

Boadicea Resources Ltd

BOA



ANNUAL GENERAL MEETING

11AM AEDT WEDNESDAY 16 DECEMBER 2020

ASX: BOA



WELCOME AND AGENDA

- Attendees have been sent a “User Guide” with your attendance logon
- If you have an IT-related issue, please click on the “Raise Hand” button
- If there is a question relating to a resolution, shareholders can ask questions by clicking on the Q&A button
 - If a shareholder would prefer to verbally ask the question, click on “Raise Hand” and we will arrange you to be unmuted
- General questions (or not relating to the resolution being put) will be answered after the MD Presentation

AGENDA

- 2020 Financial Statements
- Resolutions 1 to 6, followed by an Online Poll on those resolutions
- Resolutions 7 to 12, followed by an Online Poll on those resolutions
- MD Presentation
- General Q&A's
- Meeting Close

2020 FINANCIAL STATEMENTS

To consider and receive the financial statements of the Company for the year ended 30 June 2020, consisting of the Financial Report and the Reports of the Directors and Auditor.

As required by Section 317 of the Corporations Act, the financial statements of the Company for the year ended 30 June 2020 and the accompanying director's report and auditor's report are tabled before the Meeting.

Neither the Corporations Act, nor the Company's Constitution, requires a vote on the financial statements.

Shareholders may ask questions about the financial statements, including conduct of the audit.

RESOLUTION 1

To consider, and if thought fit, to pass the following resolution as an ordinary, non-binding resolution:

“That, the Remuneration Report for the year ended 30 June 2020 is adopted.”

VALID PROXIES RECEIVED	Votes	% Votes
For	36,458,151	87.54%
Open	342,233	0.82%
Against	4,847,884	11.64%
Abstain	1,305,760	
Excluded	662,465	

RESOLUTION 2

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Steven Moon, a Director who was casually appointed on 9 April 2020, retires in accordance with clause 13.4 of the Company’s Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company.”

VALID PROXIES RECEIVED	Votes	% Votes
For	42,851,020	98.86%
Open	342,233	0.79%
Against	150,000	0.35%
Abstain	273,240	
Excluded	0	

RESOLUTION 3

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Domenic De Marco, a Director who retires in accordance with clause 13.2 of the Company’s Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company.”

VALID PROXIES RECEIVED	Votes	% Votes
For	42,944,760	98.87%
Open	342,233	0.79%
Against	150,000	0.35%
Abstain	179,500	
Excluded	0	

RESOLUTION 4

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, subject to the Australian Securities and Investment Commission granting its consent to the resignation of the Company’s previous auditor Mr. George Georgiou, for the purposes of Section 327B of the Corporations Act and for all other purposes, Connect National Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company.”

VALID PROXIES RECEIVED	Votes	% Votes
For	43,274,260	99.22%
Open	342,233	0.78%
Against	0	0.00%
Abstain	0	
Excluded	0	

RESOLUTION 5

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,250,000 Shares on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	37,024,260	99.08%
Open	342,233	0.92%
Against	0	0.00%
Abstain	0	
Excluded	6,250,000	

RESOLUTION 6

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	35,935,832	82.40%
Open	342,233	0.78%
Against	7,332,178	16.81%
Abstain	6,250	
Excluded	0	

POLL – RESOLUTIONS 1 TO 6



RESOLUTION 7

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000 Shares to Director Jonathan Reynolds, or his nominee, on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	40,799,991	94.55%
Open	342,233	0.79%
Against	2,008,534	4.65%
Abstain	282,010	
Excluded	183,725	

RESOLUTION 8

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000 Shares to Director Domenic De Marco, or his nominee, on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	40,778,216	94.55%
Open	342,233	0.79%
Against	2,008,534	4.66%
Abstain	282,010	
Excluded	205,500	

RESOLUTION 9

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000 Shares to Director Steven Moon, or his nominee, on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	40,710,476	94.54%
Open	342,233	0.79%
Against	2,008,534	4.66%
Abstain	282,010	
Excluded	273,240	

RESOLUTION 10

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, Shareholders approve an employee incentive scheme titled Incentive Awards Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	13,779,751	32.29%
Open	342,233	0.80%
Against	28,550,034	66.91%
Abstain	282,010	
Excluded	662,465	

RESOLUTION 11

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rules 10.14 and 10.19, sections 200B and 200E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 287,500 Performance Rights to Director Jonathan Reynolds (or his nominee) under the Company’s Incentive Awards Plan on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	14,403,741	33.38%
Open	342,233	0.79%
Against	28,404,784	65.83%
Abstain	282,010	
Excluded	183,725	

RESOLUTION 12

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rules 10.14 and 10.19, sections 200B and 200E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 133,333 Performance Rights to Director Steven Moon (or his nominee) under the Company’s Incentive Awards Plan on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED	Votes	% Votes
For	14,314,226	33.24%
Open	342,233	0.79%
Against	28,404,784	65.96%
Abstain	282,010	
Excluded	273,240	

POLL – RESOLUTIONS 7 TO 12



GENERAL QUESTIONS

Opportunity for general questions not already covered.

This will include questions from the floor as well as any received prior to the meeting.

Please send your questions via the “Q&A” function or “Raise Hand” if you prefer to ask the question verbally.



MEETING CLOSE

Results of the Poll on the Resolutions will be published on ASX shortly.

We thank shareholders for their ongoing support and look forward to an exciting 2021 for Boadicea.

