



Berkeley Energia

Strategic Investment & Director Appointment
RNS Number : 9533X
Berkeley Energia Limited
30 November 2017

BERKELEY ENERGIA LIMITED
NEWS RELEASE | 30 November 2017 **ement with the sovereign**
wealth fund of the Sultanate of Oman.

All Conditions Precedent have been met and the Company has now received the initial US\$65 million tranche of funding.

The investment comprises an interest-free and unsecured loan of US\$65 million which can be converted into ordinary shares at 50 pence per share upon commissioning of the mine, as well as an options package exercisable at an average price of 85 pence per share contributing an additional US\$55 million if exercised.

The receipt of this first US\$65 million fully funds the capital costs for production at the Salamanca mine, the only uranium mine under construction in the world today.

With the funding now completed, the Company will award the major construction and mining contracts and commence major earthworks early in the new year.

Mr Deepankar Panigrahi, Investment Manager in the Private Equity division of the State General Reserve Fund ("SGRF") of Oman will join the Board as a Non-Executive Director effective immediately.

Mr Panigrahi 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.

Managing Director, Paul Atherley, commented:

"We are delighted to have now closed the Oman financing transaction, which fully de-risks the capital costs required to bring the Salamanca mine into production. We welcome the Oman fund as a strategic, long term investor and shareholder in the Company and we welcome Mr Deepankar Panigrahi to our Board.

With the funding in place we will now award the main EPC and mining contracts and begin major earthworks in the new year, focusing first on the installation of the crushing circuit.

Spot uranium prices have risen sharply since the announcement in early November by Cameco that it has temporarily suspended production from the McArthur River due to continued uranium price weakness.

Over the coming months, we expect more supply to be removed from global markets as higher cost operations are forced into closure when historical sales contracts roll off.

The Salamanca mine, with some of the lowest operating costs globally, is being constructed at the bottom of the uranium price cycle and when production commences the market is expected to be dominated by US utilities looking to re-contract, who will at the same time be competing with Chinese and Japanese reactor demand."

An Appendix 3B is attached to this announcement.

For further information please contact:

Berkeley Energia Limited

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Mr Deepankar Panigrahi (age 38), will join the board as a Non-Executive Director. There are no other matters which are required to be announced pursuant to paragraph (g) of Schedule 2 of the AIM Rules.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available.

Information and documents given to ASX become ASX's property and may be made public.

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

Name of entity

Berkeley Energia Limited

ABN

40 052 468 569

We (the entity) give ASX the following information.

Part 1 – All issues

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

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | a) Convertible Loan Note
b) Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) Convertible loan note convertible into 100,880,000 ordinary shares
b) 50,443,124 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) Convertible loan note convertible ordinary shares at £0.50 per share expiring 30 November 2021
b) 10,088,625
Unlisted Options exercisable at £0.60 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 12 months after vesting or on 30 November 2022
15,132,937
Unlisted Options exercisable at £0.75 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 18 months after vesting or on 30 May 2023
25,221,562
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 |
| 4 | Do the +securities rank equally in all respects from the +issue | No - not listed |

date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

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

5 Issue price or consideration

- a) £0.50
b) Nil - see below

Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Proceeds will be used to bring the Salamanca mine into production and for ongoing working capital requirements

6

Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?

Yes

6a

If Yes, complete sections 6b - 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i

The date the security holder resolution under rule 7.1A was passed

28 November 2017

6b

Number of +securities issued without security holder approval under rule 7.1

Nil

6c

Number of +securities issued with security holder approval under rule 7.1A

Nil

6d

Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)

151,323,124 - 28 November 2017

6e

6f	Number of +securities issued under an exception in rule 7.2	Nil										
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable										
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable										
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 - 38,129,052 Rule 7.1A - 25,444,998										
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	30 November 2017										
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>254,534,420</td><td>Ordinary shares</td></tr></table>	Number	+Class	254,534,420	Ordinary shares						
Number	+Class											
254,534,420	Ordinary shares											
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>3,500,000</td><td>Options exercisable at £0.15 each on or before 30 June 2018</td></tr><tr><td>150,000</td><td>Options exercisable at £0.25 each on or before 30 June 2018</td></tr><tr><td>150,000</td><td>Options exercisable at £0.30 each on or before 30 June 2018</td></tr><tr><td>200,000</td><td>Options exercisable at £0.30 each on or before 30 June 2018</td></tr></table>	Number	+Class	3,500,000	Options exercisable at £0.15 each on or before 30 June 2018	150,000	Options exercisable at £0.25 each on or before 30 June 2018	150,000	Options exercisable at £0.30 each on or before 30 June 2018	200,000	Options exercisable at £0.30 each on or before 30 June 2018
Number	+Class											
3,500,000	Options exercisable at £0.15 each on or before 30 June 2018											
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150,000	Options exercisable at £0.30 each on or before 30 June 2018											
200,000	Options exercisable at £0.30 each on or before 30 June 2018											

3,500,000	before 30 June 2018
8,610,000	Options exercisable at £0.40 each on or before 30 June 2018
100,880,000	Options exercisable at £0.20 each on or before 30 June 2019
10,088,625	Performance Share Rights subject to various performance conditions to be satisfied prior to relevant milestones or expiry dates between 31 December 2018 and 31 December 2019
15,132,937	
25,221,562	Convertible loan note with a principal amount of US\$65 million, convertible into 100,880,000 ordinary shares at a conversion price of £0.50 per share expiring 30 November 2021
	Options exercisable at £0.60 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 12 months after vesting or on 30 November 2022
	Options exercisable at £0.75 each, vesting on conversion of the Convertible Loan Note and expiring the earlier of 18 months after vesting or on 30 May 2023

	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.
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- | | | |
|----|--|----------------|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Not applicable |
|----|--|----------------|

Part 2 – Pro rata issue

- | | | |
|----|--|----------------|
| 11 | Is security holder approval required? | Not applicable |
| 12 | Is the issue renounceable or non-renounceable? | Not applicable |
| 13 | Ratio in which the +securities will be offered | Not applicable |
| 14 | +Class of +securities to which the offer relates | Not applicable |
| 15 | +Record date to determine entitlements | Not applicable |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not applicable |
| 17 | Policy for deciding entitlements in relation to fractions | Not applicable |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | Not applicable |
| 19 | Closing date for receipt of acceptances or renunciations | Not applicable |
| 20 | Names of any underwriters | Not applicable |
| 21 | Amount of any underwriting fee or commission | Not applicable |
| 22 | Names of any brokers to the issue | Not applicable |

23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

Part 3 – Quotation of securities

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

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought

Not applicable

- 39 +Class of +securities for which quotation is sought

Not applicable

- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

 If the additional +securities do not rank equally, please state:
 · the date from which they do
 · the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 · the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

- 41 Reason for request for quotation now

 Example: In the case of restricted securities, end of restriction period

 (if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

- 42 Number and +class of all +securities quoted on ASX
- | Number | +Class |
|--------|--------|
| | |

(including the +securities in clause 38)

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

[lodged electronically without signature]

Sign here:
November 2017

Date: 30

(~~Director~~/Company secretary)

Print name: Dylan Browne

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Appendix 3B - Annexure 1

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

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

Part 1

Rule 7.1 - Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	236,420,404
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here - other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	17,869,572 (16 December 2016) 200,000 (23 December 2016)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
"A"	254,489,976
Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	38,173,496
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	

<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded - not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>22,222 (26 May 2017)</p> <p>22,222 (3 November 2017)</p>
"C"	44,444
<p>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</p>	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	38,173,496
<p>Subtract "C"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	44,444
<p>Total ["A" x 0.15] - "C"</p>	<p>38,129,052</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

Part 2

Rule 7.1A - Additional placement capacity for eligible entities	
<p>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</p>	
<p>"A"</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	254,449,976
<p>Step 2: Calculate 10% of "A"</p>	
<p>"D"</p> <p><i>Note: this value cannot be changed</i></p>	0.10
<p>Multiply "A" by 0.10</p>	25,444,998

Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities - not just ordinary securities • Include here - if applicable - the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	Nil
"E"	Nil
Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	25,444,998
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] - "E"	25,444,998 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

This information is provided by RNS
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