

BOADICEA RESOURCES LTD

ASX ANNOUNCEMENT: 12 NOVEMBER 2020

REVIEW OF BOADICEA'S REMUNERATION FRAMEWORK

The extensive and detailed review of Boadicea Resources Ltd (ASX: BOA, or the **Company**) remuneration framework is now completed. After a robust review process investigating remuneration programs from comparator companies based on similar operations, market capitalisation and key company deliverables, the remuneration committee is satisfied with the intensive due diligence conducted to align Company remuneration to industry practices and strengthening performance and reward alignment for key management personnel.

The review outcomes detailed below include a prudent rebalancing of fixed remuneration to align with the lowest quartile of market comparators, introduction of at-risk short term equity based incentives rewarding outcomes in line with shareholder interests, and a one-off equity award with 12-month escrow to recognise achievements for FY20.

The process undertaken

This robust remuneration process was foreshadowed in the ASX announcement dated 25 June 2020 (Managing Director Remuneration) and involved forming a Remuneration Committee (**Committee**) to review the Company's remuneration framework and practices (**Review**). The Committee comprised Boadicea's Company Secretary, Investor Relations Manager and the Managing Director (as required only for information exchange purposes).

To assist with the Review and for the purposes of independence, the Committee engaged the services of an external remuneration consultant, The Reward Practice (**TRP**). TRP is an independent remuneration consulting practice based in Western Australia, specialising in board, executive and employee reward and recognition programs.

The Review examined Boadicea's existing remuneration framework against a comparator group of similar sized ASX-listed small-cap exploration companies with comparable exploration activities, and focussed on the remuneration framework for the Company's Managing Director, Jonathan Reynolds, and the Executive Director, Steven Moon, together with, in the case of the one-off award, Domenic De Marco:

1. A one-off equity award to recognise the significant shareholder value delivered over the past six months, in particular the IGO transaction and securing the highly prospective Paterson Province tenement;
2. From April 1 until 31 October, two directors have not been paid and the third director has only received a nominal monthly allowance. During this period, all three directors have worked on a full-time basis during a very active period that delivered significant reward to shareholders;
3. Review the Base (cash/fixed) Full Time Equivalent (**FTE**) remuneration paid; and
4. An ongoing equity incentive plan to attract, motivate and retain key employees.



BOADICEA RESOURCES LTD

The outcome of the Review was presented to the Board, who resolved to adopt the recommendations and establish a new remuneration framework for the Company. Where the award related to a particular director, that director abstained from the resolution. The award of the recognition shares and the ongoing incentive plan are subject to shareholder approval at the Company's upcoming Annual General Meeting (**AGM**), details of which are expected to be announced shortly.

Key Takeaways:

- One-off recognition shares are subject to 12-months voluntary escrow;
- The new base salary component (effective 1 November 2020) for the Managing Director and Executive Director are placed in the lowest quartile of comparator companies;
- Short-Term Incentive (**STI**) award of performance rights, which have performance hurdles set that must be met for some/all of the rights to vest at month 12; vested shares also subject to a 12-month escrow; and
- A Long-Term Incentive (**LTI**) award of options was considered, however not offered.

Remuneration framework structure

Category	Type	Jonathan Reynolds	Steven Moon	Domenic De Marco	Subject to Shareholder Approval?
Equity Recognition	<ul style="list-style-type: none">• Ordinary shares• Escrowed for 12-months	100,000 Shares	100,000 Shares	100,000 Shares	Yes
Base Remuneration (p.a.)	<ul style="list-style-type: none">• Cash base salary p.a. (inclusive of superannuation)• 17% increase to previous FTE equivalent• New salary effective from 1 November 2020• Represents an FTE amount in the lowest quartile of comparator companies	\$230,000	\$160,000	N/A	No
STI	<ul style="list-style-type: none">• Performance Rights• 1-year performance period• Subject to performance hurdles• Vested rights convert into ordinary shares which are escrowed for 12-months	287,500 Rights	133,333 Rights	N/A	Yes

Details of the Managing Director's new remuneration arrangements are attached as Schedule 1 to this announcement.

Both the Managing Director and Executive Director have been working on a full-time basis, and this is expected to continue in the short term.

The Company Secretary has been authorised by the Board to release this ASX Announcement.



BOADICEA RESOURCES LTD

SCHEDULE 1

SUMMARY OF THE KEY TERMS OF THE EXECUTIVE SERVICE AGREEMENT BETWEEN BOADICEA RESOURCES LTD AND MR. JONATHAN REYNOLDS

Commencement Date

The Company will employ Mr. Jonathan Reynolds in the position of Managing Director. Mr. Reynolds commenced in the role on 23 June 2020 on a part-time basis, with these new terms effective 1 November 2020 on a full-time basis.

Term

Mr. Reynolds will be appointed for an ongoing term subject to termination by either party (refer below).

Remuneration

Mr. Reynolds is entitled to Fixed Remuneration, inclusive of superannuation, of \$230,000 per annum. This will be subject to annual review.

Mr. Reynolds' Total Remuneration will comprise the Fixed Remuneration component and a Short-Term Incentive of 30% of Fixed Remuneration.

Short-Term Incentive (STI)

Mr. Reynolds is entitled to participate in the Company's performance rights based STI plan. Payment of the STI will be subject to the financial and non-financial performance of the Company, along with personal performance targets and priorities set by the Board.

In the event Mr. Reynolds ceases employment:

Scenario	Vested Rights	Unvested Rights
"Good Leaver" Death, retirement, total or permanent disablement, redundancy or other circumstances at the Board's discretion	Retained	Pro-rata for time
"Bad Leaver" Dismissal for cause or voluntary resignation	Retained	Forfeited



BOADICEA RESOURCES LTD

Clawback

The Company's Board retains discretion to clawback some or all of the STI awarded to Mr. Reynolds (if not already paid/vested) if the Board considers this would be an inappropriate benefit, for example a material misstatement or omission in the Company's financial statements.

Termination

The Company may terminate Mr. Reynolds' employment at any time on 6-months' notice or payment in lieu of notice.

Mr. Reynolds may terminate his employment with the Company at any time on 3-months' notice or at the Company's election payment in lieu of notice.

Mr. Reynolds' employment may also be immediately terminated by the Company in circumstances of his misconduct, illness or poor performance at any time.

