrahi
Non-Executive Director
Qualifications – MS, MBA

Mr Panigrahi is an Investment Manager in the Private Equity division of SGRF and has extensive experience across a variety of sectors and geographies covering all stages of the private equity process, including post investment management. Mr Panigrahi holds an Undergraduate and Master's degree in Economics with Distinction and Honours from the University of Michigan followed by an MBA from Cambridge University.

Mr Panigrahi was appointed a director of the Company on 30 November 2017. Mr Panigrahi has not been a Director of another listed company in the three years prior to the end of the financial year.

Nigel Jones
Non-Executive Director
Qualifications – MA

Mr Jones has thirty years' experience in the international mining sector. He has considerable corporate development and marketing expertise, including being responsible for the negotiation of key uranium supply agreements for Rio Tinto.

Mr Jones has spent two decades at Rio Tinto, where he currently holds the position of Managing Director of the Simandou iron ore project. In previous roles he was Global Head of Business Development, Managing Director of Rio Tinto Marine, Head of Investor Relations and Marketing Director, Uranium.

From 2017 to 2019, Mr Jones held the role of Head of Private Side Capital Markets at ICBC Standard Bank, leading the investment banking division of the global markets subsidiary of Industrial and Commercial Bank of China, the world's largest bank by assets.

Mr Jones holds a Master's degree in Modern Languages from Oxford University and is an alumnus of London Business School where he completed its Corporate Finance Programme.

Mr Jones was appointed a Director of Berkeley Energia Limited on 7 June 2017. Mr Jones has not been a Director of another listed company in the three years prior to the end of the financial year.

Adam Parker
Non-Executive Director
Qualifications – MA.Chem (Hons), ASIP

Mr Parker joined the Company after a long and successful career in institutional fund management in the City of London spanning almost three decades, including being a co-founder of Majedie Asset Management, which today manages assets of approximately £14 billion.

Mr Parker began his career in 1987 at Mercury Asset Management (subsequently acquired by Merrill Lynch and now part of BlackRock) and left in 2002 when he co-founded Majedie Asset Management.

Mr Parker was instrumental in building Majedie Asset Management into the successful investment boutique that it is today. He managed funds including the Majedie UK Opportunities Fund, the Majedie UK Smaller Companies Fund and a quarter of the Majedie UK Focus Fund.

Mr Parker was appointed a Director of Berkeley Energia Limited on 14 June 2017. Mr Parker has not been a Director of another listed company in the three years prior to the end of the financial year.

Dylan Browne
Company Secretary
Qualifications – B.Com, CA, AGIA

Mr Browne is a Chartered Accountant and Associate Member of the Governance Institute of Australia (Chartered Secretary) who is currently Company Secretary for a number of ASX and European listed companies that operate in the resources sector. He commenced his career at a large international accounting firm and has since been involved with a number of exploration and development companies operating in the resources sector, based from London and Perth, including Apollo Minerals Limited, Prairie Mining Limited and Papillon Resources Limited. Mr Browne successfully listed Prairie on the Main Board of the London Stock Exchange and the Warsaw Stock Exchange in 2015 and recently oversaw Berkeley's listings on the Main Board LSE and the Madrid, Barcelona, Bilboa and Valencia Stock Exchanges. Mr Browne was appointed Company Secretary of the Company on 25 October 2012. Mr Browne was appointed Company Secretary of the Company on 29 October 2015.

OTHER KMP

Francisco Bellón del Rosal (Francisco Bellón)
Chief Operations Officer
Qualifications – M.Sc, MAusIMM

Mr Bellón is a Mining Engineer specialising in mineral processing and metallurgy with over 20 years' experience in operational and project management roles in Europe, South America and West Africa. He held various senior management roles with TSX listed Rio Narcea Gold Mines during a 10 year career with the company, including Plant Manager for El Valle/Carles process facility and Operations Manager prior to its acquisition by Lundin Mining in 2007. During this period, Mr Bellón was involved in the development, construction, commissioning and production phases of a number of mining operations in Spain and Mauritania including El Valle-Boinás / Carlés (open pit and underground gold-copper mines in northern Spain), Aguablanca (open pit nickel-copper mine in southern Spain) and Tasiast (currently Kinross' world class open pit gold mine in Mauritania). He subsequently joined Duro Felguera, a large Spanish engineering house, where as Manager of the Mining Business, he managed the peer review, construction and commissioning of a number of large scale mining operations in West Africa and South America in excess of US$1 billion. Mr Bellón joined Berkeley Energia Limited in May 2011.

Sean Wade
Chief Commercial Officer
Qualifications – MA

Mr Wade is an experienced corporate executive with broad experience across natural resources and emerging markets. He commenced his career at Cazenove & Co and spent 20 years in a variety of roles in capital markets where he was involved in numerous transactions involving mining and other resource companies.

He subsequently led the communications strategy for Asia Resource Minerals (previously Bumi PLC) and more recently oversaw a wide-ranging communications portfolio for TBC Bank PLC, Georgia's largest universal bank.

Mr Wade holds a Masters degree in Social Anthropology from Cambridge University

PRINCIPAL ACTIVITIES

The principal activities of the Consolidated Entity during the year consisted of mineral exploration and development. There was no significant change in the nature of those activities.

DIVIDENDS

No dividends have been declared, provided for or paid in respect of the financial year ended 30 June 2019 (2018: nil).

EARNINGS PER SHARE

	2019 Cents	2018 Cents
Basic and diluted earnings/(loss) per share	**9.58**	(1.51)

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as disclosed below, there were no significant changes in the state of affairs of the Consolidated Entity during the year.

(i) On 23 January 2019, the Company announced that it had received a number of favourable assessments from various regulatory bodies including two from the Nuclear Safety Council relating to the pre-operational Surveillance Plan for Radiological and Environmental Affections and the pre-operational Surveillance Plan for the Control of the Underground Water.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

(i) On 11 July 2019, Mr Paul Atherley resigned as Managing Director and CEO to concentrate on his other investments in the resource sector.

Other than as outlined above, as at the date of this report there are no matters or circumstances, which have arisen since 30 June 2019 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2019, of the Consolidated Entity;
- the results of those operations, in financial years subsequent to 30 June 2019, of the Consolidated Entity; or
- the state of affairs, in financial years subsequent to 30 June 2019, of the Consolidated Entity.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Consolidated Entity's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve. Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities.

There have been no significant known breaches by the Consolidated Entity during the financial year.

In September 2012, Berkeley qualified for certification in accordance with ISO 14001 of Environmental Management, which sets out the criteria for an environmental management system, and UNE 22480 of Sustainable Mining Management, which allows for the systematic monitoring and tracking of sustainability indicators, and is useful in the establishment of targets for constant improvement. These certificates are renewed following completion of audits established by the regulations, with the most recent audit successfully completed in July 2017. In addition, the Company obtained the certification on the OHSAS 18001 in September 2018, which set up the criteria for the health and safety management system at the Salamanca project site.

INFORMATION ON DIRECTORS' INTERESTS IN SECURITIES OF BERKELEY

	Interest in Securities at the Date of this Report		
Current Directors	**Ordinary Shares(i)**	**Incentive Options(ii)**	**Performance Rights(iii)**
Ian Middlemas	9,300,000	-	-
Deepankar Panigrahi	-	-	-
Nigel Jones	35,000	-	-
Adam Parker	200,000	-	-
Robert Behets	2,490,000	-	240,000

Notes

(i) ‘Ordinary Shares’ means fully paid ordinary shares in the capital of the Company.

(ii) 'Incentive Options' means an unlisted option to subscribe for one Ordinary Share in the capital of the Company
(iii) 'Performance Rights' means the right to subscribe to one Ordinary Share in the capital of the Company upon the completion of specific performance milestones by the Company.

SHARE OPTIONS AND PERFORMANCE RIGHTS

At the date of this report the following unlisted securities have been issued over unissued Ordinary Shares of the Company:

- 4,943,000 Performance Rights expiring on 31 December 2019;
- 100,000 Performance Rights expiring on 30 June 2020;
- 100,000 Performance Rights expiring on 31 December 2020;
- 600,000 Performance Rights expiring on 31 December 2021;
- 60,000 share rights expiring 1 May 2020;
- 70,000 share rights expiring 1 May 2021;
- A convertible note with a principal amount US$65 million convertible into shares 100,880,000 shares at a price of £0.50 per share expiring 30 November 2021 ('Convertible Note'); and
- SGRF Options as follows:
    - 10,089,000 unlisted options exercisable at £0.60 each, vesting on conversion of the Convertible Note and expiring the earlier of 12 months after vesting or on 30 November 2022;
    - 15,133,000 unlisted options exercisable at £0.75 each, vesting on conversion of the Convertible Note and expiring the earlier of 18 months after vesting or on 30 May 2023; and
    - 25,222,000 unlisted 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.

These securities do not entitle the holders to participate in any share issue of the Company or any other body corporate. During the year ended 30 June 2019, no Ordinary Shares were issued as a result of the exercise or conversion of Performance Rights, the Convertible Note or SGRF Options. Subsequent to the end of the financial year and up and until the date of this report, no Ordinary shares have been issued as a result of the exercise or conversion of the Performance Rights, SGRF Options or Convertible Note.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's Directors and the board committees held during the year ended 30 June 2019, and the number of meetings attended by each director. During the year the Board resolved to establish a Remuneration and Nomination Committee.

The Board as a whole currently performs the functions of an Audit Committee and Risk Committee, however this will be reviewed should the size and nature of the Company's activities change.

	Board Meetings		Remuneration and Nomination Committee[(i)]	
Current Directors	**Number Eligible to Attend**	**Number Attended**	**Number Eligible to Attend**	**Number Attended**
Ian Middlemas	3	3	-	-
Paul Atherley	3	3	-	-
Deepankar Panigrahi	3	3	-	-
Nigel Jones	3	3	-	-
Adam Parker	3	2	-	-
Robert Behets	3	2	-	-

Notes
(i) Remuneration and Nomination Committee meetings are generally considered and approved by means of written resolutions of committee members.

REMUNERATION REPORT (AUDITED)

This report details the amount and nature of remuneration of each director and executive officer of the Company.

Details of Key Management Personnel

The Key Management Personnel ('KMP') of the Group during or since the end of the financial year were as follows:

Directors	
Mr Ian Middlemas	Chairman
Mr Paul Atherley	Managing Director and CEO (resigned effective 11 July 2019)
Mr Deepankar Panigrahi	Non-Executive Director
Mr Nigel Jones	Non-Executive Director
Mr Adam Parker	Non-Executive Director
Mr Robert Behets	Non-Executive Director

Details of Key Management Personnel (Continued)

Current KMP	
Mr Francisco Bellón	Chief Operations Officer
Mr Dylan Browne	Company Secretary
Mr Sean Wade	Chief Commercial Officer

There were no other key management personnel of the Company or the Group. Unless otherwise disclosed, the Key Management Personnel held their position from 1 July 2018 until the date of this report.

Remuneration Policy

The remuneration policy for the Group's KMP has been developed by the Board taking into account the size of the Group, the size of the management team for the Group, the nature and stage of development of the Group's current operations and market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

In addition to considering the above general factors, the Board has also placed emphasis on the following specific issues in determining the remuneration policy for key management personnel:

- the Group is currently focused on undertaking development and construction activities;
- risks associated with resource companies whilst exploring and developing projects; and
- other than profit which may be generated from asset sales (if any), the Group does not expect to be undertaking profitable operations until sometime after the successful commercialisation, production and sales of commodities from one or more of its current projects, or the acquisition of a profitable mining operation.

Remuneration and Nomination Committee

The Board has established an independent Remuneration and Nomination Committee ('Remcom') to oversee the Group's remuneration and nomination responsibilities and governance. The remuneration committee members consist of three independent non-executive directors being Mr Parker (as Chair), Mr Jones and Mr Behets.

The Remcom's role is to determine the remuneration of the Company's executives, oversee the remuneration of KMP, and approve awards under the Company's long-term incentive plan ('LTIP').

The Remcom reviews the performance of executives and KMP and sets the scale and structure of their remuneration and the basis of their service/consulting agreements. In doing so, the Remcom will have due regard to the interests of shareholders.

In determining the remuneration of executives and KMP, the Remcom seeks to enable the Company to attract and retain executives of the highest calibre. In addition, the Remcom decides whether to grant incentives securities in the Company and, if these are to be granted, who the recipients should be.

Remuneration Policy for Executives

The Group's remuneration policy is to provide a fixed remuneration component and a performance based component (Incentive Options, Performance Rights and cash bonuses, see below). The Board believes that this remuneration policy is appropriate given the considerations discussed in the section above and is appropriate in aligning KMP objectives with shareholder and business objectives.

Fixed Remuneration

Fixed remuneration consists of base salaries, as well as employer contributions to superannuation funds and other non-cash benefits. Non-cash benefits may include provision of motor vehicles, housing and health care benefits.

Fixed remuneration will be reviewed annually by the Remcom. The process consists of a review of Company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

Performance Based Remuneration – Short Term Incentive

Some KMP are entitled to an annual cash bonus upon achieving various key performance indicators ('KPI's'), as set by the Board. Having regard to the current size, nature and opportunities of the Company, the Board has determined that these KPI's will include measures such as successful completion of exploration activities (e.g. completion of exploration programmes within budgeted timeframes and costs), development activities (e.g. completion of feasibility studies and initial infrastructure), corporate activities (e.g. recruitment of key personnel and project financing) and business development activities (e.g. project acquisitions and capital raisings). On an annual basis, after consideration of performance against KPI's, the Board determines the amount, if any, of the annual cash bonus to be paid to each KMP. During the financial year no bonus (2018: nil) is to be paid, or is payable to KMP. If or when the approvals for the Urbanism Licence and the Construction Authorisation for the plant are forthcoming, the Remcom and Board will make an assessment on if any bonuses are to be paid to KMP.

Performance Based Remuneration – Long Term Incentive

The Group has adopted a LTIP comprising the grant of Performance Rights and/or Incentive Options to reward KMP and key employees and contractors for long-term performance of the Company. Shareholders approved the renewal of the Performance Rights Plan ("**Plan**") in July 2015.

To achieve its corporate objectives, the Group needs to attract, incentivise, and retain its key employees and contractors. The Board believes that grants of Performance Rights and/or Incentive Options to KMP will provide a useful tool to underpin the Group's employment and engagement strategy.

(i) Performance Rights

The Group has a Plan that provides for the issuance of unlisted Performance Rights which, upon satisfaction of the relevant performance conditions attached to the Performance Rights, will result in the issue of an Ordinary Share for each Performance Right. Performance Rights are issued for no consideration and no amount is payable upon conversion thereof.

The Plan enables the Group to: (a) recruit, incentivise and retain KMP and other key employees and contractors needed to achieve the Group's business objectives; (b) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Group; (c) align the financial interest of participants of the Plan with those of Shareholders; and (d) provide incentives to participants of the Plan to focus on superior performance that creates Shareholder value.

Performance Rights granted under the Plan to eligible participants will be linked to the achievement by the Group of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Ordinary Shares are automatically issued for no consideration. If a performance condition of a Performance Right is not achieved by the expiry date then the Performance Right will lapse.

During the financial year, 1,100,000 Performance Rights were granted to KMP and key employees. No Performance Rights were converted during the financial year. 3,603,000 Performance Rights previously granted to KMP were forfeited during the financial year.

(ii) Incentive Options

The Group has also chosen to issue Incentive Options to some KMP and key employees and contractors as part of their remuneration and incentive arrangements in order to attract and retain their and to provide an incentive linked to the performance of the Company.

The Board's policy is to grant Incentive Options to KMP with exercise prices at or above market share price (at the time of agreement). As such, Incentive Options granted to KMP are generally only of benefit if the KMP perform to the level whereby the value of the Group increases sufficiently to warrant exercising the Unlisted Options granted.

Other than service-based vesting conditions (if any) and the exercise price required to exercise the Incentive Options, there are no additional performance criteria on the Unlisted Options granted to executives, as given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the KMP and the performance and value of the Group are closely related.

The Company prohibits executives entering into arrangements to limit their exposure to Incentive Options granted as part of their remuneration package.

Performance Based Remuneration – Long Term Incentive

(ii) Incentive Options (Continued)

During the financial year, no Incentive Options were granted to KMP and key employees. No Incentive Options were exercised by KMP during the financial year. 3,500,000 Incentive Options previously granted to KMP lapsed during the financial year.

Remuneration Policy for Non-Executive Directors

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, incentive options have been used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. The maximum aggregate amount that may be paid to Non-Executive Directors in a financial year is $350,000, as approved by shareholders at a Meeting of Shareholders held on 6 May 2009. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not directly linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Given the size, nature and opportunities of the Company, Non-Executive Directors may receive Incentive Options or Performance Rights in order to secure and retain their services.

Fees for the Chairman were set at $50,000 per annum (2018: $50,000) (including post-employment benefits).

Fees for Non-Executive Directors' were set at $45,000 per annum (2018: $45,000) (including post-employment benefits). These fees cover main board activities only. Non-Executive Directors may receive additional remuneration for other services provided to the Company, including but not limited to, membership of committees.

During the 2019 financial year, no Incentive Options or Performance Rights were granted to Non-Executive Directors.

The Company prohibits Non-Executive Directors entering into arrangements to limit their exposure to Incentive Options granted as part of their remuneration package.

Relationship between Remuneration and Shareholder Wealth

During the Group's exploration and development phases of its business, the Board anticipates that the Company will retain future earnings (if any) and other cash resources for the operation and development of its business. Accordingly, the Company does not currently have a policy with respect to the payment of dividends and returns of capital. Therefore, there was no relationship between the Board's policy for determining, or in relation to, the nature and amount of remuneration of KMP and dividends paid and returns of capital by the Company during the current and previous four financial years.

The Board does not directly base remuneration levels on the Company's share price or movement in the share price over the financial year and the previous four financial years. Discretionary annual cash bonuses are based upon achieving various non-financial KPIs as detailed under 'Performance Based Remuneration – Short Term Incentive' and are not based on share price or earnings. As noted above, a number of KMP have also been granted Performance Rights and Incentive Options, which generally will be of greater value should the value of the Company's shares increase (subject to vesting conditions being met), and in the case of options, increase sufficiently to warrant exercising the Incentive Options granted.

Relationship between Remuneration of KMP and Earnings

As discussed above, the Group is currently undertaking exploration and development activities, and does not expect to be undertaking profitable operations until sometime after the successful commercialisation, production and sales of commodities from one or more of its current projects.

Accordingly, the Board does not consider earnings during the current and previous four financial years when determining, and in relation to, the nature and amount of remuneration of KMP.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Fees for Non-Executive Directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and Non-Executive Directors have received Performance Rights and Incentive Options in order to secure their services and as a key component of their remuneration.

General

Where required, KMP receive superannuation contributions (or foreign equivalent), currently equal to 9.5% of their salary, and do not receive any other retirement benefit. From time to time, some individuals have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to KMP is valued at cost to the company and expensed. Incentive Options and Performance Rights are valued using an appropriate valuation methodology. The value of these Incentive Options and Performance Rights is expensed over the vesting period.

KMP Remuneration

Details of the nature and amount of each element of the remuneration of each Director and other KMP of the Company or Group for the financial year are as follows:

	Short-term Benefits				Non-Cash			
2019	Salary & Fees $	Cash Incentive $	Other Non-Cash Benefits (2) $	Post Employ-ment Benefits (3) $	Share-Based Payments (1) $	Total $	Percentage of Total Remunerat-ion that Consists of Options/ Rights %	Percent-age Perform-ance Related %
Directors								
Ian Middlemas	**45,600**	**-**	**-**	**4,332**	**-**	**49,932**	**-**	**-**
Paul Atherley	**497,372**	**-**	**-**	**-**	**(620,817)**	**(123,445)**	**-**	**-**
Deepankar Panigrahi	**45,000**	**-**	**-**	**-**	**-**	**45,000**	**-**	**-**
Nigel Jones	**45,000**	**-**	**-**	**-**	**-**	**45,000**	**-**	**-**
Adam Parker	**60,000**	**-**	**-**	**-**	**-**	**60,000**	**-**	**-**
Robert Behets	**41,096**	**-**	**-**	**3,904**	**(135,262)**	**(90,262)**	**-**	**-**
Current KMP							**-**	**-**
Francisco Bellón	**308,134**	**-**	**50,442**	**23,446**	**(410,483)**	**(28,461)**	**-**	**-**
Sean Wade	**328,909**	**-**	**-**	**-**	**309,821**	**638,730**	**48.6**	**48.6**
Dylan Browne	**106,775**	**-**	**-**	**9,500**	**(139,774)**	**(23,499)**	**-**	**-**
Total	**1,477,886**	**-**	**50,442**	**41,182**	**(996,515)**	**572,995**		

Notes

(1) Share-based payments are measured for by using a Black-Scholes valuation method and are expensed over the vesting period of the Performance Rights or Incentive Options issued. Performance Rights are linked to the achievement by the Company of certain performance conditions as determined by the Board from time to time with the Performance Rights only of any value to the holder if the performance conditions are satisfied prior to the expiry of the respective Performance Rights. During the financial year, 3,603,000 Performance Rights previously granted to KMP were forfeited and as such the previously recognised expense was reversed.

(2) Other Non-Cash Benefits includes payments made for housing and car benefits.

(3) Contains statutory superannuation and social security.

KMP Remuneration (Continued)

	Short-term Benefits	Non-Cash	Percentage

2018	Salary & Fees $	Cash Incentive $	Other Non-Cash Benefits (7) $	Post Employ-ment Benefits $	Share-Based Payments (6) $	Total $	of Total Remunerat-ion that Consists of Options/ Rights %	Percent-age Perform-ance Related %
Directors								
Ian Middlemas	45,600	-	-	4,332	-	49,932	-	-
Paul Atherley	478,981	-	-	-	156,483	635,464	24.62	24.62
Deepankar Panigrahi(1)	26,250	-	-	-	-	26,250	-	-
Nigel Jones	45,029	-	-	-	-	45,029	-	-
Adam Parker	58,500	-	-	-	-	58,500	-	-
Robert Behets	41,097	-	-	3,903	14,333	59,333	24.16	24.16
Current KMP								
Francisco Bellón	299,978	-	47,244	21,398	94,461	463,081	20.40	20.40
Sean Wade(2)	48,922	-	-	-	-	48,922	-	-
Dylan Browne	125,088	-	-	-	36,935	162,023	22.80	22.80
Former KMP								
Paul Thomson(3)	252,633(4)	-	-	-	(24,980)	227,653	-	-
Hugo Schumann(5)	318,732(5)	-	-	-	26,834	345,566	15.30	15.30
Total	1,740,810	-	47,244	29,633	304,066	2,121,753		

Notes

(1) Mr Panigrahi was appointed a Director on 30 November 2017.
(2) Mr Wade was appointed as Chief Commercial Officer on 1 May 2018.
(3) Mr Thomson resigned as Chief Financial Officer on 5 April 2018.
(4) Includes three months' notice period.
(5) Mr Schumann ceased as Chief Commercial Officer (and KMP) on 1 January 2018. Includes a transaction payment of $170,196 paid to Meadowbrook Enterprises Limited (A company Mr Schumann is a shareholder of) following the completion of the SGRF fund raising transaction completed during the year.
(6) Share-based payments are measured for by using a Black-Scholes valuation method and are expensed over the vesting period of the Performance Rights or Incentive Options issued. Performance Rights are linked to the achievement by the Company of certain performance conditions as determined by the Board from time to time with the Performance Rights only of any value to the holder if the performance conditions are satisfied prior to the expiry of the respective Performance Rights.
(7) Other Non-Cash Benefits includes payments made for housing and car benefits.

Incentive Options and Performance Rights Granted to KMP

Details of the value of Incentive Options and Performance Rights granted, exercised or lapsed for KMP of the Group during the year ended 30 June 2019 are as follows:

2019	No. of options & rights granted	No. of options & rights vested	No. of options & rights exercised/ lapsed	Value of options & rights granted(1) $	Value of options & rights exercised/ lapsed(1) $	Value of options & rights included in remuneration $
Directors						
Paul Atherley	-	-	(3,850,000)	-	(974,500)	(620,817)
Robert Behets	-	-	(480,000)	-	(148,320)	(135,262)
Other KMP						
Francisco Bellón	-	-	(2,000,000)	-	(568,300)	(410,483)
Sean Wade	690,000	(60,000)	-	531,500	(51,000)	309,821
Dylan Browne	-	-	(360,000)	-	(169,200)	(139,774)

Notes

(1) Values determined at the grant date per AASB 2. For details on the valuation of Incentive Options and Performance Rights, including models and assumptions used, please refer to Note 18 of the financial statements

Details of Incentive Options, Performance Rights and Share Rights granted by the Company to each KMP of the Group during the financial year are as follows:

2019	Options or Rights	Grant date	Expiry date	Vesting date	Exercise Price $	Grant date fair value[1] $	Number granted
Other KMP							
Sean Wade	Share rights	23 Mar 2018	1 May 2019	1 May 2019	-	0.850	60,000
	Share rights	23 Mar 2018	1 May 2020	1 May 2020	-	0.850	60,000
	Share rights	23 Mar 2018	1 May 2020	1 May 2020	-	0.850	70,000
	Rights[2]	10 Aug 2018	30 Jun 2020	-	-	0.740	100,000
	Rights[2]	10 Aug 2018	31 Dec 2020	-	-	0.740	100,000
	Rights[2]	10 Aug 2018	31 Dec 2021	-	-	0.740	300,000

Notes

(1) For details on the valuation of Incentive Options and Performance Rights, including models and assumptions used, please refer to Note 18 of the financial statements.

(2) Performance Rights were issued to (a) recruit, incentivise and retain the KMP to achieve the Group's business objectives; (b) link the reward of the KMP with the achievement of strategic goals and the long-term performance of the Group; (c) align the financial interest of the KMP with those of Shareholders; and (d) provide incentives to the KMP to focus on superior performance that creates Shareholder value.

Employment Contracts with Directors and KMP

Current Directors

Mr Ian Middlemas, Non-Executive Chairman, has a letter of appointment dated 29 June 2015 confirming the terms and conditions of his appointment. Effective from 1 July 2013, Mr Middlemas has received a fee of $50,000 per annum inclusive of superannuation.

Mr Nigel Jones and Mr Panigrahi, Non-Executive Directors, have letters of appointment with Berkeley Energia Limited dated 5 June 2017 and 30 September 2018 respectively confirming the terms and conditions of his appointment. Both receive a fee of $45,000 per annum.

Mr Adam Parker, Non-Executive Director, has a letter of appointment with Berkeley Energia Limited dated 5 June 2017 confirming the terms and conditions of his appointment. Effective from 28 August 2017, Mr Parker receives a fee of $45,000 per annum for his Board duties and $15,000 for chairing the Remcom.

Mr Robert Behets, Non-Executive Director, has a letter of appointment dated 29 June 2015 confirming the terms and conditions of his appointment. Effective 1 July 2017, Mr Behets has received a fee of $45,000 per annum inclusive of superannuation. Mr Behets also has a services agreement with the Company dated 18 June 2012, which provides for a consultancy fee at the rate of $1,200 per day for management and technical services provided by Mr Behets. Either party may terminate the agreement without penalty or payment by giving two months' notice.

Current other KMP

Mr Francisco Bellón, has a contract of employment dated 14 April 2011 and amended on 1 July 2011, 13 January 2015 and 16 March 2017. The contract specifies the duties and obligations to be fulfilled by the Chief Operations Officer. The contract has a rolling term and may be terminated by the Company giving six months' notice, or 12 months in the event of a change of control of the Company. In addition to the notice period, Mr Bellón will also be entitled to receive an amount equivalent to statutory unemployment benefits (approximately €25,000) and statutory severance benefits (equivalent to 45 days remuneration per year worked from 9 May 2011 to 11 February 2012, and 33 days remuneration per year worked from 12 February 2012 until termination). No amount is payable in the event of termination for neglect of duty or gross misconduct. Mr Bellón receives a fixed remuneration component of €190,000 per annum plus compulsory social security contributions regulated by Spanish law, as well as the provision of accommodation in Salamanca and a motor vehicle.

Mr Sean Wade is engaged under a consultancy deed with Keysford Limited ('Keysford') which specifies the duties and obligations to be fulfilled by Mr Wade as the Chief Commercial Officer. Either party may terminate the agreement with three months written notice. No amount is payable in the event of termination for material breach of contract, gross misconduct or neglect. Keysford receives an annual consultancy fee of £180,000.

Mr Dylan Browne, Company Secretary, has an employment letter dated 1 July 2018 confirming the terms and conditions of his appointment. Mr Browne's employment is terminable by each party giving the other party one's months written notice or by the Company providing payment in lieu of the one months' notice. In the event of serious misconduct, Mr Browne's employment may be terminated without notice. Mr Browne receives a salary of $100,000 per annum plus the required statutory superannuation.

Equity instruments held by Key Management Personnel

Incentive Options and Performance Rights holdings of KMP

2019	Held at 1 July 2018	Granted as Compen-sation	Vested securities exercised	Expired	Held at 30 June 2019	Vested and exerciseable at 30 June 2019
Directors						
Ian Middlemas	-	-	-	-	-	-
Paul Atherley	3,850,000	-	-	(2,800,000)	1,050,000	-
Deepankar Panigrahi	-	-	-	-	-	-
Nigel Jones	-	-	-	-	-	-
Adam Parker	-	-	-	-	-	-
Robert Behets	480,000	-	-	(240,000)	240,000	-
Other KMP						
Francisco Bellón	2,000,000	-	-	(1,250,000)	750,000	-
Sean Wade	-	690,000	(60,000)	-	630,000	-
Dylan Browne	360,000	-	-	(180,000)	180,000	-

Shareholdings of KMP

2019	Held at 1 July 2018	Granted as Compensation	Options exercised/Rights converted	On market purchase/(sale)	Held at 30 June 2019
Directors					
Ian Middlemas	9,300,000	-	-	-	9,300,000
Paul Atherley	3,369,000	-	-	(175,378)[(1)]	3,193,622
Deepankar Panigrahi	-	-	-	-	-
Nigel Jones	-	-	-	35,000	35,000
Adam Parker	200,000	-	-	-	200,000
Robert Behets	2,490,000	-	-	-	2,490,000
Other KMP					
Francisco Bellón	1,150,000	-	-	-	1,150,000
Sean Wade	-	-	60,000	-	60,000
Dylan Browne	-	-	-	-	-

Notes

(1) On market trade to meet personal liabilities following the cost (£300,000) to exercise 2,000,000 £0.15 Incentive Options at June 2018

End of Remuneration Report.

AUDITOR'S AND OFFICERS' INDEMNITIES AND INSURANCE

Under the Constitution the Company is obliged, to the extent permitted by law, to indemnify an officer (including Directors) of the Company against liabilities incurred by the officer in that capacity, against costs and expenses incurred by the officer in successfully defending civil or criminal proceedings, and against any liability which arises out of conduct not involving a lack of good faith.

During the financial year, the Company has paid an insurance premium to insure Directors and officers of the Company against certain liabilities arising out of their conduct while acting as a Director or Officer of the Company. Under the terms and conditions of the insurance contract, the nature of liabilities insured against cannot be disclosed.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

NON-AUDIT SERVICES

During the year, the Company's auditor, Ernst & Young, received, or is due to receive, $52,000 (2018: $118,000) for the provision of non-audit services. The Directors are satisfied that the provision of non-audit services is compatible with the general standard and independence for auditors imposed by the Corporations Act.

ROUNDING

The amounts contained in the financial report have been rounded to the nearest $1,000 (where rounding is applicable) where noted ($000) under the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which this legislative instrument applies.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is on page 59 of the Annual Financial Report on the website.

This report is made in accordance with a resolution of the Directors made pursuant to section 298(2) of the Corporations Act 2001.

For and on behalf of the Directors

ROBERT BEHETS
Director

25 September 2019

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2019

	2019 $000	2018 $000
Revenue	**2,340**	1,034
Corporate and administration expenses	**(1,928)**	(1,588)
Exploration and evaluation expenses	**(8,541)**	(12,040)
Business development expenses	**(1,278)**	(1,989)
Share-based payment expenses	**1,918**	(545)
Listing expenses	**-**	(777)
Fair value movement on financial liabilities	**38,120**	15,881
Costs to issue convertible note	**-**	(2,697)
Foreign exchange movements	**3,800**	(2,027)
Profit/(Loss) before income tax	**34,431**	(4,748)

Income tax benefit/(expense)	**-**	-
Profit/(Loss) after income tax	**34,431**	(4,748)
Other comprehensive income, net of income tax:		
Items that may be classified subsequently to profit or loss:		
Exchange differences arising on translation of foreign operations	**382**	1,430
Other comprehensive income, net of income tax	**382**	1,430
Total comprehensive profit/(loss) for the year attributable to Members of Berkeley Energia Limited	**34,813**	(3,318)
Basic and diluted earnings/(loss) per share (cents per share)	**9.58**	(1.51)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying Notes

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2019

	2019 $000	**2018 $000**
ASSETS		
Current Assets		
Cash and cash equivalents	**96,587**	100,935
Trade and other receivables	**1,661**	1,849
Total Current Assets	**98,248**	102,784
Non-current Assets		
Exploration expenditure	**8,274**	8,203
Property, plant and equipment	**12,858**	11,534
Other financial assets	**540**	527
Total Non-current Assets	**21,672**	20,264
TOTAL ASSETS	**119,920**	123,048
LIABILITIES		
Current Liabilities		
Trade and other payables	**1,952**	909
Provisions	**564**	550
Convertible note liability	**35,972**	69,552
Option liability	**1,784**	5,257
Total Current Liabilities	**40,272**	76,268
TOTAL LIABILITIES	**40,272**	76,268

NET ASSETS	**79,648**	46,780
EQUITY		
Equity attributable to equity holders of the Company		
Issued capital	**169,736**	169,633
Reserves	**(531)**	1,549
Accumulated losses	**(89,557)**	(124,402)
TOTAL EQUITY	**79,648**	46,780

The above Statement of Financial Position should be read in conjunction with the accompanying Notes

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2019

	Issued Capital $000	Share-Based Payments Reserve $000	Foreign Currency Translation Reserve $000	Accumulated Losses $000	Total Equity $000
As at 1 July 2018	**169,633**	**2,803**	**(1,254)**	**(124,402)**	**46,780**
Total comprehensive loss for the period:					
Net profit/(loss) for the year	**-**	**-**	**-**	**34,431**	**34,431**
Other Comprehensive Income:					
Exchange differences arising on translation of foreign operations	**-**	**-**	**382**	**-**	**382**
Total comprehensive income/(loss)	**-**	**-**	**382**	**34,431**	**34,813**
Issue of ordinary shares	**130**	**-**	**-**	**-**	**130**
Share issue costs	**(27)**	**-**	**-**	**-**	**(27)**
Forfeiture of Performance Rights	**-**	**(3,162)**	**-**	**-**	**(3,162)**
Lapse of Incentive Options	**-**	**(414)**	**-**	**414**	**-**
Share-based payments expense	**-**	**1,114**	**-**	**-**	**1,114**
As at 30 June 2019	**169,736**	**341**	**(872)**	**(89,557)**	**79,648**
As at 1 July 2017	168,051	2,791	(2,684)	(119,691)	48,467
Total comprehensive loss for the period:					
Net loss for the year	-	-	-	(4,748)	(4,748)
Other Comprehensive Income: Exchange differences arising on translation of foreign operations	-	-	1,430	-	1,430
Total comprehensive income/(loss)	-	-	1,430	(4,748)	(3,318)
Issue of ordinary shares	1,105	-	-	-	1,105
Exercise of Incentive Options	479	(479)	-	-	-
Share issue costs	(2)	-	-	-	(2)
Adjustment for Performance Rights forfeited	-	(212)	-	-	(212)

Adjustment for Incentive Options lapsed	-	(37)	-	37	-
Share-based payments	-	740	-	-	740
As at 30 June 2018	169,633	2,803	(1,254)	(124,402)	46,780

The above Statement of Changes in Equity should be read in conjunction with the accompanying Notes

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2019

	2019 $000	**2018 $000**
Cash flows from operating activities		
Payments to suppliers and employees	**(10,612)**	(20,176)
Interest received	**2,678**	698
Net cash outflow from operating activities	**(7,934)**	(19,478)
Cash flows from investing activities		
Payments for property, plant and equipment	**(1,254)**	(1,461)
Net cash outflow from investing activities	**(1,254)**	(1,461)
Cash flows from financing activities		
Proceeds from issue of securities	**-**	1,088
Transaction costs from issue of securities	**(27)**	-
Proceeds from issue of convertible note and options	**-**	85,823
Transaction costs from issue of convertible note and options	**-**	(2,697)
Net cash (outflow)/inflow from financing activities	**(27)**	84,214
Net (decrease)/increase in cash and cash equivalents held	**(9,215)**	63,275
Cash and cash equivalents at the beginning of the financial year	**100,935**	34,815
Effects of exchange rate changes on cash and cash equivalents	**4,867**	2,845
Cash and cash equivalents at the end of the financial year	**96,587**	100,935

The above Statement of Cash Flows should be read in conjunction with the accompanying Notes