

# Boadicea Resources Ltd



## 2021 Annual General Meeting

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11AM AEDT

12 NOVEMBER 2021

ASX: BOA

# WELCOME AND AGENDA

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- Attendees have been sent a “Virtual AGM 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, please request this via the Q&A button and we will arrange you to be unmuted to ask your question
  - General questions (or not relating to the resolution being put) will be answered after the MD Presentation

## **AGENDA**

- 2021 Financial Statements
- Resolutions 1 to 7, followed by an Online Poll on those resolutions
- MD Presentation
- General Q&A's
- Meeting Close



# 2021 FINANCIAL STATEMENTS

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**To consider and receive the financial statements of the Company for the year ended 30 June 2021, 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 2021 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

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**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 2021 is adopted.”*

VALID PROXIES RECEIVED	Votes	% Votes
For	28,240,178	80.86%
Open	22,300	0.06%
Against	6,662,833	19.08%
Abstain	3,466	
Excluded	1,434,884	

# RESOLUTION 2

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

*“That Mr Graeme Purcell, a Director who was casually appointed on 4 May 2021, 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	36,259,651	99.91%
Open	22,300	0.06%
Against	9,466	0.03%
Abstain	72,244	
Excluded	0	



# RESOLUTION 3

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**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	36,263,117	99.92%
Open	22,300	0.06%
Against	6,000	0.02%
Abstain	72,244	
Excluded	0	

# RESOLUTION 4

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**To consider, and if thought fit, to pass the following resolution as a special 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	17,441,847	58.48%
Open	22,300	0.07%
Against	12,360,601	41.44%
Abstain	6,538,913	
Excluded	0	

# RESOLUTION 5

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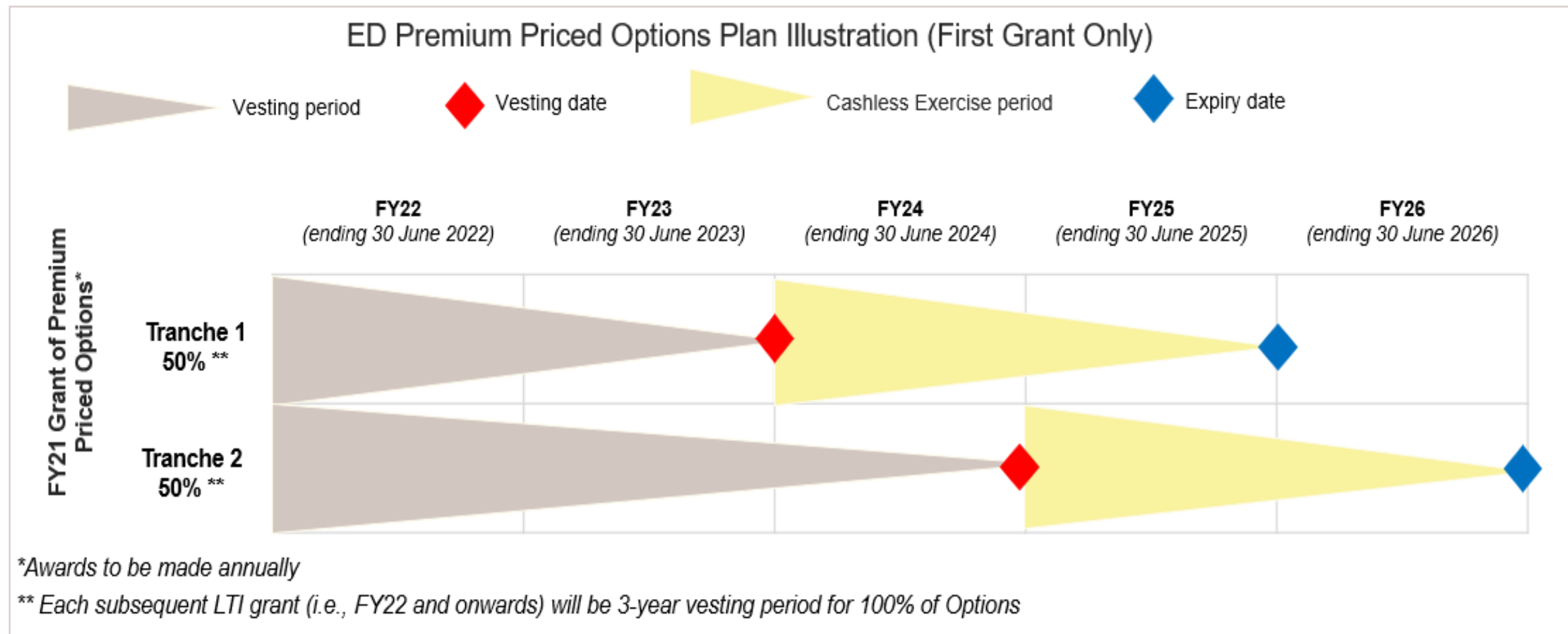
**To consider, and if thought fit, to pass the following resolution as an ordinary resolution:**

*“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 potential issue of up to 11,654,985 securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”*

VALID PROXIES RECEIVED	Votes	% Votes
For	21,669,224	63.35%
Open	65,442	0.19%
Against	12,471,101	36.46%
Abstain	723,010	
Excluded	1,434,884	



# LTI PLAN OVERVIEW



# LTI PLAN – LINK TO SHAREHOLDER RETURNS

BOA Share Price	\$0.18	\$0.25	\$0.35	\$0.42	\$0.50	\$0.75	\$1.00
Net value per LTI Premium Priced Option (1)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.08	\$0.33	\$0.58
Shareholder % Return from current share price (2)	0%	39%	94%	133%	178%	317%	456%
Participant % Return (3)	0%	0%	0%	0%	19%	79%	138%

- (1) Net Value = Option Exercise Price (\$0.42) less BOA Share Price; nil Net Value unless BOA Share Price is at least \$0.42.
- (2) Shareholder % Return = BOA Share Price less Current share price (assumed \$0.18) divided by Current share price.
- (3) Participant % Return = Net Value per LTI Option divided by BOA Share Price.



# RESOLUTION 6

**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 Premium Priced Options to the value of \$69,315.07 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	28,689,355	80.39%
Open	65,442	0.18%
Against	6,934,299	19.43%
Abstain	257,281	
Excluded	417,284	

# RESOLUTION 7

**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 Premium Priced Options to the value of \$48,219.18 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	28,541,639	80.31%
Open	65,442	0.18%
Against	6,934,299	19.51%
Abstain	257,281	
Excluded	565,000	



## ONLINE POLL: RESOLUTIONS 1 TO 7

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# Boadicea Resources Ltd



## GENERAL Q&A

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# MEETING CLOSE

- Poll results will be lodged with ASX shortly after meeting closes



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