

3 May 2024

Fully Underwritten A\$5.0 Million Placement and Entitlement Offer to Progress the Sorby Hills Lead-Silver Project

Boab Metals Limited (ASX: **BML**) (**Boab** or the **Company**) is pleased to announce a fully underwritten A\$5.0 million capital raising to progress its 75% owned Sorby Hills Lead-Silver-Zinc Project (**Sorby Hills Project**), located in the Kimberley Region of Western Australia. The Company has also utilised its At-the-Market Subscription Agreement (**ATM**) with Acuity Capital (announced on 22 December 2023) to raise an additional \$185,000 (inclusive of costs).

HIGHLIGHTS

- **Fully underwritten A\$5.0 million capital raising** to progress the Sorby Hills Project comprising:
 - **A\$1.7 million share placement** to institutional investors; and
 - **A\$3.3 million Non-Renounceable Entitlement Offer** to eligible shareholders.
- Binding commitments have been received.
- **Boab's Board have all committed to participating in the entitlement offer.**
- Funds will be used to finalise workstreams required to support project financing, advance an exploration drilling campaign during the coming dry season, ramp up the Sorby Hills project team and early site establishment works.
- A further \$0.18 million raised utilising ATM facility.

Boab Managing Director and CEO, Simon Noon, stated:

"We are confident of finalising our offtake arrangements and FEED Study over the coming months. Whilst modest in size, the capital raising will allow us to effectively leverage the outcome of these milestones into our project financing and project execution workstreams. The funds raised will also support a drilling program, including Boab maiden drilling at our Manbarrum Zinc-Silver-Lead Project located 25km east of Sorby Hills. The Boab Board strongly encourages existing shareholders to take up their rights under the entitlement offer and participate in what is shaping as an exciting period for the Company."

Structure of the Offers

- A fully underwritten placement to institutional investors (**Placement**); and
- A fully underwritten pro-rata 1 for 5.6 non-renounceable entitlement offer (**Entitlement Offer**) to eligible shareholders.

The Placement and the Entitlement Offer are together referred to as the '**Offers**'.



Placement

The Placement raised approximately \$1.7 million (before costs) through the issue of approximately 17 million fully paid ordinary shares (**Shares**) at an issue price of \$0.10 per Share (**Placement Shares**) to sophisticated, professional and institutional investors utilising its placement capacity under Listing Rule 7.1. Allotment of the Placement Shares is expected to occur on Friday, 10 May 2024.

The Company has engaged Morgans Corporate Limited and Unified Capital Partners Pty Ltd as joint lead managers, bookrunners and underwriters to the Placement (**JLMs**).

Entitlement Offer

The Company is also undertaking pro rata non-renounceable entitlement offer of new Shares to eligible shareholders at an issue price of \$0.10 per Share (**New Share**) to raise approximately \$3.3 million (before costs).

The issue price of A\$0.10 per New Share represents a:

- 20% discount to the last traded Share price of \$0.125 on 30 April 2024; and
- 18.2% discount to the 5-day VWAP of \$0.123.

Shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**) are entitled to acquire 1 New Share for every 5.6 existing Shares held as at 5:00pm (AWST) on Wednesday, 8 May 2024 (**Record Date**). Eligible Shareholders that take up their entitlement in full, may also apply for additional New Shares (**Top-Up Shares**) up to a maximum of 100% of their entitlement.

The Entitlement Offer is fully underwritten by the JLMs pursuant to the terms of an Underwriting Agreement (refer to the risk section of this announcement for a summary of the termination events relating to the Underwriting Agreement).

The Directors have all committed to participating in the Entitlement Offer.

At-the-market (ATM) raise

The Company is pleased to announce that it has utilised its ATM subscription agreement with Acuity Capital (see announcement on 22 December 2023) to raise \$185,000 (inclusive of costs) through the set-off of 1,230,000 Company collateral shares previously issued to Acuity Capital under the ATM (**Set-off Shares**).

The Set-off Shares reduce the 9,000,000 Company collateral shares which Acuity Capital is otherwise required to return to the Company upon termination of the ATM.

The Set-off Shares have a deemed price of \$0.15 per share, being a **premium of 6.3%** to the Company's 15 trading day volume weighted average Share price (**VWAP**) of \$0.1411 to 30 April 2024 (inclusive).

The funds raised will be utilised towards Advancing the Sorby Hills Project and general working capital purposes.

Key details of the Entitlement Offer

Aspect	Details
Ratio	1 New Share for every 5.6 Shares held on the Record Date
Offer price	\$0.10 per New Share
Discount	Offer price of \$0.10 per New Share represents a 20% discount to the last closing price of \$0.125 (as at 30 April 2024) and a 18.2% discount to the 5-day VWAP of \$0.123.
Number of New Shares	Up to 32,761,209 New Shares
Renounceability	The Entitlement Offer is non-renounceable
Gross proceeds	Approximately \$3.3 million (before costs)

Top-Up Offer

Eligible shareholders who subscribe for their Entitlement in full are eligible to apply for additional New Shares (**Additional New Shares**) that are not subscribed for by other Eligible Shareholders under the Entitlement Offer (**Top-Up Offer**). The Additional New Shares will be offered at the issue price of \$0.10, being the same issue price for New Shares under the Entitlement Offer.

The Additional New Shares will only be issued to the extent there is sufficient shortfall, and applications will be subject to the allocation policy which is detailed in the Offer Booklet. Additional New Shares will not be issued to an applicant if the issue would otherwise contravene the Listing Rules or any applicable law.

Any New Shares not applied for under the Entitlement Offer or Top-Up Offer will be subscribed for by the JLMs in accordance with the Underwriting Agreement.

Use of Funds

The Offers will raise a total of A\$5.0 million.

Funds raised under the Offers will be applied in the following manner:

Item	Total
Advancing the Sorby Hills Project toward FID including completion of project optimisation workstreams, technical, legal due diligence workstreams required by potential project financiers and ramp up of the project execution team	A\$1.9M
Early site works at Sorby Hills Project	A\$0.5M
Drilling campaign at Sorby Hills Project and Manbarrum Project	A\$1.1M
Working capital purposes	A\$1.5M
Total	A\$5.0M



Indicative Timetable

Event	Date
Announcement of Placement and Entitlement Offer, Appendix 3B and Cleansing Statement	Friday, 3 May 2024
Shares commence trading ex-entitlement basis	Tuesday, 7 May 2024
Record Date for eligibility under the Entitlement Offer	5:00pm (AWST) on Wednesday, 8 May 2024
Allotment of New Shares under the Placement	Friday, 10 May 2024
Entitlement Offer opens Offer Booklet and Entitlement and Acceptance forms dispatched	Monday, 13 May 2024
Commencement of trading of New Shares issued under the Placement	Monday, 13 May 2024
Despatch of holding statements for New Shares under the Placement	Tuesday, 14 May 2024
Last day to extend Entitlement Offer closing date	Monday, 20 May 2024
Entitlement Offer closes	5:00pm (AWST) on Thursday, 23 May 2024
New Shares quoted on a deferred settlement basis	Friday, 24 May 2024
Results of Entitlement Offer announced to ASX	Tuesday, 28 May 2024
Allotment of New Shares under Entitlement Offer	Tuesday, 28 May 2024
Commencement of trading of New Shares under the Entitlement Offer	Wednesday, 29 May 2024
Despatch of holding statements for the New Shares under the Entitlement Offer	Monday, 3 June 2024

Note: The timetable above is indicative only and may change. The Company reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing date and to accept late Applications (either generally or in particular cases). Any extension of the Closing date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX. The Company also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

Key Risk Factors

Presented below are the key existing and emerging risks that could materially impact the operating performance, financial results and financial position of the Company.

Additional risks and uncertainties that the Company is currently unaware of, or that it currently considers to be immaterial, may also become important factors that adversely impact the Company's operating and financial performance and financial position.

You should be aware that an investment in the Company has a number of risks, some of which are specific to the Company and some of which relate to listed securities generally, and many of which are beyond the control of the Company.

Before investing in the Company shares, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information about the Company (such as that available on the websites of the Company and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional advisers before making an investment decision.

(a) Future capital requirements

The Company will require further financing in the future, in addition to amounts raised under the Offers.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

As an exploration entity, the Company is making a loss, meaning it is reliant on raising funds from investors or lenders in order to continue to fund its operations and to scale growth.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, the Company may be required to reduce the scope of its activities, which could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of Securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(b) Exploration, development and operating risks and costs

The prospects of the Company should be considered in light of the risks, opportunities, expenses and difficulties frequently encountered by companies at a similar stage of production and development. The Company's initiatives may not proceed to plan, with potential for delay in the timing of exploration and development activities.

There can be no assurance that exploration and development will result in the discovery of further mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration and development activities of the Company and the future development of mining operations at the Company's Projects (or any future projects that the Company may acquire an interest in) may be affected by a range of factors, including:

- geological, metallurgical and hydrological conditions;
- limitations on activities due to seasonal weather patterns;
- lack of availability or shortages of equipment, spare parts and consumables;

- access to appropriately skilled labour, competent operation and managerial employees, contactors and consultants;
- unanticipated operational and technical difficulties, mechanical failure of operating plant and equipment, industrial and environmental accidents;
- industrial action, disputes or disruptions;
- industrial and environmental accidents;
- increases in costs and cost overruns;
- financial failure, or default by any future alliance or service provider to the Company which may require the Company to face unplanned expenditure;
- native title process;
- changing government regulations; and
- other factors beyond the control of the Company.

In addition, the construction of any proposed development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delays to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations.

(c) Resource estimation risks

The Company has reported a Mineral Resource in respect of the Sorby Hills Project. However, resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly or become more uncertain when new information or techniques become available due to, for example, additional drilling or production tests over the life of the mine. Downward revision of Mineral Resource estimates may adversely affect the Company's operational and financial performance. There can be no guarantee that the Mineral Resource will be successfully converted to an Ore Reserve. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

(d) Tenure, access and grant of licences / permits

The Company's operations are subject to receiving and maintaining licences and permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary grants or renewals of licences / permits for the proposed operations, additional licences / permits for any possible future changes to operations, or additional permits associated with new legislation.

Prior to any development on any of its properties, subsidiaries of the Company must receive licences / permits from appropriate governmental authorities. There is no certainty that the Company will hold all licences / permits necessary to develop or continue operating at any particular property.

(e) Land access risk

Land access is critical for exploration and exploitation to succeed. It requires both access to the mineral rights and access to the surface rights.

Minerals rights may be negotiated and acquired. In all cases, the acquisition of prospective exploration and mining licences is a competitive business in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary licences to conduct exploration or evaluation activities outside of the mineral tenements that it owns.

Access to land for exploration and evaluation purposes can be obtained by:

- private access and compensation agreement with the landowner;

- purchase of surface rights; or
- through judicial rulings.
- However, access rights to licences can be affected by many factors, including:
- travel restrictions, quarantining procedures or other impediments to the free movement of personnel;
- surface title land ownership negotiations, which are required before ground disturbing exploration activities can commence within the jurisdictions in which the Company operates;
- permitting for exploration activities, which are required in order to undertake most exploration and exploitation activities within the jurisdictions in which the Company operates; and
- natural occurrences, including inclement weather, volcanic eruptions, lahars and earthquakes.

All of these issues have the potential to delay, curtail and preclude the Company's operations. While the Company will have the potential to influence some of these access issues, and retains staff to manage those instances where negotiations are required to gain access, it is not possible for the Company to predict the extent to which the above-mentioned risks and uncertainties may adversely impact the Company's operations.

(f) Reliance on key personnel

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain those personnel at compensation levels consistent with its existing compensation and salary structure. The Company's future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, any inability of the Company to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(g) Insurance and uninsured risks

The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. Although insurance is maintained in line with industry practice, no assurance can be given that such insurance will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover any or all claims.

(h) Commodity price and exchange rate risks

Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for gold, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(i) Risk of adverse publicity

The Company's activities will involve mineral exploration and mining and regulatory approval of its activities may generate public controversy. Political and social pressures and adverse publicity could lead to delays in approval of, and increased expenses for, the Company's activities. The nature of the Company's business attracts a high level of public and media interest and, in the event of any resultant adverse publicity, the Company's reputation may be harmed.

(j) Third party risk

The operations of the Company will require involvement of a number of third parties, including suppliers. With respect to these third parties, and despite applying best practice in terms of precontracting due diligence, the Company is unable to completely avoid the risk of:

- financial failure or default by a participant in any joint venture to which the Company may become a party; and
- insolvency, default on performance or delivery by any operators, contractors or service providers.

These contracts typically contain provisions providing for early termination of the contracts upon giving varying notice periods and paying varying termination amounts. The early termination of any of these contracts, for any reason, may mean that the Company will not realise the full value of the contract, which is likely to adversely affect the growth prospects, operating results and financial performance of the Company.

(k) Occupational health and safety

Site safety and occupational health and safety outcomes are a critical element in the reputation of the Company and its ability to retain and be awarded new contracts in the resources industry. While the Company has a strong commitment to achieving a safe performance on site and a strong record in achieving safety performance, a serious site safety incident could impact upon the reputation and financial performance of the Company.

Additionally, laws and regulations, as well as the requirements of customers, may become more complex and stringent or the subject of increasingly strict interpretation and enforcement. Failure to comply with applicable regulations or requirements may result in significant liabilities, suspended operations and increased costs. Industrial accidents may occur in relation to the performance of the Company's services. Accidents, particularly where a fatality or serious injury occurs, or a series of accidents, may have operational and financial implications for the Company, which may negatively impact the financial performance and future potential of the Company.

(l) Management of growth

There is a risk that management of the Company will not be able to implement the Company's growth strategy. The capacity of management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

(m) Unforeseen expenses

The Company's cost estimates and financial forecasts include appropriate provisions for material risks and uncertainties and are considered fit for purpose for the activities of the Company. If risks and uncertainties prove to be greater than expected, or if unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

(n) Environmental and social risks

The operations and proposed activities of the Company are subject to Provincial and Federal laws and regulations concerning the environment. The current or future operations of the Company, including exploration and development activities and commencement of production on the Projects, require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, mining, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production as a result of needing to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Company requires for future, exploration, development, construction and operation of mining facilities and the conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Company.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

(o) Native title and Aboriginal Heritage

The Company's tenements may include areas over which legitimate common law native title or indigenous rights of persons in Australia exist. If native title or indigenous rights do exist, the ability of the Company to gain access may be adversely affected. The Company will closely monitor the potential effect of native title or indigenous claims involving its tenements.

Access to land for exploration purposes can be adversely affected by land ownership, including private (freehold) land, pastoral lease and native title land or claims under the *Native Title Act 1993* (Cth) (NTA) (or similar legislation in the jurisdiction where the Company operates). The effect of the NTA is that existing and new tenements held by the Company may be affected by native title claims and procedures.

There is a risk that a determination could be made that native title exists in relation to land the subject of a tenement held or to be held by the Company which may affect the operation of the Company's business and development activities. If it is determined that native title does exist, or a native title claim has been registered, the Company may need to comply with procedures under the NTA in order to carry out its operations or to be granted any additional rights required. Such procedures may take considerable time, involve the negotiation of significant agreements, may involve access rights, and require the payment of compensation to those persons holding or claiming native title in the land the subject of a tenement.

The involvement in the administration and determination of native title issues may have a material adverse impact on the position of the Company in terms of cash flows, financial performance, business development, and the Share price.

(p) Grant of future authorisations to explore and mine

If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

(q) Mine development

Possible future development of mining operations at the Sorby Hills Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on one of its Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of its Projects.

The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

(r) Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

- developing an economic process route to produce a metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(s) Unforeseen risk

There may be other risks which the Directors are unaware of at the time of issuing the Offer Booklet in connection with the Entitlement Offer which may impact on the Company, its operations and/or the valuation and performance of its Shares.

(t) Infectious diseases

The price of the Company's Securities may be adversely affected by the economic uncertainty caused by infectious diseases (including COVID-19). Measures to limit the transmission of infectious diseases implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations and may interrupt the Company carrying out its contractual obligations or cause disruptions to supply chains.

(u) Underwriting risk

The Company has entered into an underwriting agreement with the JLMs under which the JLMs have agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement.

The Underwriting Agreement contains customary representations and warranties and indemnities in favour of the Underwriter for an agreement of this nature. If the Underwriting Agreement is terminated for any reason, the Company may not receive the full amount of the proceeds expected under the Entitlement Offer, its financial position might change and it might need to take other steps to raise capital, including by raising additional debt.

Capitalised terms in this summary have the meaning given to them in the Underwriting Agreement unless otherwise defined in this Announcement.

The Underwriter may, by notice given to the Company, and without cost or liability, immediately terminate their obligations under the Underwriting Agreement if any of the events below occurs or has occurred at any time before 6.00pm on the Entitlement Offer Settlement Date.

Termination Events

The list below is not exhaustive of all the possible termination events in the Underwriting Agreement.

- **(misleading disclosure)** a statement contained in the ASX Announcement, Offer Booklet, Cleansing Statements (together the **Offer Materials**) is or becomes misleading or deceptive or likely to mislead or deceive in a material respect, or a matter required to be included is omitted from the Offer Materials;
- **(information)** the due diligence report or any information supplied by or on behalf of the Company is false, misleading or deceptive in a material respect;
- **(Entitlement Offer Cleansing Statements)** The Cleansing Notice is defective (as that term is defined in section 708AA(11) of the Corporations Act);
- **(new circumstance)** an obligation arises on the Company to give ASX a notice in accordance with section 708AA(12) of the Corporations Act;
- **(material adverse change)** any material adverse change occurs in respect of the Company;
- **(market fall)** the ASX/S&P 300 Index closes on two consecutive business days; or closes on the trading day immediately prior to the Settlement Date more than 10.0% below its level at market close on the Business Day immediately preceding the date of the Underwriting Agreement;
- **(future matters)** any estimate or expression of opinion, belief, expectation or intention, or statement relating to future matters in any Offer Materials is or becomes incapable of being met;

- **(change of law)** there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or in the reasonable opinion of the JLMs is likely to prohibit or adversely affect or regulate the Offer;
- **(unable to proceed)** the Company is or will be prevented from conducting or completing the Offer by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws or an order of a court of competent jurisdiction;
- **(force majeure)** there is an event or occurrence, including any statute, order, rule, regulation, directive or request of any Government Agency which makes it illegal for the JLMs to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Offer;
- **(listing):**
 - the Company ceases to be admitted to the official list of ASX or the Securities (or interests in them) cease trading or are suspended from official quotation or cease to be quoted on the ASX; or
 - ASX makes any official statement to any person, or indicates to the Company or the JLMs that it will not grant permission for the official quotation of the Placement Shares or New Shares; or
 - permission for the official quotation of the Placement Shares or New Share is granted before the date of issue of those Offer Securities, the approval is subsequently withdrawn, qualified or withheld;
- **(applications)** an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer Materials or the Offer or ASIC commences, or gives notice of an intention to hold, any investigation or hearing in relation to the Offer or any of the Offer Materials or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company;
- **(no misleading or deceptive conduct)** the Company engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the making of the Offer;
- **(withdrawal)** the Company withdraws or indicates that it does not intend to proceed with the Offer or any part of the Offer or withdraws a document forming part of the Offer Materials;
- **(market disruption)** either of the following occurs:
 - a general moratorium on commercial banking activities in Australia, the United States of America, Singapore, Hong Kong or the United Kingdom is declared by the relevant central banking authority in any of those countries; or
 - trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading;
- **(hostilities)** any of the following occurs:
 - there is an outbreak of hostilities not presently existing or a major escalation in existing hostilities occurs (in each case, whether or not a war or a national emergency has been declared);
 - a declaration is made of a national emergency or war, excluding any war or hostilities presently existing as at the date of the Underwriting Agreement; or
 - a terrorist act is perpetrated involving Australia or New Zealand; or
 - nuclear weapons of any sort are used in connection with; or
 - the direct involvement of military personnel of any member state of the North Atlantic

Treaty Organization in either or both of the Ukraine and Israel / Palestinian conflicts that are ongoing at the date of this agreement; or

- a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation resulting in a material shut-down of business around the world.
- **(political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in Australia or New Zealand,
- **(representations and warranties)** a representation and warranty contained in the Underwriting Agreement on the part of the Company is untrue or incorrect when given or taken to be given or becomes untrue or incorrect;
- **(Certificate)** any certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished when required or is untrue, incorrect or misleading;
- **(delay)** any event specified in the Underwriting Agreement (including in the Timetable) to occur is delayed by 2 days or more, without the prior written consent of the JLMs;
- **(unauthorised change)** the Company:
 - disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property other than as contemplated in the Offer Materials;
 - ceases or threatens to cease to carry on business; or
 - alters its capital structure, other than as contemplated in the Offer Materials;
- **(constitution)** the Company amends its constitution or announces a proposal to amend its constitution other than an amendment disclosed to the JLMs prior to the date of the Underwriting Agreement;
- **(breach)** the Company fails to perform or observe any of its obligations under the Underwriting Agreement;
- **(compliance):**
 - a contravention by the Company of the Corporations Act, the Constitution (or equivalent applicable documents), the Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other Government Agency or any agreement entered into by it; or
 - any Offer Materials or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules, the ASX Waivers or any other applicable law or regulation;
- **(change in directors or management)** a change to the chief executive officer or the board of directors of the Company occurs, or any such changes are announced;
- **(legal proceedings and offence by Directors)** any of the following occurs:
 - legal proceedings are commenced against the Company;
 - a director or senior member of management of the Company engages in any fraudulent conduct or activity, or is charged with an indictable offence;
 - any Government Agency commences any public proceedings against the Company or any director in their capacity as a director of the Company, or announces that it intends to take such action; or
 - any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;

- **(public statements):**
 - the Company issues a public statement concerning the Offer which has not been approved by the JLMs; or
 - a statement in any of the Public Information is or becomes misleading or deceptive or likely to mislead or deceive;
- **(Encumbrance)** other than in the ordinary course of business a person Encumbers or agrees to Encumber, the whole or a substantial part of the business or property of the Company or the Company Group;
- **(ASX Waivers or ASIC Modifications)** ASX withdraws, revokes or amends any ASX Waivers or ASIC Modifications;
- **(Trading Halt)** the Trading Halt ends before the expiry of the relevant period referred to in the Timetable without the prior written consent of the JLMs;
- **(Insolvency)** an Insolvency Event occurs in relation to the Company or there is an act which has occurred or any omission made which would result in an Insolvency Event occurring in respect of the Company; and
- **(prescribed occurrence)** an event specified in sections 652C(1) or (2) of the Corporations Act occurs, in relation to the Company.

Further Information

Further details of the Entitlement Offer will be set out in the Offer Booklet. The Offer Booklet contains important information including foreign selling restrictions with respect to the Entitlement Offer. The Offer Booklet will be released to ASX and available on the Company's website and is expected to be dispatched to eligible shareholders with entitlement and acceptance forms on 13 May 2024.

The Board of Directors have authorised this announcement for release to the market.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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About Boab Metals Limited

Boab Metals Limited ("**Boab**", ASX: **BML**) is a Western Australian based exploration and development company with interests in Australia and South America. In Australia, the Company is currently focused on developing the Sorby Hills Lead-Silver-Zinc Joint Venture Project in WA. Boab owns a 75% interest in the Joint Venture with the remaining 25% (contributing) interest held by Henan Yuguang Gold & Lead Co. Ltd.

Sorby Hills is located 50km from the regional centre of Kununurra in the East Kimberley and has existing sealed roads to transport concentrate from site to the facilities at Wyndham Port, a distance of 150km. Established infrastructure and existing permitting allows for fast-track production.