Annual General Meeting

28 November 2023

BOA Resources

Welcome and agenda

1. **Formal items of business**
   - 2023 Financial statements
   - Resolution 1 – Remuneration Report
   - **Poll on Resolution 1**
   - Resolution 2 – Spill resolution (Contingent Resolution)
   - Resolution 3 – Election of Mr James Barrie
   - Resolution 4 – Re-Election of Mr Graeme Purcell
   - Resolution 5 – Election of Ms Cath Norman
   - Resolution 6 – Ratification of prior issue of options
   - Resolution 7 – 10% Placement capacity
   - **Poll on the remaining Resolutions**
2. **Meeting close**
3. **Managing Director presentation / General Q&A**

Please join the directors and management team for refreshments

Board members

Cath Norman
Chair / Managing Director

Graeme Purcell
Director

James Barrie
Director / Company Secretary

2023 Financial statements

To consider and receive the financial statements of the Company for the year ended 30 June 2023, 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 2023 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, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2023.”

VALID PROXIES RECEIVED	Votes	% Votes
For	26,184,852	71.30%
Open	2,149,378	5.85%
Against	8,389,040	22.84%
Abstain	997,249	
Excluded	2,119,307	

Poll on Resolution 1

Resolution 2

If more than 75% of the votes cast on Resolution 1 are voted FOR adoption of the Remuneration Report, the Chair will withdraw Resolution 2.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

*a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and*

b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and

c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting."

VALID PROXIES RECEIVED	Votes	% Votes
For	10,863,577	30.19%
Open	4,024,378	11.19%
Against	21,091,015	58.62%
Abstain	1,741,549	
Excluded	2,119,307	

Resolution 3

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr James Barrie, a Director who was appointed casually on 9 June 2023, retires, and being eligible, is elected as a Director."

VALID PROXIES RECEIVED	Votes	% Votes
For	25,899,630	65.09%
Open	2,729,618	6.86%
Against	11,160,578	28.05%
Abstain	50,000	
Excluded	0	

Resolution 4

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Mr Graeme Purcell, a Director, retires by rotation, and being eligible, is re-elected as a Director."

VALID PROXIES RECEIVED	Votes	% Votes
For	35,848,923	90.11%
Open	2,729,618	6.86%
Against	1,206,285	3.03%
Abstain	55,000	
Excluded	0	

Resolution 5

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Catherine Norman, a Director who was appointed casually on 26 October 2023, retires, and being eligible, is elected as a Director."

VALID PROXIES RECEIVED	Votes	% Votes
For	30,026,168	75.47%
Open	2,729,618	6.86%
Against	7,029,040	17.67%
Abstain	55,000	
Excluded	0	

Resolution 6

To consider and, if thought fit, to pass, with or without amendment, 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 4,311,232 Options on the terms and conditions set out in the Explanatory Statement."

VALID PROXIES RECEIVED	Votes	% Votes
For	19,793,069	51.00%
Open	2,729,618	7.03%
Against	16,289,140	41.97%
Abstain	1,027,999	
Excluded	0	

Resolution 7

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

VALID PROXIES RECEIVED	Votes	% Votes
For	18,498,619	48.30%
Open	2,729,618	7.13%
Against	17,067,340	44.57%
Abstain	1,544,249	
Excluded	0	

Poll on remaining Resolutions