

Adriatic Metals plc: 2019 Annual General Meeting



Resolution 1 – Approval of 2019 Annual report

Proxies	For	Open	Against	Abstain	Excluded
Resolution 1	74,737,599	-	-	-	-

Resolution passed via a poll

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Resolution 2 – Approval of the Directors Remuneration report

Proxies	For	Open	Against	Abstain	Excluded
Resolution 2	71,275,288	-	3,462,311	-	-

Resolution passed via a poll

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Resolution 3 – To elect Mr Michael Rawlinson as Director of the Company, Mr Rawlinson having been appointed by the directors on 4 March 2019.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 3	74,737,599	-	-	-	-

Resolution passed via a poll

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Resolution 4 – To re-elect Mr Peter Bilbe as Director of the Company.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 4	74,162,599	-	575,000	-	-

Resolution passed via a poll

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Resolution 5 - To re-elect Mr Paul Cronin as Director of the Company

Proxies	For	Open	Against	Abstain	Excluded
Resolution 5	72,569,221	-	2,248,578	-	-

Resolution passed via a poll

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Resolution 6 – To re-elect Mr Milos Bosnjakovic as Director of the Company.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 6	74,737,599	-	-	-	-

Resolution passed via a poll

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Resolution 7 - To re-elect Mr Julian Barnes as Director of the Company.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 7	74,737,599	-	-	-	-

Resolution passed via a poll

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Resolution 8 - To re-appoint Lubbock Fine Chartered Accountants as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the Directors.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 8	74,737,599	-	-	-	-

Resolution passed via a poll

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Resolution 9 - To approve, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant and issue by the Company of 1,500,000 unlisted Performance Rights to Mr Paul Cronin (or his nominee) pursuant to the Company's New Employees and Consultants ESOP as more particularly detailed in the Explanatory Notes for this resolution.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 9	39,376,389	-	2,260,078	-	33,101,132

Resolution passed via a poll

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Resolution 10 - To approve, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant and issue by the Company of 1,000,000 unlisted Options to Mr Michael Rawlinson (or his nominee) pursuant to the Company's existing Employee Share Option Plan as more particularly detailed in the Explanatory Notes for this resolution.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 10	22,032,995	-	191,500	19,411,972	33,101,132

Resolution passed via a poll

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Resolution 11 - To approve, for the purpose of ASX Listing Rule 7.2 exception 9(b) and for all other purposes, the adoption of two new employee share option and performance rights plans (being the New ESOPs) as more particularly detailed in the Explanatory Notes for this resolution.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 11	5,858,155	-	5,312,340	30,465,972	33,101,132

Resolution passed via a poll

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Resolution 12 - That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company (Relevant Securities) up to a maximum aggregate nominal amount of £673,830, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, fifteen (15) months from the date of passing this resolution save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred had not expired.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 12	61,181,841	-	2,501,758	11,054,000	-

Resolution passed via a poll

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Resolution 13 - That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 6,607,432 New CDIs to sophisticated investors as more particularly detailed in the Explanatory Notes for this resolution.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 13	63,139,026	-	10,000	-	11,588,573

Resolution passed via a poll

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Resolution 14 - That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 13,079,559 New CDIs to sophisticated investors as more particularly detailed in the Explanatory Notes for this resolution.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 14	63,139,026	-	10,000	-	11,588,573

Resolution passed via a poll

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Resolution 15 - That subject to and conditional on, the passing of Resolution 12, the Directors be empowered, pursuant to Section 570 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority given by Resolution 12 as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £551,840,
- and this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months from the date of passing this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby has not expired.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 15	68,967,079	-	5,770,520	-	-

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Resolution 16 - That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Notes

Proxies	For	Open	Against	Abstain	Excluded
Resolution 16	74,443,350	-	195,900	98,349	-

Resolution passed via a poll

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Resolution 17 - That in respect of any allotments of equity securities (within the meaning of Section 560 of the Act) by the Directors of the Company made during any period prior to the Company's annual general meeting convened and held on 26 October 2018 (as are recorded in the Company's statutory registers): (a) the authority of the Directors of the Company to allot and issue such equity securities for the purposes of section 551 of the Act and as if section 561(1) of the Act did not apply to any such allotment of equity securities be and hereby is ratified, confirmed and approved; and (b) all such allotments of equity securities be and hereby are ratified, confirmed and approved for all purposes.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 17	71,213,458	-	3,521,942	2,199	-

Resolution passed via a poll

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Resolution 18 - That, with effect from the conclusion of this Annual General Meeting, the articles of association of the Company produced to the meeting and initialled by the Chairman (for the purposes of identification) be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.

Proxies	For	Open	Against	Abstain	Excluded
Resolution 18	61,435,021	-	2,248,578	11,054,000	-

Resolution passed via a poll