



Quarterly Report

For the Quarter to 31 December 2018

The Board of Berkut Minerals Limited (**'Berkut'** or the **'Company'**) provides the following commentary and Appendix 5B for the Quarter ending 31 December 2018.

December 2018 Quarterly Highlights:

- **Ongoing review and interpretation of the comprehensive geochemical surface sampling and mapping results from the Skuterud Cobalt Project to refine exploration targets for the upcoming field season in Norway**
- **Investigation of historical drill hole data from regional drilling and review of geophysical datasets to refine drill targets at the Lainejaur Nickel-Cobalt Project in Sweden**
- **Numerous additional mineral exploration project opportunities reviewed in order to provide shareholder value enhancing opportunities**
- **Continued focus on overhead cost management with further cost saving initiatives implemented during the December Quarter**
- **Strong cash position at 31 December 2018 of ~\$3.3 million**

Plans for March 2019 Quarter

Ongoing review and interpretation of the Skuterud Cobalt Project and Lainejaur Nickel-Cobalt Project datasets to refine exploration targets in preparation of the next field season following the current winter weather conditions.

Berkut has been reviewing numerous additional mineral exploration project opportunities. Several of these projects remain in consideration and under review at the end of the December Quarter and the Company will continued to review these opportunities and identify new opportunities in the March 2019 Quarter.

ASX Announcement
29 January 2019

Fast Facts

Shares on Issue 54.3M
Market Cap (@7.7cents) \$4.2M
Cash (31 December 2018) \$3.3M

Board and Management

Neil Inwood, Managing Director
Justin Tremain, Non-Exec Chairman
Paul Payne, Non-Exec Director

Aaron Bertolatti, Company Secretary

Company Highlights

- European cobalt and nickel projects in Norway and Sweden, strategically located within proximity to operating cobalt refineries and European markets
- 100% ownership of the Skuterud Cobalt Project in Norway
- Historic mined cobalt grades up to 2% at the 100% owned Gladhammar Project in Sweden
- 100% ownership of historical Lainejaur Ni, Co, Cu resource in Sweden
- Swedish ground position of approx. 100km² and Norwegian ground position of 80km²
- Tight capital structure

Registered Office

78 Churchill Avenue Subiaco Western
Australia 6008
T: +61 8 9320 2320
berkutminerals.com.au

Scandinavian Nickel & Cobalt Projects

Berkut holds the rights to 100% of the following four cobalt prospective projects in Norway and Sweden (refer Figure 1).

- Skuterud Cobalt Project in Norway (**'Skuterud Cobalt Project'**)
- Lainejaur Nickel-Cobalt Project ('Lainejaur Nickel-Cobalt Project') and the Gladhammar & Tunaberg Cobalt Projects (**'Gladhammar & Tunaberg Cobalt Projects'**) in Sweden.

Since the initial acquisition of projects in May 2017, Berkut has identified prospective ground surrounding these core assets and has been granted additional exploration licenses. These expanded and consolidate tenement holdings cover historic cobalt, copper and gold workings and potential strike extensions. Berkut's ground holdings comprise 97.2km² in Sweden and 83.4km² in Norway.

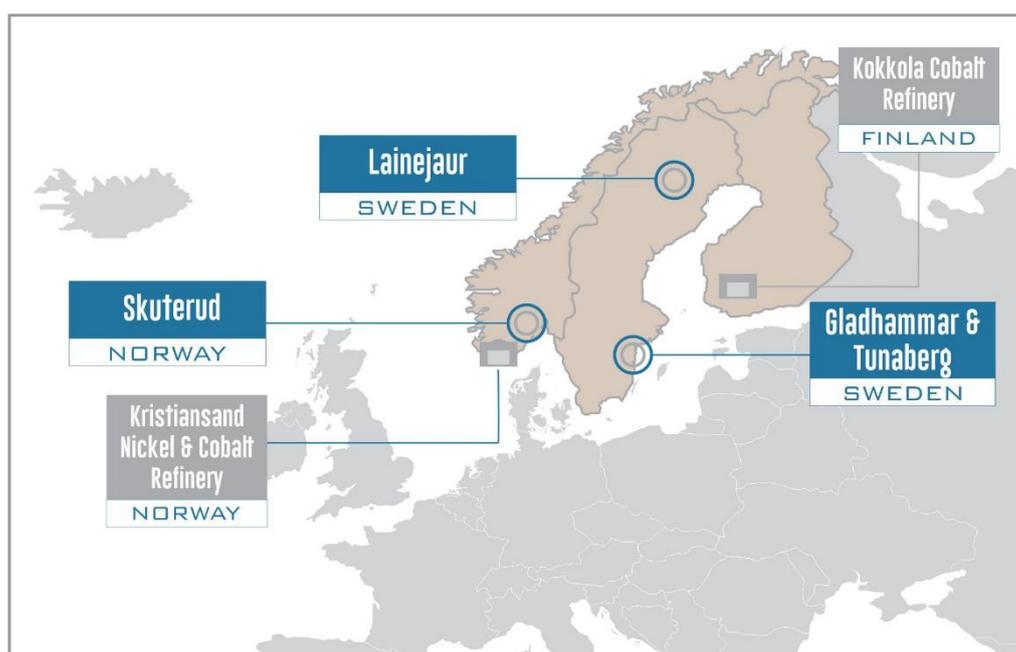


Figure 1 | Scandinavian Project Locations

Skuterud Cobalt Project, Norway

The Skuterud Cobalt Project currently consists of eight granted licences in southern Norway, within 100km of the Oslo port. The area contains one of the most famous, historic cobalt mines in the world, which lends its name to one of the cobalt ore minerals, Skutterudite. The area was mined throughout the 18th and 19th Centuries, during which time it supplied much of the world's cobalt and employed thousands of people. The Skuterud cobalt occurrences are related to meta-sedimentary, sulphide-rich schist zones, so-called 'fahlbands'. The most extensive sulphide-rich zone has a length of 12km along strike and is up to 100-200m wide. The cobalt mineralisation is, to a large degree, characterised by impregnation of cobaltite, glaucodote, safflorite and Skutterudite, which partly occur as enrichments in quartz-rich zones and lenses.

The Company's maiden drill program at Skuterud was finalised in November 2017 with results announced in January 2018¹. Phase 1 of the diamond drill program targeted depth and strike extensions of known cobalt workings and prospective, previously untested, geological units that were identified from field mapping and ground magnetic surveys. The drilled area contains historical cobalt mine workings with spoil grab samples up to 0.8% Co and 0.5% Cu and hosts three interpreted repeats of the mine-sequence host lithologies (quartzites and mica-schists). The drilling focussed on workings at the historical Middagshville Cobalt Mine in the southern portion of Skuterud Cobalt Project.

Cobalt and copper mineralisation was observed in all the holes sampled at Middagshville with a pattern emerging of broad copper/cobalt haloes (e.g. 30m @ 0.15% Cu from 12m in MDV003) hosting multiple higher-grade cobalt zones consistent with observations from the nearby Skuterud underground workings (refer ASX announcement 8 January 2018).

An extensive soil sampling program was completed in August 2018 that saw the collection of 926 samples along the entire 6km of prospective strike. Results from the sampling program defined several coincident copper/cobalt anomalous areas associated with quartz-mica schists in the south, central and northern areas of the Skuterud Cobalt Project. Of particular interest are two large, +1,000m Co/Cu soil anomalies (refer Figure 2), in the north and south of the Skuterud Cobalt Project area.

The northern target (approximately 1,500m long) is associated with a mixed meta-sedimentary package similar to the Skuterud mine sequence where mineralisation occurs at lithological boundaries of quartzites and quartz-mica schists. This area is along trend of the historical Dovikollen mine workings. The southern target (approximately 1,000m long) is along trend and adjacent to the historical Middagshville mine workings, also in a mixed meta-sedimentary sequence similar to the Skuterud mine sequence. Further assessment required to generate firm targets includes mapping and interpretation, investigation of additional geophysical methods to aid in target generation (e.g. IP and airborne EM) and infill soil sampling.

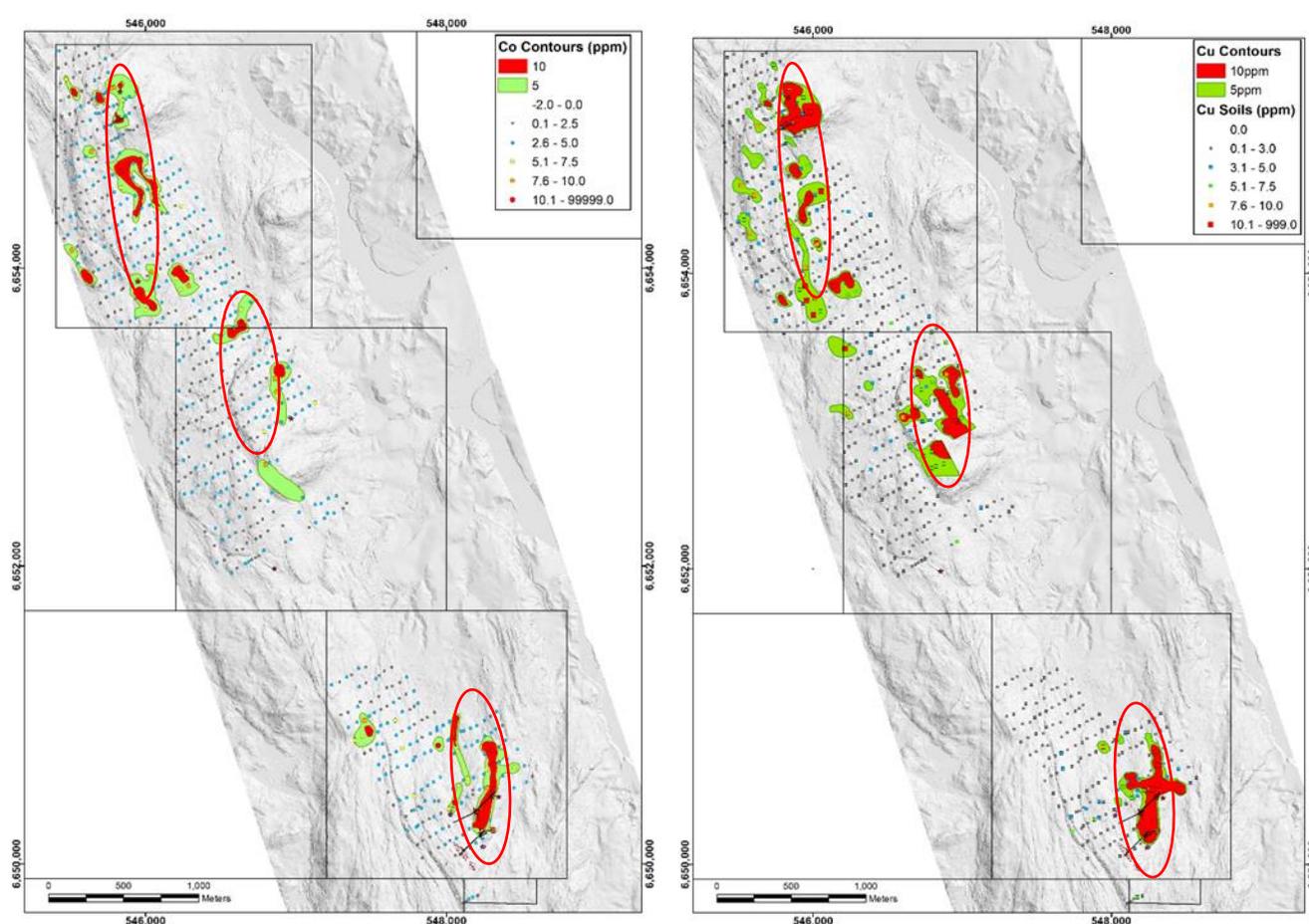


Figure 2 | Skuterud Soil Program: cobalt results (LHS) and copper results (RHS)

Lainejaur Nickel-Cobalt Project, Sweden

The Lainejaur Nickel-Cobalt Project in Sweden (refer Figures 1 and 3) is centred on a historical Ni-Co-Cu mine which was operated in 1941 with a recorded production of 100,526t @ 2.21% Ni, 0.1% Co and 0.93% Cu. In 2007 and 2008, 43 diamond core holes were drilled by the previous explorer for approximately 13,200m. At the time, the licence area was only 0.4km². Berkut was able to secure this historical licence area along with the surrounding ground within a licence area covering 41.2km². Berkut is investigating the down dip extensions of this mineralisation and the potential for repeat structures laterally.

In February 2018, a Berkut released an updated Mineral Resource Estimate¹ (refer Figure 4) was reported under JORC (2012) based upon a technical review undertaken by the Company of the historical core, assays and logging.

The reported Inferred resource of **460Kt @ 2.2% Ni, 0.15% Co and 0.7% Cu** (above a 0.5% Ni lower cut off) is shown in Table 1 (refer ASX announcement 12 February 2018).

Table 1 | Lainejaur Deposit, February 2018 Inferred Mineral Resource Estimate (0.5% Ni cut off)

Zone	Tonnes Kt	Ni %	Cu %	Co %	Au Ppm	Pt ppm	Pd ppm	S %	Ni t	Cu T	Co t
Massive Sulphide	460	2.2	0.7	0.15	0.65	0.20	0.68	20.2	10,100	3,000	680

Berkut completed an electromagnetic ('EM') survey program at the Lainejaur Nickel-Cobalt Project to test the down-dip resource potential and to explore for conductive bodies in the region (refer announcement 12 February 2018). The work focussed on fixed loop EM ('FLEM') and down-hole EM surveys around the Lainejaur Nickel-Cobalt deposit, additional further reconnaissance moving loop EM surveys ('MLEM') were conducted over look-a-like magnetic anomalies to the south and east of the deposit. The magnetic anomalies are interpreted to represent the folded continuation of the unit which hosts mineralisation. These geophysical surveys were combined with historic data sets and re-interrogated, resulting in the identification of three untested EM targets (refer Figure 4). The available records indicate that the three identified anomalies have not been properly tested and remain valid targets. Further work to be undertaken includes investigations to collect the full historical drill hole data from the regional drilling around the Lainejaur Nickel-Cobalt Project, assessment of the use of base of till sampling methods, and ongoing interpretation of historical geophysical and drilling data sets to firm up target generation.

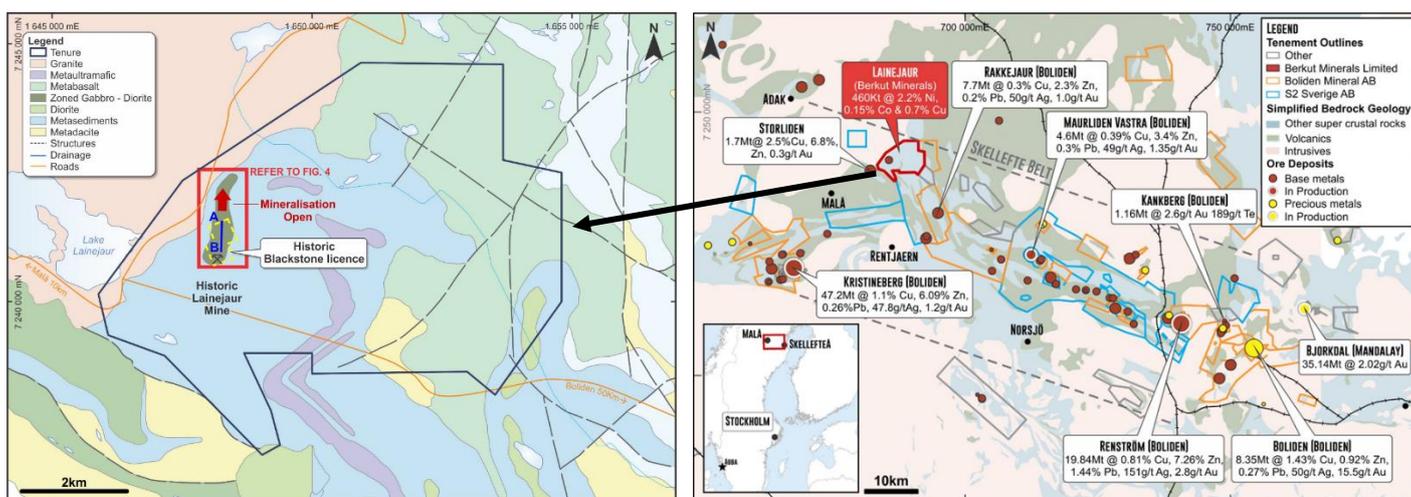


Figure 3 | Lainejaur Project Region

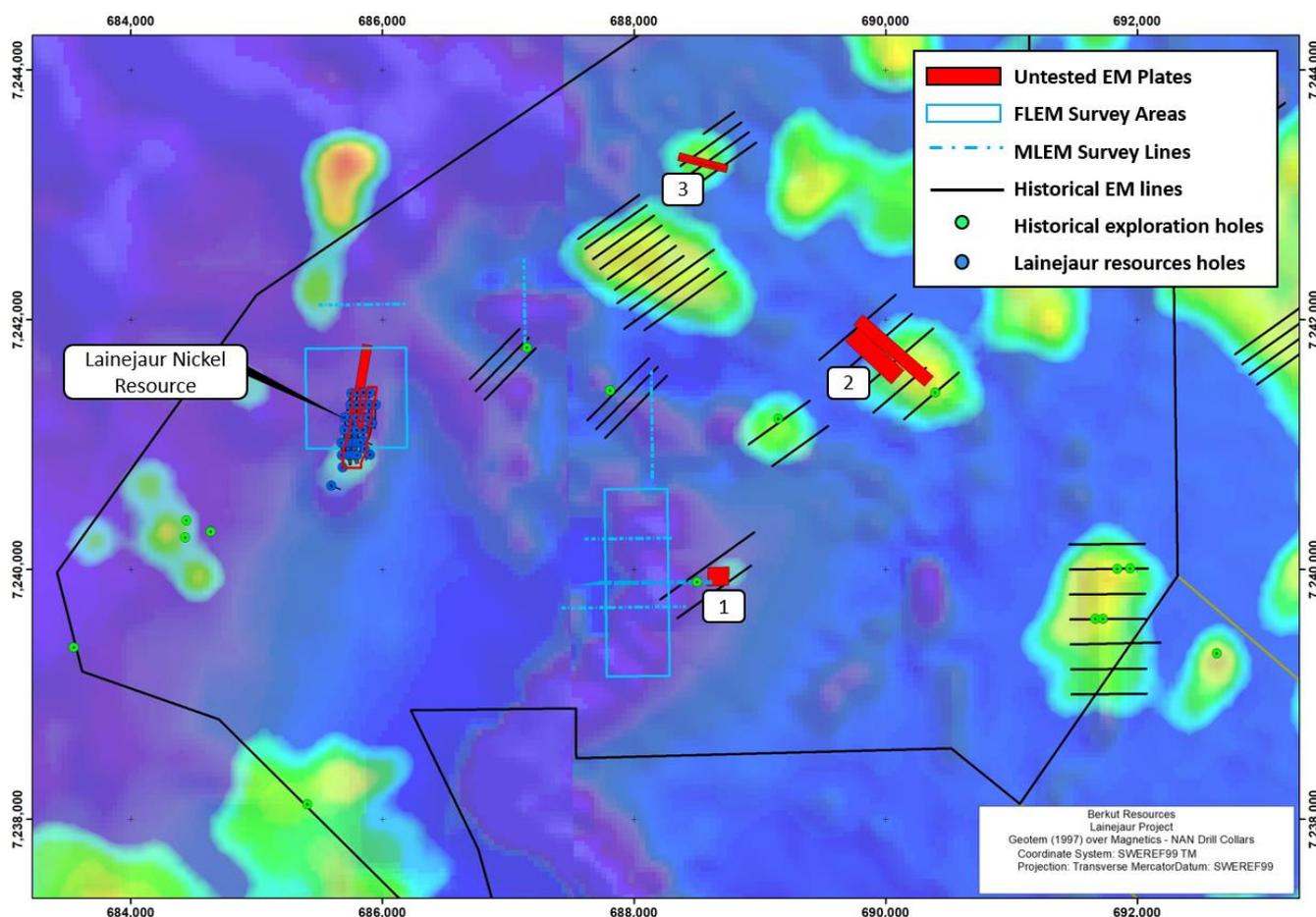


Figure 4| Lainejaur Project Region: Untested EM plates over magnetics

Gladhammar and Tunaberg Cobalt Projects, Sweden

The Gladhammar and Tunaberg Cobalt Projects are centred around historic mines. Iron ore mines opened at Gladhammar in the 16th century, with copper ore being mined from the 17th century and cobalt from the 18th century, continuing intermittently until 1892. At Tunaberg, cobalt and copper mining have been undertaken intermittently from the 15th to 18th centuries. The Company focus in both areas is on the strike extensions or repeats to the historically defined mineralised zones.

Mt Clement Gold Project

The Mt Clement Gold Project is located approximately 170 kilometres west of Paraburdoo in Western Australia and approximately 60 kilometres south of the Paulsen's Gold Mine. The Mt Clement Gold Project area has several known precious and base metal prospects present and is prospective for high grade structural gold and sediment hosted gold and base metal mineralisation.

Berkut has finalised discussions with native title parties regarding access agreements for the Mt Clement Gold Project and plans to undertake preliminary field investigations during 2019.

Corporate

At 31 December 2018 Berkut held \$3.3 million in cash. The Company has continued to reduce overhead costs during the Quarter including significant salary reductions.

ASX Waiver | Listing Rule 14.7

In May 2017, 8,250,000 deferred consideration shares were approved by shareholders based on certain milestones being achieved at the Skuterud Cobalt Project including completion of a Pre-Feasibility Study and a Definitive Feasibility Study. No deferred consideration shares were issued during the December Quarter (for further information refer to the announcement dated 3 July 2017).

Competent Persons Statement

The information in this document that relates to exploration results is based upon information compiled by Mr Neil Inwood, a full-time employee of Berkut Minerals Limited. Mr Inwood is a Fellow of the AUSIMM and 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 December 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (JORC Code). Mr Inwood consents to the inclusion in the report of the matters based upon the information in the form and context in which it appears.

Appendix 1 | Berkut Minerals Limited Tenements

Tenement	Location	Structure
Skuterud 1, 2, 3, 3a, 4, 5, 6, 7, 8	Norway	100%
Goshawk 1, 2, 4, 5, 8	Norway	100%
Tunaberg nr 201, 202	Sweden	100%
Gladhammar nr 201, 202, 203, 204, 205	Sweden	100%
Gladhammar nr 206	Sweden	100%
Lainejaur nr 20	Sweden	100%
Mt Clement E08/2848	Western Australia	100%

Tenements disposed during the December Quarter: Goshawk 3, 6, 7, 9,10,11,12,13

Beneficial percentage interests held in farm-in or farm-out agreements: Nil

Beneficial percentage interests in farm-in or farm-out agreements acquired or disposed during the December Quarter: Nil

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

BERKUT MINERALS LIMITED

ABN

62 610 855 064

Quarter ended ("current quarter")

31 December 2018

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (6 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation	(17)	(84)
(b) development	-	-
(c) production	-	-
(d) staff costs	(65)	(199)
(e) administration and corporate costs	(95)	(202)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	21	41
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other	(1)	(8)
1.9 Net cash from / (used in) operating activities	(157)	(452)
2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other – joint venture payments – option payments	- -	- -
2.6	Net cash from / (used in) investing activities	-	-
3. Cash flows from financing activities			
3.1	Proceeds from issues of shares	-	-
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	-
4. Net increase / (decrease) in cash and cash equivalents for the period			
4.1	Cash and cash equivalents at beginning of period	3,430	3,725
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(157)	(452)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	3,273	3,273

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	273	430
5.2 Call deposits	3,000	3,000
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	3,273	3,430

6. Payments to directors of the entity and their associates	Current quarter \$A'000
6.1 Aggregate amount of payments to these parties included in item 1.2	68
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	

Payment of Directors Fees and Remuneration - \$68k

7. Payments to related entities of the entity and their associates	Current quarter \$A'000
7.1 Aggregate amount of payments to these parties included in item 1.2	-
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	

N/A

Mining exploration entity and oil and gas exploration entity quarterly report

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

N/A

9. Estimated cash outflows for next quarter	\$A'000
9.1 Exploration and evaluation	5
9.2 Development	-
9.3 Production	-
9.4 Staff costs	59
9.5 Administration and corporate costs	50
9.6 Other (provide details if material)	-
9.7 Total estimated cash outflows	114

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter %
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	N/A			
10.2 Interests in mining tenements and petroleum tenements acquired or increased	N/A			

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.



Sign here:

(Company Secretary)

Date: 29 January 2019

Print name: Aaron Bertolatti

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.