

BOADICEA RESOURCES LTD
ACN 149 582 687

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Boadicea Resources Ltd will be held on 27 November 2015 at Function Room, Rosstown Hotel, 1084 Dandenong Road, Carnegie, Victoria commencing at 11 am.

BUSINESS

1. To receive and consider the Directors' Report and Financial Accounts for the year ended 30 June 2015 together with the Auditor's report thereon.
2. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

(a) **Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2015:**

"That the Remuneration Report be adopted".

Voting Exclusion:

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a "Restricted Voter"). However, the Company need not disregard a vote if:

- o it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1;
- o it is not cast on behalf of a Restricted Voter.

(b) **Resolution 2 – Re-election of a director**

"That Eugene Odachowski, being a director of the Company retiring by rotation in accordance with the Company's Constitution, being eligible and offering himself for re-election, be elected as a director of the Company".

(c) **Resolution 3 – Change of Auditor**

That Mr George Georgiou and Mr Bernard Bong Peng Ee of Connect Audit & Assurance Services Pty Ltd be appointed as auditor of the Company.

A form of proxy accompanies this Notice of Meeting

By Order of the board

Clarke Dudley
Executive Chairman and CEO

Dated: 23 October 2015

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read by members before making a decision with respect to the resolutions.

BOADICEA RESOURCES LTD**EXPLANATORY MEMORANDUM****INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of shareholders of Boadicea Resources Ltd ("the Company") in connection with the business to be conducted at the Annual General Meeting to be held on Friday 27 November 2015 commencing at 11 am.

2(a) RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2015

Consistent with Section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2015. At the meeting there will be opportunity for discussion of the report.

The Remuneration Report can be found in the Annual Report within the Directors' Report, which deals with the remuneration of directors and executives of the Company.

A Remuneration Report includes:

- o an explanation of the Board's policies in relation to the nature and level of remuneration of directors and executives, if applicable;
- o details of any element of the remuneration of directors and executives that is dependent upon the satisfaction of a performance condition, if applicable;
- o details of the total remuneration (as well as a categorised break-down of its components) of each director and executive, if applicable.

The directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution. If shareholders wish to give a proxy to the Chairman, but do not want the Chairman to vote in favour of the resolution to approve the Remuneration Report, they need to direct their proxy to vote against the resolution or to abstain.

Under changes to the Corporations Act which came into effect on 1 July 2011, a Company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to a vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the previous financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

BOADICEA RESOURCES LTD**EXPLANATORY MEMORANDUM (continued)**

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

The Spill Resolution is not required for this Annual General Meeting as the vote for the 2014 Remuneration Report was passed with the support of more than 75% of votes.

2(b) RESOLUTION 2 – RE-ELECTION OF EUGENE ODACHOWSKI AS A DIRECTOR

The Company's Constitution requires that one third of the directors retire from office at the Annual General Meeting and if they so desire offer themselves for re-election. The director to retire from office is that person who has been longest in office since last re-elected. Pursuant to Article 9.3 of the Constitution, Eugene Odachowski, retires by rotation and, being eligible, offers himself for re-election.

The directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

2(c) RESOLUTION 3 – CHANGE OF AUDITOR

Following the cessation of practice by the previous auditor, Melanie Leydin of Leydin Freyer, the Company appointed George Georgiou and Bernard Bong Peng Ee of Connect Audit & Assurance Services Pty Ltd to fill the casual vacancy.

The Company has received a consent to act as auditor from George Georgiou and Bernard Bong Peng Ee of Connect Audit & Assurance Services Pty Ltd and seeks members approval for their appointment effective on and from the date of the annual general meeting.

A copy of the Notice of Nomination of George Georgiou and Bernard Bong Peng Ee of Connect Audit & Assurance Services Pty Ltd as auditor is attached as Annexure 1.

The Directors recommend shareholders vote in favour of the resolution.

Annexure 1 – Nomination of auditor

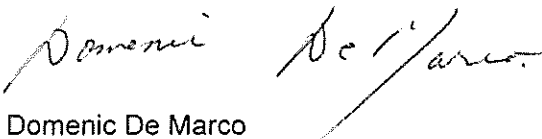
16 October 2015

The Directors
Boadicea Resources Ltd
Suite 2, 25 Koornang Road
CARNEGIE VIC 3163

Dear Sirs

The undersigned being a member of Boadicea Resources Ltd hereby nominate George Georgiou and Bernard Bong Peng Ee of Connect Audit & Assurance Services Pty Ltd as auditor of the Company at the forthcoming annual general meeting.

Yours faithfully


Domenic De Marco

BOADICEA RESOURCES LTD

ACN 149 582 687

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

Form of Proxy

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: This proxy is solicited on behalf of the management of Boadicea Resources Ltd ACN 149 582 687 (the "Company") for use at the meeting of the shareholders of the Company to be held at Function Room, Rosstown Hotel, 1084 Dandenong Road, Carnegie VIC on 27 November 2015 at 11.00am (AEDT) or any adjournment thereof (the "Meeting").

I/We being a member/s of Boadicea Resources Ltd hereby appoint

the Chairman of the meeting **OR** **PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.

PLEASE NOTE: If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2 Items of Business

PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR AGAINST ABSTAIN

	FOR	AGAINST	ABSTAIN
Resolution 1 - Adopt the remuneration report for the year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-elect Mr Eugene Odachowski as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions.

SIGN Signing by member

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Member 2 (if joint holding)

Member 3 (if joint holding)

____ / ____ / ____

Sole Director and Sole Secretary

Director/Company Secretary

Director

Date

BOADICEA RESOURCES LTD

ACN 149 582 687

Lodge your vote:



By Mail:

Boadicea Resources Ltd.
Suite 2,
25 Koornang Road,
CARNEGIE VIC 3163

Alternatively you can fax your form to
Facsimile: +61 (0) 3 9572 3762

For all enquiries call:

Telephone: +61 (0) 3 9569 3467

Email: c.dudley@access.net.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 11.00am (AEDT) on 25 November 2015 by mail or hand delivery to Boadicea Resources Ltd. Suite 2, 25 Koornang Road, Carnegie VIC 3163 or by fax to 03 9572 3762.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEDT) on 25 November 2015 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online