

**2021**

**ANNUAL**

**REPORT**

**INFORME**

**ANUAL**

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# Corporate Directory | Directorio Corporativo

## DIRECTORS

Mr Ian Middlemas Chairman  
Mr Robert Behets Acting Managing Director  
Mr Deepankar Panigrahi Non-Executive Director  
Mr Adam Parker Non-Executive Director

## COMPANY SECRETARY

Mr Dylan Browne

## MADRID HEAD OFFICE

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## PROJECT OFFICE

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## AUDITOR

Spain  
Ernst & Young España

Australia  
Ernst & Young Australia - Perth

## BANKERS

Spain  
Santander Bank

Australia  
National Australia Bank Ltd  
Australia and New Zealand Banking Group Ltd

## SOLICITORS

Spain  
Herbert Smith Freehills, S.L.P

United Kingdom  
Bryan Cave Leighton Paisner LLP

Australia  
Thomson Geer

## SHARE REGISTRY

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The Pavilions, Bridgewater Road, Bristol BS99 6ZZ  
Telephone: +44 370 702 0000

Australia  
Computershare Investor Services Pty Ltd  
Level 11 , 172 St Georges Terrace, Perth WA 6000  
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## STOCK EXCHANGE LISTINGS

Spain  
Madrid, Barcelona, Bilbao and  
Valencia Stock Exchanges  
(Code: **BKY**)

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

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

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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 2021 ("Consolidated Entity" or "Group").

## **OPERATING AND FINANCIAL REVIEW**

### **Summary**

Summary for and subsequent to the year end include:

- **Permitting:**

Subsequent to the end of the year, Berkeley reported that the Board of the Nuclear Safety Council ("NSC") had issued an unfavourable report for the grant of the Authorisation for Construction for the uranium concentrate plant as a radioactive facility ("NSC II").

The Company has however taken steps to overturn the NSC II decision following the submission of an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and has requested its reassessment by the NSC. The Improvement Report includes technical arguments that, in the Company's view, clearly demonstrate that the project is compliant with all requirements for NSC II.

Berkeley also submitted further documentation to the Ministry for the Ecological Transition and the Demographic Challenge ("MITECO") in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report.

The Company strongly refutes the NSCs assessment and believes that the project is compliant with all requirements for NSC II to be awarded however, the NSC still adopted an unfavourable decision. In the Company's opinion therefore, the technical issues raised by the NSC lack both technical and legal support.

Berkeley's new documentation has been submitted to MITECO, as part of the previously disclosed hearing process in relation to the unfavorable NSC II decision, prior to the deadline for submissions. The Company is yet to receive a response from MITECO regarding its submissions.

It should also be noted that more than 120 previous permits and favourable reports have been granted by the relevant authorities at the local, regional, federal and European Union levels in relation to the Salamanca project, among which nine have been from the NSC.

The Company will continue to strongly defend its position in relation to the adverse decision by the NSC and will continue to update the market on any material developments as they occur.

- **Sustainability:**

During the year, Berkeley published its first annual Sustainability Report, a voluntary transparency initiative through which the Company has communicated information regarding its management systems in the areas of health, safety, environmental protection and social responsibility, as well as its performance in sustainability, to all stakeholders.

- **Uranium Market:**

The uranium spot price closed the year at US\$32.10 per pound with spot market activity decreasing in June 2021 which had a total of 4.4 million pounds transacted, compared to 6.4 million pounds in May 2021.

Activity in the uranium term market increased somewhat towards the end of the year as new demand emerged from a U.S. utility seeking slightly more than 1.1 million pounds for delivery in 2022-2025.

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## **OPERATING AND FINANCIAL REVIEW (Continued)**

### **Summary (Continued)**

- **Uranium Market:**

UxC reported that "Other activity continues in the market as several utilities have been in discussions with potential suppliers or evaluating unsolicited offers".

- **Spanish Regulatory Regime:**

During the year, a meeting of the full Parliament in Spain ("Parliament") approved an amendment to the draft climate change and energy transition bill relating to the investigation and exploitation of radioactive minerals (e.g. uranium).

The Parliament reviewed and approved the amendment ("Article 10"), the text of which remained unchanged from the modified amendment proposed by the Ecological Transition Ponencia ("Ponencia") in February 2021 and subsequently approved by the Commission of Ecological Transition of the Parliament ("Commission") and the Spanish Senate.

Under this amendment:

- New applications for exploration, investigation or direct exploitation concessions for radioactive materials, nor their extensions, would not be accepted as of the entry into force of this law.
- Existing concessions, and open proceedings and applications related to these, would continue as per normal based on the current legislation.

Article 10 establishes that "*As of the entry into force of this law, no new applications will be accepted for the granting of exploration permits, investigation permits or direct exploitation concessions, nor their extensions, regulated under Law 22/1973, of July 21, on mines of radioactive minerals, as defined in Law 25/1964, of April 29, on nuclear energy, when such resources are extracted for their radioactive, fissile or fertile properties. In addition, applications for the authorisation of new radioactive facilities of the nuclear fuel cycle for the processing of radioactive minerals, as defined in the Regulation on nuclear and radioactive facilities, will no longer be accepted.*" Importantly, existing rights for exploration, investigation and exploitation concessions would remain in force during their validity period. Existing proceedings underway would also continue under the legal framework set up by the current regulations.

With the final approval of the Parliament, the review process associated with proposed amendments to the draft climate change and energy transition bill has now been completed, and the new law entered into force following its publication in the Official Spanish State Gazette in May 2021.

### **Operations**

#### **Project Update**

In December 2020, the Company was selected as the winner of the Outstanding Contribution to Sustainable Mining - Europe category in the 2020 CFI.co Sustainability Awards.

The CFI.co Sustainability Awards seek to recognise the best responses to sustainability issues by country or region, identifying companies that stand out as examples to others across the world.

The CFI.co award selection panel uses a wide range of criteria to help inform decisions regarding the awards, in order to identify top performing companies not based on the size of the nominated organisation but rather on its excellence in sustainability.



Berkeley is extremely pleased to be recognised for its efforts in key area of Sustainable Mining. The Company's Salamanca mine is being developed to the highest international standards and the Company's commitment to health, safety and the environment is a priority. The Company currently holds certificates in Sustainable Mining (UNE 22470-80), Environmental Management (ISO 14001), and Health and Safety (ISO 45001) which were awarded by AENOR, an independent Spanish government agency.

These management systems ensure that Company procedures are compliant with current regulations, ensure that the environment is protected, the project is sustainable, and that all activities are carried out with respect for and in collaboration with the local communities.

During the year, Berkeley published its first Sustainability Report, a voluntary transparency initiative through which the Company openly communicates information regarding its management systems in the areas of health, safety, environmental protection and social responsibility, as well as its performance in sustainability, to all stakeholders.

The Sustainability Report, which provides a detailed overview of environmental, social and governance ("ESG") activities over the 12-month period to 31 December 2020, has been distributed to key stakeholders. The Sustainability Report can also be accessed and downloaded from the Company's website at [www.berkeleyenergia.com](http://www.berkeleyenergia.com).

**Compatible with the existing activities and generating new opportunities.**

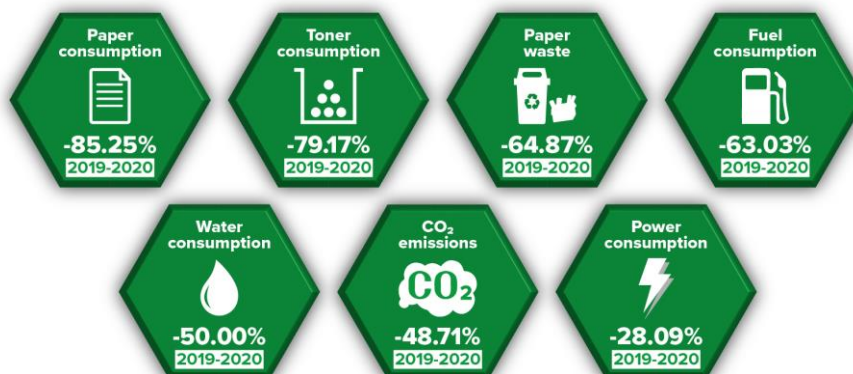
Berkeley is committed to sustainable mining, obeying high environmental, sustainability and health and safety standards.

<b>AENOR</b> Gestión Ambiental UNE-EN ISO 14001	<b>AENOR</b> Gestión Minera Sostenible UNE 22480	<b>AENOR</b> Seguridad y Salud Laboral OHSAS 18001
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- 1 ENVIRONMENTAL**
- 2 HEALTH AND SAFETY**
- 3 TRANSPARENT AND ACCOUNTABLE INFORMATION**
- 4 DEVELOPMENT OF THE LOCAL COMMUNITIES**

The Company also strives to uphold the United Nation's Sustainable Development Goals ("SDGs"). A detailed review of the Company's business strategy and activities in Spain has recently been conducted, with the objective of evaluating the real contribution that has been made in 2020 through Berkeley's program of objectives and improvements implemented in terms of sustainability.

The Company's performance against key indicators and targets during 2019/2020 demonstrated that significant improvement had been achieved, including a 63% reduction in fuel consumption, a 28% reduction in energy consumption, a 50% reduction in water consumption, a 85% reduction in paper consumption, and a 49% reduction in CO<sub>2</sub> emissions. The Company notes that its 'work from home' policy which was maintained for much of 2020 has positively impacted the 2020 data however, a longer-term trend of continuous improvement is clearly evident.



In terms of social development, with the aim of promoting participation with the stakeholders, the Company carried out a total of 39 participatory activities with the local communities during 2020.

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**OPERATING AND FINANCIAL REVIEW (Continued)**

**Operations (Continued)**

**Project Update (Continued)**

Following on from the successful 2020 program, the Company has now approved the Sustainability Program for 2021. This plan takes into account the Berkeley's past performance and the findings of a risks and opportunities assessment undertaken as part of the planning process.

As part of the 2021 Program, a sustainable Eco-Garden initiative has been launched, with the objective of:

- Promoting local socio-economic development;
- Promoting the diversity of economic activities in the environment;
- Providing food to those most in need; and
- Promoting sustainable practices in agriculture.

Another initiative launched by the Company is the installation of a number of bee hives on Berkeley's property. The implementation of this activity through the agreement with one of the local producers, will constitute further proof of the compatibility of the mining activity with other business activities related to the environment.



In addition, the development of this activity represents yet another demonstration that Berkeley is contributing to the achievement of the SDGs, in this specific case SDGs number 1, 2, 8, 9 and 15.

Internal audits for the Environmental and Sustainable Management Systems have been successfully completed in June. The associated external audits by AENOR were successfully undertaken in late July.



### *Monitoring Programs*

The monitoring programs associated with the NSC approved pre-operational Surveillance Plan for Radiological and Environmental Affections and pre-operational Surveillance Plan for the Control of the Underground Water continued during the year.

### *Exploration*

A regional exploration program which comprised soil sampling and ground radon gas concentration and exhalation rate survey covering four Investigation Permits (Castaños 2, Alcornoques, Barquilla and Conchas) was undertaken during the year. An assessment of this regional exploration program will be completed once all results are returned and interpreted.

### *Permitting Update*

Subsequent to the end of the year, the Company reported that the Board of the NSC had issued an unfavourable report for the grant of the NSC II.

The Company has however taken steps to overturn the NSC II decision following the submission of an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and has requested its reassessment by the NSC. The Improvement Report is complemented by an Independent Expert's technical opinion on the hydrogeological aspects of the project produced by Prof. Rafael Fernández Rubio, Emeritus Professor of Hydrogeology at the Polytechnic University of Madrid. The Improvement Report includes technical arguments that, in the Company's view, will clearly demonstrate that the project is compliant with all requirements for NSC II.

Berkeley also submitted further documentation to the MITECO in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report.

In addition, the Company has also requested from MITECO access to the files associated with the Authorisation for Construction and Authorisation for Dismantling and Closure for the radioactive facilities at La Haba (Badajoz) and Saelices El Chico (Salamanca), which are owned by ENUSA Industrias Avandas S.A., in order to verify and contrast the conditions approved by the competent administrative and regulatory bodies for other similar uranium projects in Spain.

The Company strongly refutes the NSCs assessment and believes that the project is compliant with all requirements for NSC II to be awarded however, the NSC still adopted an unfavourable decision. In the Company's opinion therefore, the technical issues raised by the NSC lack both technical and legal support.

Berkeley's new documentation has been submitted to MITECO, as part of the previously disclosed hearing process in relation to the unfavourable NSC II decision, prior to the deadline for submissions. The Company is yet to receive a response from MITECO regarding its submissions.

Since the commencement of the process in 2016, the NSC has to date held six meetings with the Company and on seven occasions requested additional information in relation to NSC II; which the Company promptly responded to with updated information. It is also important to note that, in the Company's view, a large part of the additional information requested in the process by the NSC related to the Authorisation for Operation for the uranium concentrate plant as a radioactive facility ("NSC III") which should only be dealt with following the award of NSC II. However, to ensure the process was conducted in a collaborative manner, the Company provided its responses to the NSC as requested.

It should also be noted that more than 120 previous permits and favourable reports have been granted by the relevant authorities at the local, regional, federal and European Union levels in relation to the Salamanca project, among which nine have been from the NSC.

The Company will continue to strongly defend its position in relation to the adverse decision by the NSC and will continue to update the market on any material developments as they occur.

### ***Spanish Regulatory Regime Update:***

During the year, a meeting of the of the Parliament approved an amendment to the draft climate change and energy transition bill relating to the investigation and exploitation of radioactive minerals (e.g. uranium).

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## **OPERATING AND FINANCIAL REVIEW (Continued)**

### **Operations (Continued)**

#### **Spanish Regulatory Regime Update (Continued):**

The Parliament reviewed and approved the amendment Article 10, the text of which remained unchanged from the modified amendment proposed by the Ponencia in February 2021 and subsequently approved by the Commission and the Spanish Senate.

As previously reported by the Company, under this amendment:

New applications for exploration, investigation or direct exploitation concessions for radioactive materials, nor their extensions, would not be accepted as of the entry into force of this law.

Existing concessions, and open proceedings and applications related to these, would continue as per normal based on the current legislation.

Article 10 establishes that "*As of the entry into force of this law, no new applications will be accepted for the granting of exploration permits, investigation permits or direct exploitation concessions, nor their extensions, regulated under Law 22/1973, of July 21, on mines of radioactive minerals, as defined in Law 25/1964, of April 29, on nuclear energy, when such resources are extracted for their radioactive, fissile or fertile properties. In addition, applications for the authorisation of new radioactive facilities of the nuclear fuel cycle for the processing of radioactive minerals, as defined in the Regulation on nuclear and radioactive facilities, will no longer be accepted.*"

Importantly, existing rights for exploration, investigation and exploitation concessions would remain in force during their validity period. Existing proceedings underway would also continue under the legal framework set up by the current regulations.

With the final approval of the Parliament, the review process associated with proposed amendments to the draft climate change and energy transition bill has now been completed, and the new law entered into force following its publication in the Official Spanish State Gazette in May 2021.

#### **Uranium Market**

The uranium spot price increased to close the year at US\$32.10 per pound with spot market activity decreasing in June 2021 which had a total of 4.4 million pounds transacted, compared to 6.4 million pounds in May 2021.

Activity in the uranium term market increased somewhat as new demand emerged from a U.S. utility seeking slightly more than 1.1 million pounds for delivery in 2022-2025.

UxC reported that "Other activity continues in the market as several utilities have been in discussions with potential suppliers or evaluating unsolicited offers".

Despite the incremental uptick in activity, the UxC long-term price remained unchanged at US\$32.00 per pound.

#### **COVID-19**

The ongoing nationwide state of emergency in Spain ended on 9 May 2021, with many restrictions being lifted including allowing restaurants to open again with limits of four people per table and indoor dining limited to 30% capacity.

However, many regional authorities continue to implement tighter restrictions including curfews at night and also their own entry and exit restrictions, permitting travel out of the locality for essential reasons only.

International entry restrictions remain in place, in particular for any travellers flying from locations where highly transmissible COVID-19 variants are in general circulation who are required to self-isolate for 10 days on arrival. Non-essential travel is permitted from EU countries and certain other non-EU countries except for travellers from Brazil, India, and South Africa (other than individuals who possess a certificate of vaccination confirming they have completed a full course of a COVID-19 vaccine authorised by the European Medicines Agency or World Health Organization no less than 14 days prior to entry). Travelers from the UK may also use a negative COVID-19 test no older than 48 hours to enter Spain for nonessential purposes, in addition to a vaccine certificate.





All of the Berkeley team based in Spain are safe and well. Consistent with current Government guidelines, the Company has continued its 'work from home' policy.

### Corporate

On 25 November 2020, Mr Nigel Jones resigned as a Director of Berkeley following the completion of the Company's Annual General Meeting in November 2020. Mr Jones currently holds the position of Managing Director of the Simandou iron ore project and corporate governance policies at Rio Tinto did not allow Mr Jones to continue to sit on other publicly listed boards.

### Results of Operations

The Consolidated Entity's net loss after tax for the year ended 30 June 2021 was \$54,953,000 (2020: \$42,889,000). Significant items contributing to the year end loss and substantial differences from the previous year include the following:

- (i) Exploration and evaluation expenses of \$5,328,000 (2020: \$5,779,000), 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 \$160,000 (2020: \$983,000) which includes the Group's 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 impairment expenses of \$20,358,000 (2020: nil). Subsequent to the end of the year, Berkeley reported that the Board of the NSC had issued an unfavourable report for the grant of NSC II at the Salamanca project. The Company strongly refutes the NSCs assessment and believes that the project is compliant with all requirements for NSC II to be awarded. In the Company's opinion therefore, the technical issues raised by the NSC lack both technical and legal support.

Berkeley submitted documentation, including an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and a request for its reassessment by the NSC, to MITECO in late July. Further documentation was subsequently submitted to MITECO in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report and restates its request for the NSC II Application be reassessed by the NSC.

The Company is yet to receive a response from MITECO regarding its submissions however, in accordance with the requisite accounting standards, the Company has written down its non-current assets in relation to the Salamanca project.

- (iv) Non-cash share-based payment expense of \$186,000 (2020: expense of \$62,000) 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.
- (v) Non-cash fair value loss of \$18,253,000 (2020: \$41,116,000) of the convertible note and unlisted options issued to the Oman Investment Authority ("OIA") (the "OIA Options"). These financial liabilities increase or decrease in value as the share price of the Company fluctuates. During the year, the Company has determined that the convertible note will convert at the floor price of £0.27. This has resulted in a fair value loss for the year and contributed to the increase in the financial liability at 30 June 2021. As the convertible note and OIA 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 OIA and the Company prior to completing the convertible note transaction in 2017 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 OIA Options are defined as equity securities.

## **OPERATING AND FINANCIAL REVIEW (Continued)**

### **Results of Operations (Continued)**

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.

- (vi) Recognition of interest income of \$23,000 (2020: \$1,480,000). The decrease in interest is a direct result of significantly lower interest rates being offered by the banks on USD term deposits due to current global market conditions and the impact of Covid-19; and
- (vii) Foreign exchange loss of \$9,545,000 (2020: gain of \$4,726,000) largely attributable on the US\$53 million held in cash by the Group following the strengthening of the AUD against the USD by some 9% during the year.

### **Financial Position**

At 30 June 2021, the Group is in a good financial position with cash reserves of \$79,066,000 (2020: \$91,767,000). With cash outflows during the year totalling from \$5,691,000, there was a foreign exchange loss of \$7,010,000 following the strengthening of the AUD against the USD by some 9% during the year.

The Group had net liabilities of \$19,165,000 at 30 June 2021 (2020: net assets \$36,211,000). This decrease is consistent with impairment of Salamanca assets discussed above, the increase in the value of the derivative financial liabilities (the convertible note and OIA Options) and the decrease in cash reserves. On the 30 November 2021, The OIA Convertible Note which will automatically convert resulting in the increase in share capital of the same amount increasing net assets to \$73,785,000 (based on the 30 June 2021 financial position).

### **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 strongly defend its position in relation to the adverse decision by the NSC;
- 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; and
- Assess other mine development opportunities at the Salamanca mine and other business development opportunities in the resources sector.

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 UL already obtained at the Salamanca mine, the only major approval to commence full construction at the Salamanca mine is NSC II.



Subsequent to the end of the year, Berkeley reported that the NSC had issued an unfavourable report for the grant of the NSC II.

The Company has however taken the first steps to overturn the NSC II decision following the submission of an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and has requested its reassessment by the NSC. The Improvement Report includes technical arguments that, in the Company's view, clearly demonstrate that the project is compliant with all requirements for NSC II.

Berkeley also submitted further documentation to MITECO in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report.

Berkeley strongly refutes the NSC's assessment and notes that all documentation submitted by the Company in relation to NCS II has been prepared following advice from independent, nationally and internationally recognised advisors and consultants who are experts in their field.

Berkeley's new documentation has been submitted to MITECO, as part of the previously disclosed hearing process in relation to the unfavorable NSC II decision, prior to the deadline for submissions. The Company is yet to receive a response from MITECO regarding its submissions.

It should also be noted that more than 120 previous permits and favourable reports have been granted by the relevant authorities at the local, regional, federal and European Union levels in relation to the Salamanca project, among which nine have been from the NSC.

The Company will continue to strongly defend its position in relation to the adverse decision by the NSC however there remains a risk that the Company's updated documentation and Improvement Report may not be considered and NSCII is not awarded by MITECO.

Further, various appeals have also been made against other permits and approvals the Company has received for the Salamanca mine, 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 NSC II which will allow for the construction of the plant as a radioactive facility.

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 has led 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. As discussed above, a meeting of the full Parliament approved an amendment to the draft climate change and energy transition bill during the year relating to the investigation and exploitation of radioactive minerals (e.g. uranium).*

## **OPERATING AND FINANCIAL REVIEW (Continued)**

### **Business Strategies and Prospects for Future Financial Years (Continued)**

During the year, the Parliament reviewed and approved the amendment Article 10, the text of which remained unchanged from the modified amendment proposed by the Ponencia in February 2021 and subsequently approved by the Commission and the Spanish Senate. As previously reported by the Company, under this amendment: (i) New applications for exploration, investigation or direct exploitation concessions for radioactive materials, nor their extensions, would not be accepted as of the entry into force of this law; and (ii) Existing concessions, and open proceedings and applications related to these, would continue as per normal based on the current legislation which came into effect in May 2021.

The Company currently holds legal, valid and consolidated rights for the investigation and exploitation of its mining projects, including a valid 30-year mining licence (renewable for two further periods of 30 years) for the Salamanca mine, however any new proceedings opened by the Company is not allowed under the new laws. This could pose a risk on future applications the Company may have to make in the future which could have a detrimental effect on the viability of the Salamanca project;

*Additional requirements for capital* – The issue of the US\$65 million Convertible Note and OIA Options to OIA has provided the Company the funds to complete the upfront capital items at the Salamanca mine, subject to the OIA Options being exercised early. Due to delays in the receipt of NSC II, 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 NSC II remains outstanding, unless the OIA Options are exercised early. As a result of the delay, the Company expects that following receipt of NSC II 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;

*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 Salamanca 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:

### **Directors**

Mr Ian Middlemas	Chairman
Mr Robert Behets	Non-Executive Director (Acting Managing Director)
Mr Deepankar Panigrahi	Non-Executive Director
Mr Adam Parker	Non-Executive Director
Mr Nigel Jones	Non-Executive Director (resigned 25 November 2020)

Unless otherwise disclosed, Directors held their office from 1 July 2020 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 Australian Institute of Company Directors 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 Peregrine Gold Limited (September 2020 – present), 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), Sovereign Metals Limited (July 2006 – present), Odyssey Gold Limited (September 2005 – present), Piedmont Lithium Limited (September 2009 – December 2020) and Cradle Resources Limited (May 2016 – July 2019).

### 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 Odyssey Gold Limited (August 2020 – present), Constellation Resources Limited (June 2017 – present), Apollo Minerals Limited (October 2016 – present) and Equatorial Resources Limited (February 2016 – present).

### Deepankar Panigrahi

*Non-Executive Director*

*Qualifications – MS, MBA*

Mr Panigrahi is an Investment Manager in the Private Equity division of OIA 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.

### 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. 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.

**DIRECTORS' REPORT**  
**30 JUNE 2021**  
(Continued)

**CURRENT DIRECTORS AND OFFICERS (Continued)**

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 ACG*

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 in London and Perth, including Sovereign Metals Limited, 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 oversaw Berkeley's listings on the Main Board LSE and the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges. 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.

**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 2021 (2020: nil).

**EARNINGS PER SHARE**

	2021 Cents	2020 Cents
Basic and diluted loss per share	(12.36)	(9.63)



## 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 24 July 2020, the Company announced that the Board of the NSC had issued a favourable report for the extension of the validity of the NSC I for the uranium concentrate plant as a radioactive facility at the Salamanca project;
- (ii) On 11 August 2020, the Company announced that the Urbanism Licence ("UL") had been granted by the Municipality of Retortillo under the terms established in the Urbanism Law and Urban Planning Regulations of Castilla y León for the Salamanca project; and
- (iii) On 25 August 2020, pursuant to the terms of the OIA convertible note, the Company elected to extend the mine commissioning date to 30 November 2021. Under the terms of the convertible note, if mine commissioning has not occurred by 30 November 2020, then the convertible note will automatically convert into shares at the lower of £0.50 per share or the last trading price of the Company's shares on LSE at the relevant time, subject the floor price of £0.27 per share.

## SIGNIFICANT EVENTS AFTER THE BALANCE DATE

- (i) On 12 July 2021, the Company announced that the NSC had issued an unfavourable report for the grant of NSC II. The Company however has taken the steps to overturn the NSC II decision following the submission of an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and has requested its reassessment by the NSC. The Improvement Report includes technical arguments that, in the Company's view, will clearly demonstrate that the project is compliant with all requirements for NSC II. Berkeley also submitted further documentation to the MITECO in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report.

Other than as outlined above, as at the date of this report there are no matters or circumstances, which have arisen since 30 June 2021 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2021, of the Consolidated Entity;
- the results of those operations, in financial years subsequent to 30 June 2021, of the Consolidated Entity; or
- the state of affairs, in financial years subsequent to 30 June 2021, 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 renewal audit successfully completed in July 2021. 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. The migration from OHSAS 18001 to ISO 45001 is underway and will be completed prior to the end of 2021.

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## INFORMATION ON DIRECTORS' INTERESTS IN SECURITIES OF BERKELEY

Current Directors	Interest in Securities at the Date of this Report	
	Ordinary Shares <sup>(i)</sup>	Incentive Options <sup>(ii)</sup>
Ian Middlemas	9,300,000	-
Robert Behets	2,490,000	2,000,000
Deepankar Panigrahi	-	-
Adam Parker	200,000	-

### 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

## 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:

- 200,000 Performance Rights expiring on 31 December 2021;
- 2,900,000 Incentive Options exercisable at \$0.35 each on or before 31 December 2022;
- 3,700,000 Incentive Options exercisable at \$0.40 each on or before 31 December 2023;
- A convertible note with a principal amount US\$65 million convertible into 186,815,000 shares at a price of £0.27 per share expiring on 30 November 2021 ("Convertible Note"); and
- OIA 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 2021, 376,000 Ordinary Shares were issued as a result of the exercise of Incentive Options. No Ordinary Shares were issued as a result of the exercise or conversion of Performance Rights, the Convertible Note or OIA 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 Incentive Options, Performance Rights, OIA 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 2021, and the number of meetings attended by each director.

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.

Current Directors	Board Meetings		Remuneration and Nomination Committee <sup>(i)</sup>	
	Number Eligible to Attend	Number Attended	Number Eligible to Attend	Number Attended
Ian Middlemas	2	2	-	-
Robert Behets	2	2	-	-
Deepankar Panigrahi	2	2	-	-
Adam Parker	2	2	-	-
Nigel Jones <sup>(ii)</sup>	1	1	-	-

### Notes

- (i) Remuneration and Nomination Committee meetings are generally considered and approved by means of written resolutions of committee members.  
(ii) Resigned 25 November 2020.





## 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 Robert Behets	Non-Executive Director (Acting Managing Director)
Mr Deepankar Panigrahi	Non-Executive Director
Mr Adam Parker	Non-Executive Director
Mr Nigel Jones	Non-Executive Director (resigned 25 November 2020)

#### Other KMP

Mr Francisco Bellón	Chief Operations Officer
Mr Dylan Browne	Company Secretary

There were no other KMP of the Company or the Group. Unless otherwise disclosed, the KMP held their position from 1 July 2020 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 KMP:

- 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 currently consist of two directors being Mr Parker (as Chair) 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 new long-term incentive plan (“Plan”).

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 REPORT (AUDITED) (Continued)**

### **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 (2020: nil) was paid, or is payable to KMP.

#### *Performance Based Remuneration – Long Term Incentive*

The Group has adopted a Plan 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 new Plan in November 2019.

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) Incentive Options

The Group has a Plan that provides for the issuance of Incentive Options as part of KMP and key employees and contractors remuneration and incentive arrangements in order to attract, retain 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.

During the financial year, no Incentive Options were granted to KMP and key employees under the Plan. 800,000 Incentive Options were exercised by key employees during the financial year.



## (ii) Performance Rights

The Plan also enables the Group to issue 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, no Performance Rights were granted, converted or lapsed.

### *Performance Based Remuneration – Long Term Incentive*

#### **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 (2020: \$50,000) (including post-employment benefits).

Fees for Non-Executive Directors' were set at \$45,000 per annum (2020: \$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 2021 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.

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**REMUNERATION REPORT (AUDITED) (Continued)**

**Relationship between Remuneration and Shareholder Wealth (Continued)**

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		Total	Percentage of Total Remuneration that Consists of Options/Rights %	Percentage Performance Related %
	Salary & Fees	Cash Incentive	Other Non-Cash Benefits <sup>(3)</sup>	Post Employment Benefits <sup>(4)</sup>	Share-Based Payments <sup>(5)</sup>			
2021	\$	\$	\$	\$	\$	\$	%	%
<b>Directors</b>								
Ian Middlemas	45,600	-	-	4,332	-	49,932	-	-
Robert Behets	206,696	-	-	3,904	23,682	234,282	10.1	-
Deepankar Panigrahi	45,000	-	-	-	-	45,000	-	-
Adam Parker	60,000	-	-	1,666	-	61,666	-	-
Nigel Jones <sup>(1)</sup>	18,173	-	-	-	-	18,173	-	-
<b>Other KMP</b>								
Francisco Bellón	309,886	-	54,614	24,491	50,743	439,734	11.5	-
Dylan Browne <sup>(2)</sup>	-	-	-	-	21,499	21,499	100.0	-
<b>Total</b>	<b>685,355</b>	<b>-</b>	<b>54,614</b>	<b>34,393</b>	<b>95,924</b>	<b>870,286</b>		

**Notes**

- (1) Mr Jones resigned effective 25 November 2020.  
 (2) Mr Browne provided services as the Company Secretary through a services agreement with Apollo Group Pty Ltd ("Apollo Group"). During the year, Apollo Group was paid or is payable A\$240,000 for the provision of serviced office facilities and administrative, accounting, company secretarial and transaction services to the Group  
 (3) Other Non-Cash Benefits includes payments made for housing and car benefits.  
 (4) Contains statutory superannuation and social security.  
 (5) Share-based payments are measured for by using a Black-Scholes option pricing valuation method and are expensed over the vesting period of the Incentive Options on issue.

	Short-term Benefits			Non-Cash		Total	Percentage of Total Remuneration that Consists of Options/Rights %	Percentage Performance Related %
	Salary & Fees	Cash Incentive	Other Non-Cash Benefits <sup>(2)</sup>	Post Employment Benefits <sup>(3)</sup>	Share-Based Payments <sup>(4)</sup>			
2020	\$	\$	\$	\$	\$	\$	%	%
<b>Directors</b>								
Ian Middlemas	45,600	-	-	4,332	-	49,932	-	-
Robert Behets	251,685	-	-	3,903	102,352	357,940	28.6	-
Deepankar Panigrahi	45,000	-	-	-	-	45,000	-	-
Adam Parker	60,000	-	-	-	-	60,000	-	-
Nigel Jones	45,000	-	-	-	-	45,000	-	-
<b>Other KMP</b>								
Francisco Bellón	319,659	-	52,780	25,263	27,374	425,076	6.4	-
Dylan Browne <sup>(1)</sup>	-	-	-	-	9,581	9,581	100.0	-
<b>Total</b>	<b>766,944</b>	<b>-</b>	<b>52,780</b>	<b>33,498</b>	<b>139,307</b>	<b>992,529</b>		

**Notes**

- (1) Mr Browne provided services as the Company Secretary through a services agreement with Apollo Group. During the 2020 year, Apollo Group was paid or is payable A\$258,000 for the provision of serviced office facilities and administrative, accounting, company secretarial and transaction services to the Group  
 (2) Other Non-Cash Benefits includes payments made for housing and car benefits.  
 (3) Contains statutory superannuation and social security.  
 (4) Share-based payments are measured for by using a Black-Scholes option pricing valuation method and are expensed over the vesting period of the Performance Rights or Incentive Options on issue.

**Incentive Options and Performance Rights Granted to KMP**

No Incentive Options and Performance Rights were granted, exercised or lapsed for KMP of the Group during the year ended 30 June 2021.

**Employment Contracts with Directors and KMP****Current Directors**

Mr Ian Middlemas, 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 Robert Behets, Non-Executive Director (Acting Managing 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.

Mr Panigrahi, Non-Executive Director, has a letter of appointment with Berkeley dated 30 September 2017 confirming the terms and conditions of his appointment. Mr Panigrahi receives a fee of \$45,000 per annum.

Mr Adam Parker, Non-Executive Director, has a letter of appointment with Berkeley 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.

**REMUNERATION REPORT (AUDITED) (Continued)**

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.

**Equity instruments held by Key Management Personnel**

Incentive Options and Performance Rights holdings of KMP

2021	Held at 1 July 2020	Granted as Compensation	Vested securities exercised	Expired	Held at 30 June 2021	Vested and exercisable at 30 June 2021
<b>Directors</b>						
Ian Middlemas	-	-	-	-	-	-
Robert Behets	2,000,000	-	-	-	2,000,000	2,000,000
Deepankar Panigrahi	-	-	-	-	-	-
Adam Parker	-	-	-	-	-	-
Nigel Jones	-	-	-	-	-(1)	-
<b>Other KMP</b>						
Francisco Bellón	2,000,000	-	-	-	2,000,000	1,000,000
Dylan Browne	700,000	-	-	-	700,000	350,000

**Note**

(1) As at resignation date being 25 November 2020.

Shareholdings of KMP

2021	Held at 1 July 2020	Granted as Compensation	Options exercised/Rights converted	On market purchase/(sale)	Held at 30 June 2021
<b>Directors</b>					
Ian Middlemas	9,300,000	-	-	-	9,300,000
Robert Behets	2,490,000	-	-	-	2,490,000
Deepankar Panigrahi	-	-	-	-	-
Adam Parker	200,000	-	-	-	200,000
Nigel Jones	35,000	-	-	-	35,000 <sup>(1)</sup>
<b>Other KMP</b>					
Francisco Bellón	1,150,000	-	-	-	1,150,000
Dylan Browne	-	-	-	-	-

**Note**

(1) As at resignation date being 25 November 2020.

*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, \$55,038 (2020: \$87,751) 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 2001 ("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 57 of the Annual Financial Report.

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

For and on behalf of the Directors



**ROBERT BEHETS**  
Director

30 August 2021

### **Forward Looking Statement**

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

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**  
FOR THE YEAR ENDED 30 JUNE 2021

	Note	2021 \$000	2020 \$000
Interest income	2	23	1,480
Exploration and evaluation expenses		(5,328)	(5,779)
Business development expenses		(160)	(983)
Corporate and administration expenses		(1,146)	(1,155)
Share-based payment expenses	18	(186)	(62)
Fair value movement on financial liabilities	3	(18,253)	(41,116)
Impairment expenses	4(c)	(20,358)	-
Foreign exchange movements		(9,545)	4,726
<b>Loss before income tax</b>		<b>(54,953)</b>	<b>(42,889)</b>
Income tax benefit/(expense)	5	-	-
<b>Loss after income tax</b>		<b>(54,953)</b>	<b>(42,889)</b>
<b>Other comprehensive income, net of income tax:</b>			
<i>Items that may be classified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		(604)	(538)
<b>Other comprehensive income, net of income tax</b>		<b>(604)</b>	<b>(538)</b>
<b>Total comprehensive loss for the year attributable to Members of Berkeley Energia Limited</b>		<b>(55,557)</b>	<b>(43,427)</b>
Basic and diluted loss per share (cents per share)	21	(12.36)	(9.63)

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 2021



	Note	2021 \$000	2020 \$000
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	22	79,066	91,767
Other receivables	6	1,506	1,436
<b>Total Current Assets</b>		<b>80,572</b>	93,203
<b>Non-current Assets</b>			
Exploration expenditure	7	-	8,293
Property, plant and equipment	8	94	12,855
Other financial assets	9	123	617
<b>Total Non-current Assets</b>		<b>217</b>	21,765
<b>TOTAL ASSETS</b>		<b>80,789</b>	114,968
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	10	1,767	1,158
Derivative financial liabilities	11	97,535	76,747
Other financial liabilities	12	652	852
<b>Total Current Liabilities</b>		<b>99,954</b>	78,757
<b>TOTAL LIABILITIES</b>		<b>99,954</b>	78,757
<b>NET ASSETS/(LIABILITIES)</b>		<b>(19,165)</b>	36,211
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Issued capital	13	169,862	169,829
Reserves	14	(1,572)	(1,116)
Accumulated losses		(187,455)	(132,502)
<b>TOTAL EQUITY/(DEFICIENCY)</b>		<b>(19,165)</b>	36,211

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

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**CONSOLIDATED STATEMENT CHANGES IN EQUITY**  
FOR THE YEAR ENDED 30 JUNE 2021

	Issued Capital	Share-Based Payments Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
	\$000	\$000	\$000	\$000	\$000
<b>As at 1 July 2020</b>	<b>169,829</b>	<b>294</b>	<b>(1,410)</b>	<b>(132,502)</b>	<b>36,211</b>
<b>Total comprehensive loss for the period:</b>					
Net loss for the year	-	-	-	(54,953)	(54,953)
<b>Other Comprehensive Income:</b>					
Exchange differences arising on translation of foreign operations	-	-	(604)	-	(604)
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>(604)</b>	<b>(54,953)</b>	<b>(55,557)</b>
Issue of ordinary shares	38	(38)	-	-	-
Share issue costs	(5)	-	-	-	(5)
Share-based payments expense	-	186	-	-	186
<b>As at 30 June 2021</b>	<b>169,862</b>	<b>442</b>	<b>(2,014)</b>	<b>(187,455)</b>	<b>(19,165)</b>
<b>As at 1 July 2019</b>	<b>169,736</b>	<b>341</b>	<b>(872)</b>	<b>(89,557)</b>	<b>79,648</b>
Effect of adoption of AASB 16	-	-	-	(56)	(56)
<b>Balance at 1 July 2019 - restated</b>	<b>169,736</b>	<b>341</b>	<b>(872)</b>	<b>(89,613)</b>	<b>79,592</b>
<b>Total comprehensive loss for the period:</b>					
Net loss for the year	-	-	-	(42,889)	(42,889)
<b>Other Comprehensive Income:</b>					
Exchange differences arising on translation of foreign operations	-	-	(538)	-	(538)
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>(538)</b>	<b>(42,889)</b>	<b>(43,427)</b>
Issue of ordinary shares	110	-	-	-	110
Share issue costs	(17)	-	-	-	(17)
Lapse of Performance Rights	-	(109)	-	-	(109)
Share-based payments expense	-	62	-	-	62
<b>As at 30 June 2020</b>	<b>169,829</b>	<b>294</b>	<b>(1,410)</b>	<b>(132,502)</b>	<b>36,211</b>

The above Consolidated 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 2021



	Note	2021 \$000	2020 \$000
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(5,614)	(8,700)
Interest received		23	1,499
<b>Net cash outflow from operating activities</b>	22(a)	<b>(5,591)</b>	<b>(7,201)</b>
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(95)	(215)
<b>Net cash outflow from investing activities</b>		<b>(95)</b>	<b>(215)</b>
<b>Cash flows from financing activities</b>			
Transaction costs from issue of securities		(5)	(2)
<b>Net cash outflow from financing activities</b>		<b>(5)</b>	<b>(2)</b>
<b>Net decrease in cash and cash equivalents held</b>		<b>(5,691)</b>	<b>(7,418)</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>		<b>91,767</b>	<b>96,587</b>
<b>Effects of exchange rate changes on cash and cash equivalents</b>		<b>(7,010)</b>	<b>2,598</b>
<b>Cash and cash equivalents at the end of the financial year</b>	22(b)	<b>79,066</b>	<b>91,767</b>

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

# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in preparing the financial report of Berkeley Energia Limited ("Berkeley" or "Company" or "Parent") and its consolidated entities ("Consolidated Entity" or "Group") for the year ended 30 June 2021 are stated to assist in a general understanding of the financial report.

Berkeley is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange ("ASX"), the Main Board of the London Stock Exchange ("LSE") and the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (together the "Spanish Stock Exchanges").

The financial report of the Company for the year ended 30 June 2021 was authorised for issue in accordance with a resolution of the Directors.

### (a) Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards ("AASBs") adopted by the Australian Accounting Standards Board ("AASB") and the *Corporations Act 2001*. The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

The financial report has been prepared on a historical cost basis, except for certain financial liabilities which have been measured at fair value. The financial report is presented in Australian dollars.

The consolidated financial statements have been prepared on a going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

### (b) Statement of Compliance

The financial report complies with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period. New and revised standards and amendments thereof and interpretations effective for the current reporting period that are relevant to the Group include:

- (i) *AASB 2018-6 Amendments to Australian Accounting Standards – Definition of a Business;*
- (ii) *AASB 2018-7 Amendments to Australian Accounting Standards – Definition of Material;*
- (iii) *2019-1 Amendments to Australian Accounting Standards – References to the Conceptual Framework; and*
- (iv) *Conceptual Framework and Financial Reporting.*

The adoption of these new and revised standards has not resulted in any significant changes to the Group's accounting policies or to the amounts reported for the current or prior periods.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2021. Those which may be relevant to the Group are set out in the table below, but these are not expected to have any significant impact on the Group's financial statements as detailed below.

Standard/Interpretation	Application date of standard	Application date for Group
AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments (AASB 1, 3, 9, 116, 137 & 141)	1 January 2022	1 July 2022
AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current	1 January 2023	1 July 2023



### (c) Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Berkeley Energia Limited at reporting date. Control is achieved when the Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power.

Where controlled entities have entered or left the group during the year, the financial performance of those entities are included only for the period of the year that they were controlled. A list of controlled entities is contained in the financial statements.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the consolidated group have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

### (d) Business Combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired. The cost of a business combination is measured as the fair value of the assets given, shares issued or liabilities incurred or assumed at the date of exchange and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

Where equity instruments are issued in a business combination, the fair value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of the business combination over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at the acquisition date through profit or loss.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

### (e) Significant Accounting Judgements, Estimates and Assumptions

The preparation of the financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

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# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (e) Significant Accounting Judgements, Estimates and Assumptions (Continued)

- Exploration and Evaluation Assets (Note 7) – the Group's accounting policy for exploration and evaluation assets is set out in Note 1(t). The application of this policy requires management to make certain judgements and estimates as to future events and circumstances, in particular, the assessment of whether economic quantities of reserves have been found and the point at which exploration and evaluation assets should be transferred to mine development properties. The determination of an area of interest also requires judgement.
- Accounting for derivative financial liabilities (Note 11) – accounting for convertible notes requires judgement in respect of whether the host contract is debt or equity. Estimating fair value for financial liabilities requires the determination of the most appropriate valuation model and the determination of the most appropriate inputs to the valuation model. The assumptions used for estimating the fair value of the financial liabilities are disclosed in Note 11.
- Share-Based Payments (Note 18) - The Group initially measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instrument at the date at which they are granted. Estimating fair value for share-based payment transactions requires the determination of the most appropriate valuation model. This estimate also requires the determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield. The assumption and models used for estimating the fair value for share-based payment transactions are disclosed in Note 18.
- Functional currency of foreign operations (Note 1(g)) - determination of the functional currency of foreign subsidiaries requires judgement regarding the primary currency of labour, material and exploration spend in that subsidiary.

### (f) Revenue Recognition

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

### (g) Foreign Currency Translation

Both the functional and presentation currency of Berkeley at 30 June 2021 was Australian Dollars.

The following table sets out the functional currency of the subsidiaries (unless dormant) of the Group:

Company Name	Functional Currency
Berkeley Exploration Limited	A\$
Berkeley Minera Espana, S.L.U	Euro
Berkeley Exploration Espana, S.L.U	Euro

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All exchange differences in the consolidated financial report are taken to the income statement with the exception of exchange differences on intercompany loans which are not expected or planned to be repaid. These are taken directly to equity until the disposal of the net investment, at which time they are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.



Where the functional currency of a subsidiary of Berkeley Energia Limited is not Australian Dollars the assets and liabilities of the subsidiary at reporting date are translated into the presentation currency of Berkeley at the rate of exchange ruling at the balance sheet date and the income statements are translated by applying the average exchange rate for the year.

Any exchange differences arising on this retranslation are taken directly to the foreign currency translation reserve in equity. On disposal of a foreign entity, the deferred cumulative amount recognised in equity and relating to that particular foreign operation is recognised in the Statement of Profit or Loss and Other Comprehensive Income.

#### (h) Income Tax

The income tax expense for the year is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Parent Entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

#### (i) Cash and Cash Equivalents

'Cash and cash equivalents' includes cash on hand, deposits held at call with financial institutions, and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

#### (j) Impairment of Non-Current Assets

The Group assesses at each reporting date whether there is an indication that a non-current asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to dispose and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

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# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (j) Impairment of Non-Current Assets (Continued)

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at a revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount.

The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

### (k) Trade and Other Receivables

Trade receivables are recognised and carried at original invoice amount less any Expected Credit Loss ("ECL").

Receivables from related parties are recognised and carried at the nominal amount due and are interest free.

### (l) Financial Assets

#### (i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI"), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, less transaction costs.

#### (ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (relevant to the Group);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (not relevant to the Group);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments – not relevant to the Group); and
- Financial assets at fair value through profit or loss (relevant to the Group).

#### **Financial assets at amortised cost (debt instruments)**

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.





Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes GST and other taxes receivables, interest receivable and security deposits.

### **Impairment**

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For receivables due in less than 12 months, the Group recognises a loss allowance based on the financial asset's lifetime ECL at each reporting date.

Given the nature of financial assets held by the Group, it considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### **(m) Property, Plant and Equipment**

Property, plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Property, plant and equipment is depreciated on a reducing balance or straight line basis at rates based upon the individual assets effective useful life as follows:

	Life
Plant and equipment	2 - 13 years
Property (buildings and land)	50 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of plant and equipment is derecognised upon disposal or when no further economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing the net disposal proceeds with carrying amount of the asset. These are included in the profit or loss in the period the asset is derecognised.

### **(n) Trade and Other Payables**

Trade payables and other payables are carried at amortised cost and represent liabilities for the goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days. Payables are carried at amortised cost.

## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Financial liabilities

##### (i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and financial instruments.

##### (ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

###### **Financial liabilities at fair value through profit or loss**

This is the category most relevant to the Group. Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in AASB 9 are satisfied. The Group has designated the convertible note and OIA Options as financial liabilities at fair value through profit or loss (termed Financial Derivatives in the notes).

###### **Loans and borrowings**

This is the category least relevant to the Group. After initial recognition, loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are then recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on initial recognition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

##### (iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### (p) Employee Leave Benefits

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within twelve months of the reporting date are recognised in provisions in respect of employees' services up to the reporting date, and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable. Employee benefits payable later than 12 months have been measured using the projected unit credit valuation method.

**(q) Issued Capital**

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**(r) Dividends**

Provision is made for the amount of any dividend declared on or before the end of the year but not distributed at balance date.

**(s) Earnings per Share (EPS)**

Basic earnings per share is calculated by dividing the profit or loss attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

**(t) Exploration and Evaluation Expenditure**

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method.

Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable.

For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised, classified as tangible or intangible, and recognised as an exploration and evaluation asset. Exploration and evaluation assets are measured at cost at recognition and are recorded as an asset if:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
  - the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
  - exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation expenditure incurred by the group subsequent to the acquisition of the rights to explore is expensed as incurred, up to until a decision to develop or mine is made.

A provision for unsuccessful exploration and evaluation is created against each area of interest by means of a charge to the income statement.

The recoverable amount of each area of interest is determined on a bi-annual basis and impairment recorded in respect of that area adjusted so that the net carrying amount does not exceed the recoverable amount. For areas of interest that are not considered to have any commercial value, or where exploration rights are no longer current, the capitalised amounts are derecognised and any remaining balance charged against profit or loss.

When a decision is made to proceed with development, the accumulated exploration and evaluation asset will be tested for impairment and transferred to development properties, and then amortised over the life of the reserves associated with the area of interest once mining operations have commenced. Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

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# NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (t) Exploration and Evaluation Expenditure (Continued)

#### Impairment

Capitalised exploration costs are reviewed each reporting date to establish whether an indication of impairment exists. If any such indication exists, the recoverable amount of the capitalised exploration costs is estimated to determine the extent of the impairment loss (if any).

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

### (u) Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except:

- 
- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- 
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the Statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

### (v) Share Based Payments

#### (i) Equity settled transactions:

The Group provides benefits to directors, employees, consultants and other advisors of the Group in the form of share-based payments, whereby the directors, employees, consultants and other advisors render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using an appropriate method (e.g. binomial model or Black-Scholes option pricing model).

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Berkeley (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.



If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

#### (w) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

	Notes	2021 \$000	2020 \$000
<b>2. REVENUE</b>			
Interest income		23	1,480
		<b>23</b>	<b>1,480</b>
<b>3. FAIR VALUE MOVEMENTS</b>			
Fair value loss on financial liabilities through profit and loss	11(b)	<b>(18,253)</b>	(41,116)

The fair value movements are a result of the change in fair value measurements of the convertible note and unlisted options issued to OIA. These financial liabilities increase or decrease in size as the share price of the Company fluctuates. With the share price increasing during the financial year, the size of financial liability has increased materially resulting in a large fair value loss for the year. As the convertible note and OIA Options convert into shares, the liabilities will be reclassified to equity and will require no cash settlement by the Company. Please refer to Note 11 for further disclosure.

	2021 \$000	2020 \$000
<b>4. EXPENSES</b>		
Profit/(Loss) from ordinary activities before income tax expense includes the following specific expenses:		
<b>(a) Expenses</b>		
Depreciation and amortisation		
- Plant and equipment	<b>(320)</b>	(184)
- Lease amortisation	<b>(163)</b>	(163)
	<b>(483)</b>	(347)
<b>(b) Employee Benefits Expense</b>		
Salaries, wages and fees	<b>(1,645)</b>	(3,101)
Defined contribution/Social Security	<b>(347)</b>	(559)
Share-based payments (refer Note 18(a))	<b>(186)</b>	(62)
Total Employee Benefits Expense	<b>(2,178)</b>	(3,722)

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2021 (Continued)**

	Notes	2021 \$000	2020 \$000
<b>4. EXPENSES (Continued)</b>			
<b>(c) Impairment Expenses</b>			
Exploration expenditure impairment expense	7	(8,206)	-
Property, plant and equipment expenses	8	(12,152)	-
<b>Total Impairment Expense<sup>(1)</sup></b>		<b>(20,358)</b>	<b>-</b>

**Note:**

<sup>(1)</sup> Subsequent to the end of the year, Berkeley reported that the Board of the NSC had issued an unfavourable report for the grant of NSC II at the Salamanca project. The Company strongly refutes the NSCs assessment and believes that the project is compliant with all requirements for NSC II to be awarded. In the Company's opinion therefore, the technical issues raised by the NSC lack both technical and legal support.

Berkeley submitted documentation, including an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and a request for its reassessment by the NSC, to MITECO in late July. Further documentation was subsequently submitted to MITECO in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report and restates its request for the NSC II Application be reassessed by the NSC.

The Company is yet to receive a response from MITECO regarding its submissions however, in accordance with the requisite accounting standards, the Company has written down its non-current assets in relation to the Salamanca project. Refer to Notes 7 and 8 for further details.

	2021 \$000	2020 \$000
<b>5. INCOME TAX EXPENSE</b>		
<b>(a) Recognised in the Income Statement</b>		
<i>Current income tax</i>		
Current income tax expense in respect of the year	-	-
<i>Deferred income tax</i>		
Relating to origination and reversal of temporary differences	-	-
Income tax reported in the income statement	-	-
<b>(b) Reconciliation Between Tax Expense and Accounting Profit/(Loss) Before Income Tax</b>		
Accounting loss before income tax	(54,953)	(42,889)
At the domestic income tax rate of 26% (2020: 27.5%)	(14,288)	(11,794)
Expenditure not allowable for income tax purposes	8,103	12,817
Income not assessable for income tax purposes	-	(858)
Temporary differences previously not brought to account	-	2,726
Temporary differences not brought to account	6,185	(2,891)
Income tax (benefit)/expense reported in the income statement	-	-



	2021 \$000	2020 \$000
<b>(c) Deferred Income Tax</b>		
Deferred income tax relates to the following:		
<i>Deferred Tax Liabilities</i>		
Accrued interest	-	1
Unrealised foreign exchange	-	35
Deferred tax assets used to offset deferred tax liabilities	-	(36)
	-	-
<i>Deferred Tax Assets</i>		
Accrued expenditure	15	13
Capital allowances	16,452	11,281
Tax losses available to offset against future taxable income	9,686	9,852
Deferred tax assets used to offset deferred tax liabilities	-	(36)
Deferred tax assets not brought to account	(26,153)	(21,110)
	-	-

This future income tax benefit will only be obtained if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation continue to be complied with; and
- no changes in tax legislation adversely affect the Company in realising the benefit

#### (d) Tax Consolidations

As Berkeley Energia Limited is the only Australian company in the Group, tax consolidation is not applicable.

	2021 \$000	2020 \$000
<b>6. CURRENT ASSETS – OTHER RECEIVABLES</b>		
GST and other taxes receivable	1,235	1,324
Interest receivable	-	1
Other	271	111
	1,506	1,436

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2021 (Continued)**

	Note	2021 \$000	2020 \$000
<b>7. NON-CURRENT ASSETS – EXPLORATION EXPENDITURE</b>			
The Group has mineral exploration costs carried forward in respect of areas of interest <sup>(1)(2)</sup> :			
<b>Areas in exploration at cost:</b>			
Balance at the beginning of year		8,293	8,274
Foreign exchange differences		(87)	19
Impairment provision	4(c)	(8,206)	-
<b>Balance at end of year</b>		<b>-</b>	<b>8,293</b>

**Notes:**

<sup>(1)</sup> The value of the exploration interests is dependent upon the discovery of commercially viable reserves and the successful development or alternatively sale, of the respective tenements. An amount of €6m (A\$8.994m) was capitalised in respect of fees paid to ENUSA under the Co-operation Agreement relating to the tenements within the State Reserves. The Company reached agreement with ENUSA in July 2012 in the form of an Addendum to the Consortium Agreement signed in January 2009. The Addendum includes the following terms:

- The Consortium now consists of State Reserves 28 and 29;
- Berkeley's stake in the Consortium has increased to 100%;
- ENUSA will remain the owner of State Reserves 28 and 29, however the exploitation rights have been assigned to Berkeley, together with authority to submit all applications for the permitting process;
- The Company is now the sole and exclusive operator in the Addendum Reserves, with the right to exploit the contained uranium resources and has full ownership of any uranium produced;
- ENUSA will receive a production fee equivalent to 2.5% of the net sale value (after marketing and transport costs) of any uranium produced within the Addendum Reserves;
- Berkeley has waived its rights to mining in State Reserves 2,25, 30, 31, Hoja 528-1 and the Saelices El Chico Exploitation Concession, and has waived any rights to management of the Quercus plant; and
- The Co-operation Agreement with ENUSA, signed on 29 January 2009, has been terminated.

The Group's accounting policy is to account for contingent consideration on asset acquisitions as contingent liabilities.

<sup>(2)</sup> In June 2016, the Company completed an upfront royalty sale. The royalty financing comprised the sale of a 0.375% fully secured net smelter royalty over the project for US\$5 million (A\$6.7million) which was deducted from exploration expenditure.

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**8. NON-CURRENT ASSETS – PROPERTY, PLANT AND EQUIPMENT**

	Land and Buildings \$000	Plant and equipment \$000	Right-of-use assets \$000	Total \$000
Carrying amount at 1 July 2020	10,798	1,813	244	12,855
Additions	-	95	-	95
Disposals	-	(29)	-	(29)
Depreciation and amortisation	(33)	(91)	(163)	(287)
Foreign exchange differences	(333)	(55)	-	(388)
Impairment provision (Note 4(c))	(10,432)	(1,720)	-	(12,152)
Carrying amount at 30 June 2021	-	13	81	94
- at cost	10,720	3,225	407	14,352
- accumulated depreciation and amortisation	(288)	(1,492)	(326)	(2,106)
Carrying amount at 1 July 2019	10,738	2,120	-	12,858
Effect of adoption of AASB 16	-	-	407	407
Carrying amount at 1 July 2019 (adjusted)	10,738	2,120	407	13,265
Additions	-	215	-	215
Disposals	-	(394)	-	(394)
Depreciation and amortisation	(34)	(150)	(163)	(347)
Foreign exchange differences	94	22	-	116
Carrying amount at 30 June 2020	10,798	1,813	244	12,855
- at cost	11,062	3,467	407	14,936
- accumulated depreciation and amortisation	(264)	(1,654)	(163)	(2,081)

	2021 \$000	2020 \$000
<b>9. NON-CURRENT ASSETS – OTHER FINANCIAL ASSETS</b>		
Security bonds	123	617
<b>10. CURRENT LIABILITIES – TRADE AND OTHER PAYABLES</b>		
Trade creditors	1,767	1,158

All trade and other payables are current. There are no overdue amounts. Trade creditors are non-interest bearing and settled on 30-day terms. Accrued expenses are non-interest bearing and have an average term of six months.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

	2021 \$000	2020 \$000
<b>11. DERIVATIVE FINANCIAL LIABILITIES</b>		
<b>(a) Financial liabilities at fair value through profit and loss</b>		
Convertible note	92,950	75,331
OIA Options	4,585	1,416
	<b>97,535</b>	<b>76,747</b>

On 30 November 2017, the Company issued an interest-free and unsecured US\$65 million convertible note which will be converted into ordinary shares at £0.50 per share upon commissioning of the Salamanca mine, or by OIA at any time at their choosing. Should the Company raise further equity prior to conversion of the convertible note at a price below £0.50 then the conversion price of the convertible note will be reset to the issue price of the equity raising, subject to a floor price of £0.27 per share. If technical completion (mine commissioning) has not occurred by 30 November 2021, then the convertible note will automatically convert into shares at the floor price of £0.27 per share. The exchange rate fixed in the contract is US\$1.00: £0.776. Given technical completion will not occur by 30 November 2021, the Company has formed a view that the convertible note will automatically convert at the floor price of £0.27 on 30 November 2021 as mine commissioning will not occur prior to this date.

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 financial liability through profit and loss. The Company has no obligation to extinguish the convertible note using its cash reserves and it is only repayable in an event of breach of the terms of the investment agreement which includes a breach of a representation or warranty (at the date of signing the agreement), a breach of covenants, insolvency of the Company or the Company ceasing to conduct business or ceasing being listed on a recognised stock exchange.

As part of the convertible note transaction, the Company also issued OIA with 50,443,124 unlisted options which are exercisable at an average price of £0.85 per share contributing an additional US\$55 million of funding if exercised in the future.

	Consolidated 30 June 2020			Consolidated 30 June 2021
	Opening Balance \$000	Fair Value Change \$000	Foreign Exchange Loss/(Gain) \$000	Total \$000
<b>(b) Reconciliation</b>				
Convertible note	75,331	15,179	2,440	92,950
OIA Options	1,416	3,074	95	4,585
<b>Total fair value</b>	<b>76,747</b>	<b>18,253</b>	<b>2,535</b>	<b>97,535</b>

	Consolidated 30 June 2019			Consolidated 30 June 2020
	Opening Balance \$000	Fair Value Change \$000	Foreign Exchange Loss/(Gain) \$000	Total \$000
Convertible note	35,972	41,487	(2,128)	75,331
OIA Options	1,784	(371)	3	1,416
<b>Total fair value</b>	<b>37,756</b>	<b>41,116</b>	<b>(2,125)</b>	<b>76,747</b>

**(c) Fair Value Estimation**

The fair values of the OIA Options was determined using a binomial option pricing model. The fair value of the convertible note has been calculated using a probability-weighted payout approach on the basis that it is currently highly probable that the convertible note will be converted at the £0.27 conversion price. The fair value movement of both the OIA Options and the convertible note has been recognised in the Statement of Profit or Loss.

The reporting date fair values of the convertible note and OIA Options were estimated using the following assumptions:

*Convertible note (Fair Value Level 2 Measurements):*

	2021	2020
Conversion price	£0.270	£0.270
Valuation date share price	N/A	£0.225
Number of shares (probability weighted average) ('000)	186,815	186,815
Fair value per share	\$0.498	\$0.403

*OIA Options (Fair Value Level 3 Measurements):*

30 June 2021	Tranche 1	Tranche 2	Tranche 3
Exercise price	£0.600	£0.750	£1.000
Valuation date share price	£0.280	£0.280	£0.280
Dividend yield <sup>(1)</sup>	-	-	-
Volatility <sup>(2)</sup>	82%	82%	82%
Risk-free interest rate	0.05%	0.08%	0.12%
Number of OIA Options	10,088,625	15,132,973	25,221,562
Estimated Expiry date	30 Nov 2022	31 May 2023	30 Nov 2023
Fair value (£)	0.047	0.050	0.050
Fair value (\$)	0.086	0.093	0.092

30 June 2020	Tranche 1	Tranche 2	Tranche 3
Exercise price	£0.600	£0.750	£1.000
Valuation date share price	£0.225	£0.225	£0.225
Dividend yield <sup>(1)</sup>	-	-	-
Volatility <sup>(2)</sup>	55%	55%	55%
Risk-free interest rate	(0.08%)	(0.09%)	(0.09%)
Number of OIA Options	10,088,625	15,132,973	25,221,562
Estimated Expiry date	30 Nov 2022	31 May 2023	30 Nov 2023
Fair value (£)	0.018	0.017	0.014
Fair value (\$)	0.033	0.030	0.025

**Notes**

<sup>(1)</sup> The dividend yield reflects the assumption that the current dividend payout will remain unchanged.

<sup>(2)</sup> The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

Historical volatility is deemed to be the only significant unobservable input used in the fair value measurements of the OIA Options. The higher the volatility, the higher is the fair value of the OIA option moves due to the increased uncertainty. A 10% (2020: 3%) increase (decrease) in the historical volatility would increase in fair value of the OIA options by \$1,442,000 (2020: \$302,000) while a 3% decrease of the historical volatility increase the fair value of OIA options by \$1,354,000 (2020: decrease of \$276,000).

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

	2021 \$000	2020 \$000
<b>12. CURRENT LIABILITIES – OTHER FINANCIAL LIABILITIES</b>		
Provisions <sup>(1)</sup>	551	569
Lease liability	101	283
	<b>652</b>	<b>852</b>

**Notes:**

<sup>(1)</sup> Reforestation provision to plant 30,000 young oak trees as part of the environmental licence at the project.

	2021 \$000	2020 \$000
<b>13. ISSUED CAPITAL</b>		
<b>(a) Issued and Paid up Capital</b>		
258,982,000 (2020: 258,605,000) fully paid ordinary shares	<b>169,862</b>	169,829

**(b) Movements in Ordinary Share Capital During the Past Two Years:**

Date	Details	Number of Shares '000	\$000
<b>1 Jul 20</b>	<b>Opening Balance</b>	<b>258,605</b>	<b>169,829</b>
26 Mar 21	Exercise of A\$0.35 Incentive Options (cashless)	377	38
Jul 20 to Jun 21	Share issue costs	-	(5)
<b>30 Jun 21</b>	<b>Closing Balance</b>	<b>258,982</b>	<b>169,862</b>
<b>1 Jul 19</b>	<b>Opening Balance</b>	<b>258,475</b>	<b>169,736</b>
6 Dec 19	Issue of shares	130	110
Jul 19 to Jun 20	Share issue costs	-	(17)
<b>30 Jun 20</b>	<b>Closing Balance</b>	<b>258,605</b>	<b>169,829</b>

**(c) Terms and conditions of Ordinary Shares**

**(i) General**

The ordinary shares (“Shares”) are ordinary shares and rank equally in all respects with all ordinary shares in the Company.

The rights attaching to the Shares arise from a combination of the Company's Constitution, statute and general law. Copies of the Company's Constitution are available for inspection during business hours at its registered office.

**(ii) Reports and Notices**

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

**(iii) Voting**

Subject to any rights or restrictions at the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a poll.

On a poll each eligible member has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

**(iv) Variation of Shares and Rights Attaching to Shares**

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act.

Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

**(v) Unmarketable Parcels**

The Company may procure the disposal of Shares where the member holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of shares with a market value of less than \$500). To invoke this procedure, the Directors must first give notice to the relevant member holding less than a marketable parcel of Shares, who may then elect not to have his or her Shares sold by notifying the Directors.

**(vi) Changes to the Constitution**

The Company's Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

**(vii) Listing Rules**

Provided the Company remains admitted to the Official List of the Australian Securities Exchange Ltd, then despite anything in the Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Company's Constitution will be deemed to comply with the Listing Rules as amended from time to time.

**14. RESERVES**

	Note	2021 \$000	2020 \$000
Share-based payments reserve	14(b)	442	294
Foreign currency translation reserve		(2,014)	(1,410)
		<b>(1,572)</b>	<b>(1,116)</b>

**(a) Nature and Purpose of Reserves***Share-based payments reserve*

The share-based payments reserve records the fair value of share-based payments made by the Company.

*Foreign currency translation reserve**Exchange difference*

Exchange differences arising on translation of a foreign controlled entity are taken to the foreign currency translation reserve, as described in Note 1(g). The reserve is recognised in profit and loss when the net investment is disposed of.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

**14. RESERVES (Continued)**

**(b) Movements in Incentive Options and Performance Rights during the Past Two Years:**

Date	Details	Number of Incentive Options '000	Number of Performance Rights '000	\$000
<b>1 Jul 20</b>	<b>Opening Balance</b>	<b>7,400</b>	<b>200</b>	<b>294</b>
26 Mar 21	Exercise of A\$0.35 Incentive Options (cashless)	(800)	-	(38)
Jul 20 to Jun 21	Share-based payments expense	-	-	186
<b>30 Jun 21</b>	<b>Closing Balance</b>	<b>6,600</b>	<b>200</b>	<b>442</b>
<b>1 Jul 19</b>	<b>Opening Balance</b>	-	5,873	341
10 Aug 18	Conversion of Performance Rights	-	(130)	-
31 Dec 19	Lapse of Performance Rights	-	(5,443)	(109)
2 Feb 20	Cancellation of Performance Rights	-	(100)	-
18 Feb 20	Issue of \$0.35 Incentive Options	3,700	-	-
18 Feb 20	Issue of \$0.40 Incentive Options	3,700	-	-
Jul 19 to Jun 20	Share-based payments expense	-	-	62
<b>30 Jun 20</b>	<b>Closing Balance</b>	<b>7,400</b>	<b>200</b>	<b>294</b>

**(c) Terms and conditions of Incentive Options**

Incentive Options granted as share-based payments have the following terms and conditions:

- Each Incentive Option entitles the holder to the right to subscribe for one Share upon the exercise of each Incentive Option;
- The Incentive Options granted as share-based payments at the end of the financial year have the following exercise prices and expiry dates:
  - 2,900,000 Incentive Options expiring exercisable at \$0.35 on or before 31 December 2022; and
  - 3,700,000 Incentive Options expiring exercisable at \$0.40 on or before 31 December 2023.
- The Incentive Options are exercisable at any time prior to the Expiry Date, subject to vesting conditions being satisfied (if applicable);
- Shares issued on exercise of the Incentive Options rank equally with the then Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Incentive Options;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Incentive Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and
- No application for quotation of the Incentive Options will be made by the Company.

**(d) Terms and conditions of Performance Rights**

The unlisted Performance Rights are granted based upon the following terms and conditions:

- each Performance Right automatically converts into one Ordinary Share upon vesting of the Performance Right;
- each Performance Right is subject to performance conditions (as determined by the Board from time to time) which must be satisfied in order for the Performance Right to vest;
- the Performance Rights on issue as at 30 June 2021 each vest separately on completion of the Commercial Production Milestone means achievement of quarterly commercial production (as per the final definitive feasibility study) from the Salamanca Project (expiry 31 December 2021).
- if a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse;
- Ordinary Shares issued on conversion of the Performance Rights rank equally with the then Ordinary Shares of the Company;



- application will be made by the Company to ASX for official quotation of the Ordinary Shares issued upon conversion of the Performance Rights;
- if there is any reconstruction of the issued share capital of the Company, the rights of the Performance Right holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction;
- no application for quotation of the Performance Rights will be made by the Company; and
- without approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

## 15. PARENT ENTITY INFORMATION

	2021 \$000	2020 \$000
Current assets	78,703	91,693
Total assets	93,895	106,975
Current liabilities	98,063	77,225
Total liabilities	98,063	77,225
Net Assets/(Liabilities)	(4,168)	29,750
Issued Capital	169,862	169,829
Reserves	442	294
Accumulated losses	(174,472)	(140,373)
Total equity	(4,168)	29,750
Loss of the parent entity	(34,157)	(43,773)
Total comprehensive Loss of the parent entity	(34,157)	(43,773)

The Parent Company had no guarantees, commitments or contingencies at 30 June 2021 other than as disclosed elsewhere in this report (2020: None).

## 16. RELATED PARTY DISCLOSURES

### (a) Subsidiaries

The consolidated financial statements include the financial statements of the Company and the subsidiaries listed in the following table:

Name of Controlled Entity	Place of Incorporation	Equity Interest	
		2021 %	2020 %
Berkeley Exploration Ltd	UK	100	100
Berkeley Minera Espana S.L.U	Spain	100	100
Berkeley Exploration Espana S.L.U	Spain	100	100

### (b) Ultimate Parent

Berkeley Energia Limited is the ultimate parent of the Group.

### (c) Key Management Personnel

Details relating to KMP, including remuneration paid, are included at Note 17.

### (d) Transactions with Related Parties in the Consolidated Group

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

**17. KEY MANAGEMENT PERSONNEL**

**(a) Details of Key Management Personnel**

The KMP of the Group during or since the end of the financial year were as follows:

**Directors**

Ian Middlemas	Chairman
Robert Behets	Non-Executive Director (Acting Managing Director)
Deepankar Panigrahi	Non-Executive Director
Adam Parker	Non-Executive Director
Nigel Jones	Non-Executive Director (resigned 25 November 2020)

**Other KMP**

Francisco Bellón	Chief Operating Officer
Dylan Browne	Company Secretary

There were no other KMP of the Company or the Group. Unless otherwise disclosed, the KMP held their position from 1 July 2020 to 30 June 2021.

**(b) Key Management Personnel Compensation**

	2021 \$	2020 \$
Short-term benefits	(739,969)	(819,724)
Post-employment benefits	(34,393)	(33,498)
Share-based payments	(95,924)	(139,307)
	<b>(870,286)</b>	<b>(992,529)</b>

**18. SHARE-BASED PAYMENTS**

**(a) Recognised Share-Based Payment Expense**

	2021 \$000	2020 \$000
Net gain/(expense) arising from equity-settled share-based payment transactions (incentive securities)	(186)	(62)
Consultancy service costs settled by equity-settled share-based payment transactions (shares)	-	(109)
Lapse of unvested performance rights	-	109
Total share-based payments recognised during the year	<b>(186)</b>	<b>(62)</b>

**(b) Summary of Incentive Options and Performance Rights Granted as Share-based Payments**

The following Incentive Options were granted as share-based payments during the last two years (2021: nil):

Options 2020	Number	Grant Date	Issue Date	Expiry Date	Exercise Price \$	Fair Value \$
<b>Series</b>						
Series 1	3,700,000	18 Feb 2020	18 Feb 2020	31 Dec 2022	0.35	0.047
Series 2	3,700,000	18 Feb 2020	18 Feb 2020	31 Dec 2023	0.40	0.055

The following table illustrates the number and weighted average exercise prices ("WAEP") of Incentive Options issued as share-based payments at the beginning and end of the financial year:





Options	2021 '000	2021 WAEP	2020 '000	2020 WAEP
Outstanding at beginning of year	7,400	\$0.375	-	-
Granted during the year	-	-	7,400	\$0.375
Exercised during the year	(800) <sup>1</sup>	\$0.350	-	-
Outstanding at end of year	6,600	\$0.378	7,400	\$0.375

**Note**

<sup>(1)</sup> The weighted average share price at the date of exercise was \$0.645.

The outstanding balance of Incentive Options as at 30 June 2021 is represented by:

- 2,900,000 Incentive Options expiring exercisable at \$0.35 on or before 31 December 2022; and
- 3,700,000 Incentive Options expiring exercisable at \$0.40 on or before 31 December 2023 (vest on 22 February 2022).

The following table illustrates the number and WAEP of Performance Rights issued as share-based payments at the beginning and end of the financial year:

Performance/share Rights	2021 '000	2021 WAEP	2020 '000	2020 WAEP
Outstanding at beginning of year	200	-	5,873	-
Lapsed during the year	-	-	(5,443)	-
Cancelled during the year	-	-	(100)	-
Converted during the year	-	-	(130)	-
Outstanding at end of year	200	-	200	-

The outstanding balance of Performance Rights as at 30 June 2021 is represented by:

- 200,000 Performance Rights expiring on 31 December 2021 and will vest, subject to a commercial production milestone at the Salamanca project.

No Performance Rights were granted as share-based payments during the last two years.

**(c) Weighted Average Remaining Contractual Life**

At 30 June 2021, the weighted average remaining contractual life for Incentive Options on issue that had been granted as share-based payments was 2.06 years (2020: 3 years). The weighted average remaining contractual life for Performance Rights issued as share-based payments was 0.5 years (2020: 1.5 years).

**(d) Range of Exercise Prices**

At 30 June 2021 and 2020, the range of exercise prices for Incentive Options on issue that had been granted as share-based payments was \$0.35 and \$0.40. Performance Rights have no exercise price.

**(e) Weighted Average Fair Value**

There were no Incentive Options granted as share-based payments during the year ended 30 June 2021. The weighted average fair value of Incentive Options granted as share-based payments during the year ended 30 June 2020 was \$0.051. No Performance Rights were issued in 2021 and 2020.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

**18. SHARE-BASED PAYMENTS (Continued)**

**(f) Option and Performance Rights Pricing Model**

The fair value of the equity-settled Incentive Options granted is estimated as at the date of grant using the binomial option valuation model taking into account the terms and conditions upon which the Incentive Options are granted. The fair value of the equity-settled share Performance Rights granted is estimated as at the date of grant with reference to the share price on that date.

No Incentive Options were granted as share-based payments in the financial year ended 30 June 2021 (2020: 7,400,000). No Performance Rights were issued as share-based payments in the financial years ended 30 June 2021 and 2020.

The following table lists the inputs to the valuation models used for Incentive Options granted by the Group during the last two years (2021: nil issued):

Options 2020 Inputs	Series 1	Series 2
Exercise price (A\$)	0.350	0.400
Grant date share price (A\$)	0.175	0.175
Dividend yield <sup>(1)</sup>	-	-
Volatility <sup>(2)</sup>	70%	70%
Risk-free interest rate	0.72%	0.72%
Grant date	18 Feb 20	18 Feb 20
Expiry date	31 Dec 22	31 Dec 23
Expected life of rights <sup>(3)</sup> (years)	2.87	3.87
Fair value at grant date (A\$)	0.047	0.055

**Notes:**

<sup>(1)</sup> The dividend yield reflects the assumption that the current dividend payout will remain unchanged.

<sup>(2)</sup> The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

<sup>(3)</sup> The expected life of the Incentive Options is based on the exercise date.

	2021 \$	2020 \$
<b>19. REMUNERATION OF AUDITORS</b>		
Amounts received or due and receivable by Ernst & Young Australia for:		
- an audit or review of the financial reports of the Company and any other entity in the Consolidated Group	<b>41,640</b>	40,500
- preparation of income tax return	<b>32,000</b>	7,000
Amounts received or due and receivable by related practices of Ernst & Young for:		
- an audit or review of the financial reports of the Company	<b>43,410</b>	38,310
- other services in relation to the Company	<b>23,038</b>	80,751
Other auditors for:		
- an audit or review of the financial reports	-	10,334
<b>Total Auditors Remuneration</b>	<b>140,088</b>	176,895

**20. SEGMENT INFORMATION**

The Consolidated Entity operates in one operating segment and one geographical segment, being uranium exploration in Spain. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Consolidated Entity.

The corporate and administrative functions based in Australia are considered incidental to Consolidated Entity's uranium exploration activities in Spain. The Group's interest income is all earned in Australia.

**(a) Reconciliation of Non-Current Assets by geographical location**

	2021 \$000	2020 \$000
United Kingdom	94	288
Spain	123	21,477
	<b>217</b>	<b>21,765</b>

**21. EARNINGS PER SHARE**

The following reflects the income data used in the calculations of basic and diluted earnings per share:

	2021 \$000	2020 \$000
Net loss used in calculating basic and diluted earnings per share	<b>(54,953)</b>	(42,889)

**(a) Weighted Average Number of Shares**

The following reflects the share data used in the calculations of basic and diluted earnings per share:

	Number of Shares 2021 '000	Number of Shares 2020 '000
Weighted average number of ordinary shares	<b>258,705</b>	258,549
Weighted average number of ordinary shares to be issued upon conversion of convertible note	<b>186,815</b>	186,815
Weighted average number of ordinary shares and potential ordinary shares used in calculating basic and diluted earnings per share	<b>445,520</b>	445,364

**(b) Conversions, Calls, Subscriptions or Issues after 30 June 2021**

There have been no conversions to, calls of, or subscriptions for ordinary shares, since the reporting date and before the completion of this financial report.

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**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

**22. STATEMENT OF CASH FLOWS**

**(a) Reconciliation of Net Loss Before Income Tax Expense to Net Cash Flows from Operating Activities**

	2021 \$000	2020 \$000
Net loss before income tax expense	(54,953)	(42,889)
<b>Adjustment for income and expense items</b>		
Depreciation & amortisation	320	313
Share-based payments expense	186	62
Other non-cash expenses	38,517	40,827
Foreign exchange movement	9,545	(4,726)
<b>Changes in operating assets and liabilities</b>		
(Increase)/decrease in trade and other receivables	(70)	78
Increase/(decrease) in trade and other payables	388	(794)
(Increase)/decrease in other financial assets	476	(72)
Net cash outflow from operating activities	(5,591)	(7,201)
<b>(b) Reconciliation of Cash and Cash Equivalents</b>		
Cash at bank and on hand	79,016	91,717
Bank short term deposits	50	50
	79,066	91,767

**(c) Credit Standby Arrangements with Banks**

At balance date, the Company had no used or unused financing facilities (2020: None).

**(d) Non-cash Financing and Investment Activities**

*30 June 2021*

No amount was recognised as a share-based payment for the issue of shares to a consultant as part of their consulting fee. Please refer to Note 18(a) for further disclosure.

*30 June 2020*

An amount of \$109,000 was recognised as a share-based payment for the issue of shares to a consultant as part of their consulting fee. Please refer to Note 18(a) for further disclosure.



## 23. FINANCIAL INSTRUMENTS

### (a) Overview

The Group's principal financial instruments comprise receivables, payables, security deposits, other financial liabilities, cash and short-term deposits. The main risks arising from the Group's financial instruments are interest rate risk, equity price risk, foreign currency risk, credit risk and liquidity risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital. Other than as disclosed, there have been no significant changes since the previous financial year to the exposure or management of these risks.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. Key risks are monitored and reviewed as circumstances change (e.g. acquisition of a new project) and policies are revised as required. The overall objective of the Group's financial risk management policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As the Group's operations change, the Directors will review this policy periodically going forward.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the Group's financial risks as summarised below.

### (b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This risk arises principally from cash and cash equivalents and trade and other receivables.

There are no significant concentrations of credit risk within the Group. The carrying amount of the Group's financial assets represents the maximum credit risk exposure, as represented below:

	2021 \$000	2020 \$000
<b>Current Assets</b>		
Cash and cash equivalents	79,066	91,767
Trade and other receivables	1,506	1,436
	<b>80,572</b>	93,203
<b>Non-current Assets</b>		
Other financial assets	123	617
	<b>123</b>	617
<b>Total</b>	<b>80,695</b>	93,820

The Group does not have any significant customers and accordingly does not have any significant exposure to ECLs. Trade and other receivables are expected to be collected in full and the Group has no history of ECLs.

As at 30 June 2021, other receivables comprise GST/VAT receivable, accrued interest and other miscellaneous receivables. Where possible the Group trades only with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to ECLs is not significant.

The Group's receivables balance consists of GST/VAT refunds from recognised government entities with minimal credit risk. While and interest receivables and cash and cash equivalents are due and/or held with reputable financial institutions that are rated the equivalent of investment grade and above.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

**23. FINANCIAL INSTRUMENTS (Continued)**

**(c) Liquidity Risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due. At 30 June 2021 and 2020, the Group has sufficient liquid assets to meet its financial obligations.

The contractual maturities for cash settled financial liabilities, including estimated interest payments, are provided below. There are no netting arrangements in respect of financial liabilities.

	≤ 6 months \$000	6 - 12 months \$000	1 - 5 years \$000	≥ 5 years \$000	Total \$000
<b>2021</b>					
<b>Financial Liabilities</b>					
Trade and other payables	1,767	-	-	-	1,767
Lease liability	101	-	-	-	101
	<b>1,868</b>	-	-	-	<b>1,868</b>
<b>2020</b>					
<b>Financial Liabilities</b>					
Trade and other payables	1,158	-	-	-	1,158
Lease liability	283	-	-	-	283
	<b>1,441</b>	-	-	-	<b>1,441</b>

**(d) Interest Rate Risk**

The Group's exposure to the risk of changes in market interest rates relates primarily to cash and cash equivalents with a floating interest rate.

These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities, in the form of receivables, security deposits and payables are non-interest bearing.

At balance date, the variable interest rate exposure of the Group's was:

	2021 \$000	2020 \$000
<b>Interest-bearing Financial Instruments</b>		
Cash at bank and on hand	79,016	91,717
Bank short term deposits	50	50
	<b>79,066</b>	<b>91,767</b>

The Group's cash at bank and on hand and short term deposits had a weighted average variable interest rate at year end of 0.04% (2020: 0.01%).

The Group currently does not engage in any hedging or derivative transactions to manage interest rate risk.

*Interest rate sensitivity*

A sensitivity of one per cent has been selected as this is considered reasonable given the current level of both short term and long term interest rates. A 1% movement in interest rates at the reporting date would have increased (decreased) profit and loss by the amounts shown below based on the average amount of interest bearing financial instruments held. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2020.

	Profit or Loss		Other Comprehensive Income	
	1% Increase	1% Decrease	1% Increase	1% Decrease
	\$000	\$000	\$000	\$000
<b>2021</b>				
<b>Group</b>				
Cash and cash equivalents	791	(791)	-	-
<b>2020</b>				
<b>Group</b>				
Cash and cash equivalents	917	(917)	-	-

**(d) Foreign Currency Risk**

The Group also has transactional currency exposures. Such exposure arises from transactions denominated in currencies other than the functional currency of the entity.

The Group currently does not engage in any hedging or derivative transactions to manage foreign currency risk.

The Group is also exposed to foreign currency risk on the Euro, Sterling and US Dollar cash and cash equivalents that it holds.

*Sensitivity analysis for currency risk*

A sensitivity of 10 per cent has been selected as this is considered reasonable given historic and potential future changes in foreign currency rates. This has been applied to the net financial instruments of Berkeley Minera Espana, S.L.U and Berkeley Exploration Espana, S.L.U. and to the Euro and Sterling cash and cash equivalents that the Group holds. This sensitivity analysis is prepared as at balance date.

A 10% strengthening/weakening of the Australian dollar against the Euro at 30 June 2021 would have increased/(decreased) the net financial liabilities of the Spanish controlled entities by A\$2,000/(A\$2,000) (2020: A\$88,000/(A\$88,000)).

There would be no impact on profit or loss arising from these changes in the currency risk variables as all changes in value are taken to a reserve.

A 10% strengthening/weakening of the Australian dollar against the Euro at 30 June 2021 of €241,000 cash held (2020: €15,000) would have increased/(decreased) the cash and cash equivalents and profit or loss of the Group by A\$38,000/(A\$38,000) (2020: A\$2,400/(A\$2,400)).

A 10% strengthening/weakening of the Australian dollar against the Sterling at 30 June 2021 of £290,000 cash held (2020: £102,000) would have increased/(decreased) the cash and cash equivalents and profit or loss of the Group by A\$53,000/(A\$53,000) (2020: A\$18,000/(A\$18,000)).

A 10% strengthening/weakening of the Australian dollar against the US Dollar at 30 June 2021 of US\$52,609,000 cash held (2020: US\$62,261,000) would have increased/(decreased) the cash and cash equivalents and profit or loss of the Group by A\$7,008,000/(A\$7,008,000) (2020: A\$9,052,000/(A\$9,052,000)).

The above analysis assumes that all other variables, in particular interest rates, remain constant. The analysis for 2020 has been performed on the same basis.

**(e) Commodity Price Risk**

The Group is exposed to uranium commodity price risk. These commodity prices can be volatile and are influenced by factors beyond the Group's control. As the Group is currently engaged in exploration and business development activities, no sales of commodities are forecast for the next 12 months, and accordingly, no hedging or derivative transactions have been used to manage commodity price risk.

## NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021 (Continued)

### 23. FINANCIAL INSTRUMENTS (Continued)

#### (f) Capital Management

The Group normally defines its Capital as total equity of the Group, (being a net liability at 30 June 2021 of \$19,165,000 (2020: net assets \$36,211,000)). The OIA Convertible Note which will automatically convert on 30 November 2021 resulting in the decrease of Company liabilities of \$92,950,000 (based on the 30 June 2021 valuation) and increase in share capital of the same amount increasing net assets to \$73,785,000 (based on the 30 June 2021 financial position). The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while financing the development of its project through primarily equity-based financing. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Given the stage of development of the Group, the Board's objective is to minimise debt and to raise funds as required through the issue of new shares. There were no changes in the Group's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

#### (g) Fair Value

The fair value of financial assets and financial liabilities approximates their carrying value. The methods for estimating fair value are outlined in the relevant notes to the financial statements. Please refer to Note 11 for further disclosure.

#### (h) Equity Price Risk

The Group is exposed to equity securities price risk. This arises from the convertible note and OIA Options held by the Group and classified in the Statement of Financial Position as financial liabilities through profit and loss, refer to Note 11.

##### *Equity price sensitivity*

A sensitivity of 10% has been selected as this is considered reasonable given the recent trading of the Company's shares. The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date. This analysis assumes that all other variables remain constant.

	Profit or loss		Other Comprehensive Income	
	10% increase \$000	10% decrease \$000	20% increase \$000	20% decrease \$000
<b>2021</b>				
<b>Group</b>				
Convertible note	(9,295)	9,295	-	-
OIA Options	(1,010)	925	-	-
<b>2020</b>				
<b>Group</b>				
Convertible note	(7,533)	7,533	-	-
OIA Options	(422)	364	-	-

### 24. CONTINGENT LIABILITIES

Other than the production fee arrangement with ENUSA disclosed in Note 7, the Group had no contingent liabilities at 30 June 2021 (2020: Nil).





## 25. COMMITMENTS

During the financial year, management has identified the following material commitments for the Group:

	Payable within 1 year \$000	Payable after 1 year and less than 5 years \$000	Total \$000
<b>2021</b>			
Operating Commitments	236	-	236
<b>2020</b>			
Operating Commitments	285	235	520

Operating commitments include costs (excluding lease costs) for the provision of serviced offices and short term minimum operational supply agreements. The disclosed amounts are based on the current terms of agreements and based on current levels of operating activities. Agreements entered into by the Group generally provide early termination clauses for the cancellation of agreements allowing the Group to modify the ongoing level of expenditure to an amount significantly less than the disclosed commitments above.

## 26. SUBSEQUENT EVENTS

- (i) On 12 July 2021, the Company announced that the NSC had issued an unfavourable report for the grant of NSC II. The Company however took the first steps to overturn the NSC II decision following the submission of an 'Improvement Report' to supplement the Company's initial NSC II Application, along with the corresponding arguments that address all of the issues raised by the NSC, and has requested its reassessment by the NSC. The Improvement Report includes technical arguments that, in the Company's view, will clearly demonstrate that the project is compliant with all requirements for NSC II. Berkeley also submitted further documentation to the MITECO in which the Company, with strongly supported arguments, dismantles all of the technical issues used by the NSC as justification to issue the unfavourable report. Refer to note 4(c) for further detail.

Other than as outlined above, as at the date of this report there are no matters or circumstances, which have arisen since 30 June 2021 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2021, of the Consolidated Entity;
- the results of those operations, in financial years subsequent to 30 June 2021, of the Consolidated Entity; or
- the state of affairs, in financial years subsequent to 30 June 2021, of the Consolidated Entity.

## DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Berkeley Energia Limited, I state that:

- (1) In the opinion of the Directors:
  - (a) the financial statements, notes and the additional disclosures included in the directors' report designated as audited of the Consolidated Entity are in accordance with the Corporations Act 2001 including:
    - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2021 and of its performance for the year ended on that date; and
    - (ii) complying with accounting standards and the Corporations Act 2001;
    - (iii) complying with International Financial Reporting Standards; and
  - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- (2) To the best of the Directors' knowledge, the Directors' report includes a fair review of the development and performance of the business and the financial position of the Group, together with a description of the principal risks and uncertainties that the Group faces.
- (3) This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

On behalf of the Board.



**ROBERT BEHETS**  
Director

30 August 2021



Ernst & Young  
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Perth WA 6000 Australia  
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### Auditor's independence declaration to the directors of Berkeley Energia Limited

As lead auditor for the audit of the financial report of Berkeley Energia Limited for the financial year ended 30 June 2021, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Berkeley Energia Limited and the entities it controlled during the financial year.



Ernst & Young



Pierre Dreyer  
Partner  
30 August 2021

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## Independent auditor's report to the members of Berkeley Energia Limited

### Report on the audit of the financial report

#### Opinion

We have audited the financial report of Berkeley Energia Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2021 and of its consolidated financial performance for the year ended on that date; and
- b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.



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## 1. Convertible note arrangement

Why significant	How our audit addressed the key audit matter
<p>The Group issued a convertible note and options in the 2018 financial year which have been classified as financial liabilities through profit and loss. The details of the convertible note and options, including the assumptions adopted in their valuation as at 30 June 2021, are disclosed in note 11 of the financial report.</p> <p>The accounting treatment for convertible notes and options are complex and require the exercise of judgement in determining the classification of the host contract as debt or equity and in valuing the financial liability.</p> <p>Due to the magnitude of these financial liabilities, the complexity of the accounting treatment and the related estimation uncertainty, this was considered a key audit matter.</p>	<p>We evaluated the Group's accounting treatment of the convertible note. In obtaining sufficient audit evidence, we:</p> <ul style="list-style-type: none"> <li>▶ Reviewed management's assessment of the applicable accounting treatment for the convertible note and options</li> <li>▶ Inspected the terms of the convertible note and options, including the terms of conversion</li> <li>▶ Assessed the methodologies, inputs and assumptions used by the Group in determining the fair value of the financial liability. In doing so we involved our own valuation specialists</li> <li>▶ Considered the adequacy of the Group's disclosures in respect of the convertible note and options, including disclosures related to the fair value measurement of the financial liability.</li> </ul>

## 2. Carrying value of capitalised exploration and evaluation assets and property, plant and equipment for the Salamanca project

Why significant	How our audit addressed the key audit matter
<p>As disclosed in notes 4(c) and 26 of the financial report, on 12 July 2021, the Nuclear Safety Council (NSC) in Spain issued an unfavourable report for the grant of a construction authorisation for the Group's proposed Salamanca uranium concentrate plant as a radioactive facility.</p> <p>The Group determined that the NSC's unfavourable report clarified an uncertainty that existed at 30 June 2021. As a result, the Group determined that this constituted an indicator of impairment for the Salamanca project at 30 June 2021. The Group has, therefore, fully impaired its exploration and evaluation assets and property, plant and equipment previously acquired in relation to the Salamanca Project by \$8.2 million and \$12.2 respectively in the statement of profit or loss.</p> <p>Due to the judgement involved in determining whether the NCS's decision constituted an event that required adjustment in the 30 June 2021 financial report and the magnitude of the balances impaired, this was considered a key audit matter.</p>	<p>In performing our procedures, we:</p> <ul style="list-style-type: none"> <li>▶ Considered whether the NSC's report constituted an adjusting or non-adjusting subsequent event.</li> <li>▶ Assessed management's consideration of impairment indicators and rationale for impairing the Salamanca assets in full, and</li> <li>▶ Assessed the adequacy of the disclosure included in the financial report.</li> </ul>



#### Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2021 annual report but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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- ▶ Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Report on the audit of the Remuneration Report

### Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Berkeley Energia Limited for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

### Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in black ink that reads 'Ernst &amp; Young'.

Ernst & Young

A handwritten signature in black ink, appearing to be 'P. Dreyer'.

Pierre Dreyer  
Partner  
Perth  
30 August 2021

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Berkeley Energia Limited and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board of Berkeley has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by the Company. These documents are available in the Corporate Governance section of the Company's website, [www.berkeleyenergia.com](http://www.berkeleyenergia.com). These documents are reviewed annually to address any changes in governance practices and the law.

The Company's Corporate Governance Statement 2021, which explains how Berkeley complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition' in relation to the year ended 30 June 2021, is available in the Corporate Governance section of the Company's website, [www.berkeleyenergia.com](http://www.berkeleyenergia.com) and will be lodged with ASX together with an Appendix 4G at the same time that this Annual Report is lodged with ASX.

In addition to the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition' the Board has taken into account a number of important factors in determining its corporate governance policies and procedures, including the:

- relatively simple operations of the Company, which is focused on developing a single uranium property;
- cost verses benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board's experience in the relevant sector;
- organisational reporting structure and limited number of reporting functions, operational divisions and employees;
- relatively simple financial affairs with limited complexity and quantum;
- relatively moderate market capitalisation and economic value of the entity; and
- direct shareholder feedback.

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## MINERAL RESOURCES AND ORE RESERVES STATEMENT

### 1. MINERAL RESOURCES

Berkeley's Mineral Resource Statement as at 30 June 2021 and 30 June 2020 is grouped by deposit, all of which form part of the Salamanca mine in Spain as follows:

Deposit Name	Resource Category	2021			2020		
		Tonnes (Mt)	U <sub>3</sub> O <sub>8</sub> (ppm)	U <sub>3</sub> O <sub>8</sub> (Mlbs)	Tonnes (Mt)	U <sub>3</sub> O <sub>8</sub> (ppm)	U <sub>3</sub> O <sub>8</sub> (Mlbs)
Retortillo	Measured	4.1	498	4.5	4.1	498	4.5
	Indicated	11.3	395	9.8	11.3	395	9.8
	Inferred	0.2	368	0.2	0.2	368	0.2
	<b>Total</b>	<b>15.6</b>	<b>422</b>	<b>14.5</b>	<b>15.6</b>	<b>422</b>	<b>14.5</b>
Zona 7	Measured	5.2	674	7.8	5.2	674	7.8
	Indicated	10.5	761	17.6	10.5	761	17.6
	Inferred	6.0	364	4.8	6.0	364	4.8
	<b>Total</b>	<b>21.7</b>	<b>631</b>	<b>30.2</b>	<b>21.7</b>	<b>631</b>	<b>30.2</b>
Las Carbas	Inferred	0.6	443	0.6	0.6	443	0.6
Cristina	Inferred	0.8	460	0.8	0.8	460	0.8
Caridad	Inferred	0.4	382	0.4	0.4	382	0.4
Villares	Inferred	0.7	672	1.1	0.7	672	1.1
Villares North	Inferred	0.3	388	0.2	0.3	388	0.2
<b>Total Retortillo Satellites</b>	<b>Inferred</b>	<b>2.8</b>	<b>492</b>	<b>3.0</b>	<b>2.8</b>	<b>492</b>	<b>3.0</b>
Alameda	Indicated	20.0	455	20.1	20.0	455	20.1
	Inferred	0.7	657	1.0	0.7	657	1.0
	<b>Total</b>	<b>20.7</b>	<b>462</b>	<b>21.1</b>	<b>20.7</b>	<b>462</b>	<b>21.1</b>
Villar	Inferred	5.0	446	4.9	5.0	446	4.9
Alameda Nth Zone 2	Inferred	1.2	472	1.3	1.2	472	1.3
Alameda Nth Zone 19	Inferred	1.1	492	1.2	1.1	492	1.2
Alameda Nth Zone 21	Inferred	1.8	531	2.1	1.8	531	2.1
<b>Total Alameda Satellites</b>	<b>Inferred</b>	<b>9.1</b>	<b>472</b>	<b>9.5</b>	<b>9.1</b>	<b>472</b>	<b>9.5</b>
<b>Gambuta</b>	<b>Inferred</b>	<b>12.7</b>	<b>394</b>	<b>11.1</b>	<b>12.7</b>	<b>394</b>	<b>11.1</b>
<b>Salamanca mine</b>	<b>Measured</b>	<b>9.3</b>	<b>597</b>	<b>12.3</b>	<b>9.3</b>	<b>597</b>	<b>12.3</b>
	<b>Indicated</b>	<b>41.8</b>	<b>516</b>	<b>47.5</b>	<b>41.8</b>	<b>516</b>	<b>47.5</b>
	<b>Inferred</b>	<b>31.5</b>	<b>425</b>	<b>29.5</b>	<b>31.5</b>	<b>425</b>	<b>29.5</b>
	<b>Total</b>	<b>82.6</b>	<b>490</b>	<b>89.3</b>	<b>82.6</b>	<b>490</b>	<b>89.3</b>

(\* All figures are rounded to reflect appropriate levels of confidence. Apparent differences occur due to rounding. The Measured and Indicated Mineral Resources are inclusive of those Mineral Resources modified to produce the Ore Reserves

As a result of the annual review of the Company's Mineral Resources, there has been no change to the Mineral Resources reported for the Salamanca mine.



## 2. ORE RESERVES

The Company's Ore Reserves as at 30 June 2021 and 30 June 2020, reported in accordance with the 2012 Edition of the JORC Code, for the Salamanca mine are as follows:

Deposit Name	Reserve Category	2021			2020		
		Tonnes (Mt)	U <sub>3</sub> O <sub>8</sub> (ppm)	U <sub>3</sub> O <sub>8</sub> (Mlbs)	Tonnes (Mt)	U <sub>3</sub> O <sub>8</sub> (ppm)	U <sub>3</sub> O <sub>8</sub> (Mlbs)
<b>Retortillo</b>	Proved	4.0	397	3.5	4.0	397	3.5
	Probable	11.9	329	7.9	11.9	329	7.9
	<b>Total</b>	<b>15.9</b>	<b>325</b>	<b>11.4</b>	<b>15.9</b>	<b>325</b>	<b>11.4</b>
<b>Zona 7</b>	Proved	6.5	542	7.8	6.5	542	7.8
	Probable	11.9	624	16.4	11.9	624	16.4
	<b>Total</b>	<b>18.4</b>	<b>595</b>	<b>24.2</b>	<b>18.4</b>	<b>595</b>	<b>24.2</b>
<b>Alameda</b>	Proved	0.0	0.0	0.0	0.0	0.0	0.0
	Probable	26.4	327	19.0	26.4	327	19.0
	<b>Total</b>	<b>26.4</b>	<b>327</b>	<b>19.0</b>	<b>26.4</b>	<b>327</b>	<b>19.0</b>
<b>Total</b>	<b>Proved</b>	<b>10.5</b>	<b>487</b>	<b>11.3</b>	<b>10.5</b>	<b>487</b>	<b>11.3</b>
	<b>Probable</b>	<b>50.3</b>	<b>391</b>	<b>43.4</b>	<b>50.3</b>	<b>391</b>	<b>43.4</b>
	<b>Total (*)</b>	<b>60.7</b>	<b>408</b>	<b>54.6</b>	<b>60.7</b>	<b>408</b>	<b>54.6</b>

As a result of the annual review of the Company's Ore Reserves, there has been no change to the Ore Reserves reported for the Salamanca mine.

## 3. GOVERNANCE OF MINERAL RESOURCES AND ORE RESERVES

The Company engages external consultants and Competent Persons (as determined pursuant to the JORC Code (2004 and 2012 editions)) to prepare and estimate the Mineral Resources and Ore Reserves. Management and the Board review these estimates and underlying assumptions for reasonableness and accuracy. The results of the Mineral Resource and Ore Reserve estimates are then reported in accordance with the requirements of the JORC Code and other applicable rules (including ASX Listing Rules).

Where material changes occur during the year to the project, including the project's size, title, exploration results or other technical information, previous Mineral Resource and Ore Reserve estimates and market disclosures are reviewed for completeness.

The Company generally reviews its Mineral Resources and Ore Reserves as at 30 June each year. Where a material change has occurred in the assumptions or data used in previously reported Mineral Resources or Ore Reserves, then where possible a revised Mineral Resource or Ore Reserve estimate will be prepared as part of the annual review process. However, there are circumstance where this may not be possible (e.g. an ongoing drilling programme), in which case a revised Mineral Resource or Ore Reserve estimate will be prepared and reported as soon as practicable.

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## MINERAL RESOURCES AND ORE RESERVES STATEMENT

(Continued)

### 4. COMPETENT PERSONS STATEMENT

The information in this report that relates to Ore Reserve Estimates for the Salamanca mine, is based on, and fairly represents, information compiled or reviewed by Mr Francisco Bellon, a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy. Mr Bellon is the Chief Operating Officer for Berkeley and a holder of shares and options in Berkeley. Mr Bellon has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bellon consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

The information in this report that relates to the Mineral Resources for the Salamanca mine (which includes Retortillo, Zona 7, the Retortillo Satellites, Alameda, Alameda Satellites and the Gambuta deposits) is based on, and fairly represents, information compiled or reviewed by Mr Enrique Martínez, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Martínez is Berkeley's Geology Manager and a holder of shares and options in Berkeley. Mr Martínez has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Martínez consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

#### Forward Looking Statements

This announcement may include forward-looking statements. These forward-looking statements are based on Berkeley's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Berkeley, which could cause actual results to differ materially from such statements. Berkeley makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of that announcement.



The shareholder information set out below was applicable as at 30 July 2021.

## 1. TWENTY LARGEST HOLDERS OF LISTED SECURITIES

The names of the twenty largest holders of each class of listed securities are listed below:

### Ordinary Shares

Name	No of Ordinary Shares Held	Percentage of Issued Shares
BNP Paribas Noms Pty Ltd <DRP>	180,620,959	69.74
Computershare Clearing Pty Ltd <CCNL DI A/C>	26,477,495	10.22
Argonaut Securities (Nominees) Pty Ltd <ASPL Client No 8 A/C>	10,376,124	4.01
Arredo Pty Ltd	9,300,000	3.59
BNP Paribas Nominees Pty Ltd ACF Clearstream	3,935,859	1.52
Mr Robert Arthur Behets + Mrs Kristina Jane Behets <Behets Family A/C>	2,000,000	0.77
Citicorp Nominees Pty Limited	1,682,477	0.65
BNP Paribas Nominees Pty Ltd Six Sis Ltd <DRP A/C>	1,243,070	0.48
HSBC Custody Nominees (Australia) Limited	1,194,987	0.46
Mr Francisco De Paula Bellon Del Rosal	950,000	0.37
Inkese Pty Ltd	650,000	0.25
Mrs Margaret Jadwiga Ellis	625,000	0.24
Mr William Frederick Pitt + Mr Benjamin Archer Pitt <Pitt Super Fund A/C>	576,000	0.22
Josselin Pty Ltd	560,000	0.22
Yangtze Investment Proprietary Limited <Yangtze A/C>	508,305	0.20
BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	505,333	0.20
Mr Jay Hughes + Mrs Linda Hughes <Inkese Super A/C>	500,000	0.19
Mr Robert Behets	490,000	0.19
The Algar Superfund Pty Ltd <The Algar Superfund A/C>	400,000	0.15
Redrie Pty Ltd <Holmes Super Fund A/C>	300,000	0.12
<b>Total Top 20</b>	<b>242,895,609</b>	<b>93.79</b>
Others	16,086,291	6.21
<b>Total Ordinary Shares on Issue</b>	<b>258,981,900</b>	<b>100.00</b>

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## ASX ADDITIONAL INFORMATION

(Continued)

### 2. DISTRIBUTION OF EQUITY SECURITIES

An analysis of numbers of holders of listed securities by size of holding as at 31 July 2021 is listed below:

Distribution	Ordinary Shares	
	Number of Shareholders	Number of Shares
1 – 1,000	355	92,346
1,001 – 5,000	423	1,142,082
5,001 – 10,000	207	1,659,768
10,001 – 100,000	300	8,984,749
100,001 – and over	43	247,102,955
<b>Totals</b>	<b>1,328</b>	<b>258,981,900</b>

There were 265 holders of less than a marketable parcel of ordinary shares.

### 3. SUBSTANTIAL SHAREHOLDERS

No Substantial Shareholder notices have been received by the Company.

### 4. UNQUOTED SECURITIES

The names of the security holders holding 20% or more of an unlisted class of security at 31 July 2021, other than those securities issued or acquired under an employee incentive scheme, are listed below:

Holder	£0.60 OIA Options Expiring 30-Nov-22	£0.75 OIA Options Expiring 30-May-23	£1.00 OIA Options Expiring 30-Nov-23	£0.27 - £0.50 Convertible Note Expiring 30-Nov-2021
Singapore Mining Acquisition Co Pte Ltd	10,088,625	15,132,937	25,221,562	186,814,815
Others (holding less than 20%)	-	-	-	-
<b>Total</b>	<b>10,088,625</b>	<b>15,132,937</b>	<b>25,221,562</b>	<b>186,814,815</b>
Total holders	1	1	1	1

### 5. VOTING RIGHTS

See Note 13 of the Notes to the Financial Statements.

### 6. ON-MARKET BUY BACK

There is currently no on-market buy back program for any of Berkeley's listed securities.



## 7. EXPLORATION INTERESTS

As at 31 July 2021, the Company has an interest in the following tenements:

Location	Tenement Name	Percentage Interest	Status
<b>Spain</b>			
<u>Salamanca</u>	D.S.R Salamanca 28 (Alameda)	100%	Granted
	D.S.R Salamanca 29 (Villar)	100%	Granted
	E.C. Retortillo-Santidad	100%	Granted
	E.C. Lucero	100%	Pending
	I.P. Abedules	100%	Granted
	I.P. Abetos	100%	Granted
	I.P. Alcornoques	100%	Granted
	I.P. Alisos	100%	Granted
	I.P. Bardal	100%	Granted
	I.P. Barquilla	100%	Granted
	I.P. Berzosa	100%	Granted
	I.P. Campillo	100%	Granted
	I.P. Castaños 2	100%	Granted
	I.P. Ciervo	100%	Granted
	I.P. Conchas	100%	Granted
	I.P. Dehesa	100%	Granted
	I.P. El Águlia	100%	Granted
	I.P. El Vaqueril	100%	Granted
	I.P. Espinera	100%	Granted
	I.P. Horcajada	100%	Granted
	I.P. Lis	100%	Granted
I.P. Mailleras	100%	Granted	
I.P. Mimbre	100%	Granted	
I.P. Pedreras	100%	Granted	
E.P. Herradura	100%	Granted <sup>(1)</sup>	
<u>Cáceres</u>	I.P. Almendro	100%	Granted
	I.P. Ibor	100%	Granted
	I.P. Olmos	100%	Granted
<u>Badajoz</u>	I.P. Don Benito Este	100%	Granted
	I.P. Don Benito Oeste	100%	Granted

**Note:**

<sup>(1)</sup> An application for a one-year extension at E.P. Herradura was rejected by the relevant government organisation during the year but this decision has been appealed by the Company.

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