

BOADICEA RESOURCES LTD

ASX ANNOUNCEMENT: 10 DECEMBER 2020

FREQUENTLY ASKED SHAREHOLDER QUESTIONS – 2020 AGM

In the lead up to the Annual General Meeting (**AGM**) of Boadicea Resources Ltd (ASX: BOA, or the **Company**) to be held at 11am AEDT on Wednesday 16 December 2020, the Company has received several recurring questions from shareholders seeking additional details on resolutions 7 through to 12. These resolutions relate to the recently announced Review of the Company's remuneration framework (refer ASX announcement dated 12 November 2020).

In keeping with the board's stated position to be transparent and engage with shareholders, the Company provides additional details on these resolutions to address these recurring questions including additional information about the recent dividend distribution.

Dividend

Several shareholders have contacted the Company regarding an amount of tax withheld from their recent unfranked dividend payment. To withhold tax is an Australian Tax Office (**ATO**) requirement when a shareholder had not provided their Tax File Number (**TFN**) to the Company's share registry, Advanced Share Registry. The amount of tax withheld is effectively a timing issue and will be incorporated in that shareholder's next tax return.

Any shareholder who had tax withheld and would like to provide their TFN should contact the Company Secretary, James Barrie (jbarrie@boadicea.net.au), prior to 18 December 2020, and the Company will seek to address this matter.

Remuneration Resolutions

As an overall statement, since negotiations commenced for the transaction with IGO Limited (**IGO**), the board has at all times attempted to balance the competing needs of stakeholders:

- Unlocking value through the IGO transaction through an initial cash consideration whilst retaining long-term upside;
- Rewarding loyal shareholders with payment of an 8-cent dividend;
- Preserving sufficient capital within the Company to fund near-term exploration activities and for opportunistic solid growth opportunities;
- Retaining and rewarding the highly experienced Management team through an independent review of the Company's remuneration framework;
- Offering equity incentives rather than cash to ensure directors have "skin in the game"; and
- The short-term incentives being exercised and shares allotted after July 2021 is conditional on achievement of key deliverables, including a significant share price appreciation for the benefit of all shareholders.



BOADICEA RESOURCES LTD

Voting exclusions on these resolutions apply as detailed in the Notice of Meeting and the incentives are explained below.

Resolutions 7, 8 and 9: Issue of Shares to Directors

The Company intends, subject to Shareholder approval under ASX Listing Rule 10.11, to issue a total of 300,000 Shares split equally between the directors of the Company, being Messrs Jonathan Reynolds, Steven Moon and Domenic De Marco.

The Shares are proposed to be issued as part consideration for past services of the directors, in particular the IGO transaction and securing the highly prospective Koongulla tenement in the Paterson Province. This is in recognition that all three directors were not remunerated for the period of April to June during a period of minimal cash availability and have agreed that issuing of shares is a more suitable method of remuneration.

If Resolutions 7-9 are passed, the Shares issued will be subject to voluntary escrow for a period of 12 months from issue.

In respect of the year ending 30 June 2021: resolutions 10, 11 and 12

Resolution 10 – Adoption of Incentive Awards Plan

In accordance with the Company's Constitution, the board established a sub-committee to review the Company's remuneration framework, comprising the Company Secretary, Investor Relations Manager and the Managing Director. 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**). Establishing such a committee and engagement of an independent third party is in keeping with best practice corporate governance.

TRP and the committee examined Boadicea's existing remuneration framework against a comparator group of similar sized ASX-listed small-cap exploration companies with comparable exploration activities. Their report was tabled with the board, who resolved to adopt the recommendations, except for offering a long-term incentive award, which was not seen as appropriate at this time of the Company's lifecycle.

The outcome of the review was announced on 12 November 2020, with the new executive management remuneration be in the lowest quartile of comparator companies to demonstrate to all shareholders its ability to continue growing the Company and delivering shareholder value.

Resolutions 11 and 12 – Grant of Performance Rights to Directors

The granting of Performance Rights as a short-term incentive (**STI**) to Jonathan Reynolds and Steven Moon provides for an equity award to be granted. Vesting of the Performance Rights into ordinary shares will only occur upon the participant achieving certain Key Performance Indicator (**KPI**) targets – i.e. the resultant shares are "At Risk". There is also a catch-all requirement for the Company to have a market capitalisation as at 30 June 2021 (measured under a 20 trading day VWAP) at least 75% of that as at 1 July 2020 – if the market capitalisation is less than 75% then NO STI bonuses will be paid.

Whilst not required to be disclosed, given the recurring questions from shareholders on these resolutions, the following KPI details are provided:



BOADICEA RESOURCES LTD

Jonathan Reynolds		
Weighting	Deliverable	Details
70 %	Shareholder Value	<p>Increase in market capitalisation in the period from 1 Nov 2020 (\$12,059,920) to 30 Jun 2021 (20 trading day VWAP)</p> <ul style="list-style-type: none"> 100% of this KPI met if the market capitalisation is double that at 1 Nov 2020 Zero % (0%) of KPI met if the market capitalisation of the Company does not increase over the performance period Pro rata achievement of the KPI in between – i.e., if 50% of the market capitalisation is achieved then 50% of the STI is awarded.
30%	Strategic and Growth	<ul style="list-style-type: none"> On Time, On Budget Project Delivery Strategic Roadmap development Strengthen BOA's competitiveness Increase attractiveness of BOA's shares Promote the Company's branding and market presence Strengthen collaboration and communication with shareholders, brokers and high net wealth investors Risk management

Steven Moon		
Weighting	Deliverable	Details
50 %	Shareholder Value	<p>Increase in market capitalisation in the period from 1 Nov 2020 (\$12,059,920) to 30 Jun 2021 (20 trading day VWAP)</p> <ul style="list-style-type: none"> 100% of this KPI met if the market capitalisation is double that at 1 Nov 2020 Zero % (0%) of KPI met if the market capitalisation of the Company does not increase over the performance period Pro rata achievement of the KPI in between – i.e., if 50% of the market capitalisation is achieved then 50% of the STI is awarded.
50%	Strategic and Growth	<ul style="list-style-type: none"> Drive business development to provide growth options Identify new opportunities for the Company Support Business Objectives and Priorities through 3-year strategic planning horizon Develop and support fund raising initiatives for the Company Promote the Company to capital markets, represent the Company at investor presentations, improve market perception of the Company and manage stakeholder relations



BOADICEA RESOURCES LTD

The board thanks shareholders for submitting questions in advance of the meeting and invite any further AGM questions to be emailed to the Company Secretary, James Barrie via email:

jbarrie@boadicea.net.au

There will be plenty of opportunities for additional questions to be asked during the AGM next week.

The board also encourages shareholders where possible to lodge their proxy vote beforehand in accordance with the details on the proxy form and looks forward to welcoming shareholders to the AGM next week.

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

