BOADICEA RESOURCES LTD

ASX ANNOUNCEMENT 22 October 2020

BOADICEA RESOURCES LTD
ACN: 149 582 687

ASX Announcement & Media Release

ASX Code: BOA

Issued Capital:
55,595,746 Shares
Nil Options

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ACTIVITY REPORT
SEPTEMBER QUARTER 2020

HIGHLIGHTS:

- **Completion of the IGO Newsearch deal, subject to shareholder approval at an EGM on 14 October**
- **IGO Newsearch to explore 9 BOA Fraser Range tenements at no cost to BOA for $7m payment, with conditional $50m plus royalty sale if nickel is discovered within 5 years**
  - **Conditional sale agreement for 9 Fraser Range tenements for A$5.5 million right to explore payment**
  - **Future payment of A$50 million plus royalty if a JORC resource is discovered**
  - **Royalty agreement for 0.75% NSR**
  - **Share subscription agreement for A$1.5 million for 6.25 million BOA shares**
- **South Plumridge licence in the Fraser Range granted**
- **Giles South licence in the Fraser Range granted**
- **Commencement of geochemistry assessment of Fraser South and Southern Hills tenements in the Fraser Range**
- **Commencement of geophysics review for Koongulla in the Paterson Province**
- **Extension of loan agreement with the Dudley Estate prior to completion of the IGO Newsearch deal**
- **New corporate presentation lodged with ASX**

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OVERVIEW

During the reporting period Boadicea (BOA) continued to focus on its activities within the Fraser Range and Paterson Province regions of Western Australia. This has seen completion of a conditional sale agreement (explained further in this report) for nine (9) Fraser Range Tenements, with five (5) years exploration at no cost to BOA over nine (9) BOA Fraser Range tenements, and commencement of exploration within the Paterson Province.

On 4 September 2020, the Company entered a conditional agreement with the IGO Newsearch Ltd that may yet provide even more value to shareholders. It provides an agreed $50m payment plus a 0.75% NSR royalty if a JORC nickel discovery is made on any of the nine (9) BOA tenements at any time during the five (5) years.



Figure 1 BOA Tenement Locations

Boadicea Resources Ltd ("BOA")
PO Box 245 Malvern
3144 Victoria

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AGREEMENTS WITH IGO COMPANIES

Boadicea Resources Ltd advises it has signed an Asset Sale Agreement with IGO Newsearch Pty Ltd ("Newsearch"), a wholly owned subsidiary of IGO Limited ("IGO"), for the conditional sale of nine (9) Exploration Licences. This includes ballot wins located in the Fraser Range gravity high of Western Australia ("Fraser Range Assets"), along with other IGO supported agreements. This announcement was released on 4 September 2020.

The components of the Agreement include:

- Asset Sale Agreement
- Subscription Agreement (IGO to be a BOA shareholder)
- Royalty Agreement

ASSET SALE AGREEMENT

The Asset Sale Agreement grants Newsearch exclusive rights to explore nine (9) BOA Fraser Range tenements for a maximum of five (5) years ("Fraser Ranger Assets"). The Fraser Range Assets are:

- E28/1932 Symons Hill
- E39/2148 Giles
- E28/2721 White Knight
- E28/2849 Transline North
- E28/2866 Transline South
- E28/2888 Transline West (1)
- E28/2895 Transline West (2)
- E28/2937 South Plumridge
- E28/2952 Giles South

Consideration under the Asset Sale Agreement is summarised below:

a. Within five (5) business days of approval of the Resolution by the shareholders:
    I. Newsearch to pay the non-refundable Upfront Consideration of $5,500,000 cash;
    II. IGO pay the Subscription Price of $1,500,000 to subscribe for 6,250,000 ordinary shares in the Company at 24 cents per share.

b. Upon payment of the Upfront Consideration and the Subscription Price:
    I. the Company will grant Newsearch the exclusive right to explore the areas covered by the Tenements described in the Asset Sale Agreement for five (5) years;
    II. Newsearch is entitled to nominate a non-Executive Director for appointment to the BOA board at no additional cost to the Company.

c. Upon Newsearch declaring a JORC Resource within the five (5) year exclusive period:

   I. The Company will sell and transfer, and Newsearch will purchase, the Fraser Range Assets upon the payment of $50,000,000 cash;

   II. Newsearch will grant to the Company a Net Smelter Royalty of 0.75% on all revenues from the Fraser Range Assets.

Newsearch to make a $250,000 loan to BOA, repayment of which will be deducted from the Upfront Consideration.

Newsearch will manage the Fraser Range Assets for the period of the agreement and will meet all exploration costs.

Newsearch may withdraw from the agreement at any time during the five (5) year period and return the Fraser Range Assets, in good order to BOA with all exploration data.

IGO as the parent company to Newsearch is guaranteeing all obligations under these agreements with BOA.

ROYALTY AGREEMENT

The parties have agreed that a Net Smelter Return ("NSR") royalty will be payable to BOA by Newsearch for 0.75% of all revenues associated with mineral production from the Fraser Range Assets. The NSR royalty will allow for standard deductions of transportation, smelter and refining costs associated with the revenues, but not the mining and concentrating costs.

SUBSCRIPTION AGREEMENT

IGO will subscribe for 6,250,000 ordinary shares in the Company at 24 cents per share for the Subscription Price of $1,500,000 upon shareholder approval of the Asset Sale.

The issue price represents a 12% premium to the 60-day VWAP.

IGO will hold 10.1% of the total issued capital of BOA.

CONTINUOUS DISCLOSURE

Under the terms of the agreement, Newsearch must disclose to BOA all material results from the exploration carried out on the tenements, quarterly updates on exploration activities and copies of work programmes lodged under the Mining Act 1978 (WA). These will form the basis of BOA discharging its obligation to continuously disclose the price-sensitive information to shareholders and ASX.

USE OF PROCEEDS

Subject to shareholder approval at the 14 October EGM, the Board of BOA expressed the intention to declare an unfranked Special Dividend of 8 cents per share for Shareholders registered on 14 October 2020. The balance of the $7m proceeds, net of costs associated with the Asset Sale, will be utilised for ongoing exploration activities on the remaining Exploration Licences that BOA continues to hold, general working capital and new business opportunities the Board may identify.

IGO will not participate in the Special Dividend as a consequence of IGO not being issued shares in BOA until after the record date for the Special Dividend.

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GENERAL MEETING

Notifications for the General Meeting of Shareholders were issued on 14 September 2020. The General Meeting was held on 14 October 2020.

The resolution was passed at this meeting.

FRASER RANGE EXPLORATION

The Fraser Range remains the 'hottest' region for new nickel projects with two (2) new discoveries in past two years – the Creasy Group's Silver Knight deposit and Legend Mining's Mawson Prospect.

Boadicea has strategically positioned itself proximal to all three (3) significant nickel discoveries in the Fraser Range, represented by the tenements subject to the IGO deal. The Company's position in the region has grown substantially with a total holding of approximately 740km^2. The Symons Hill licence (E28/1932) remains the flagship project with exciting prospectivity for Nova-Bollinger style nickel-copper mineralisation.

Boadicea retains an extensive exploration tenement holding within the Fraser Range gravity high region of Western Australia. This includes 10 granted licences and one ballot win. The granted licences are:

- Symons Hill Project – nickel and copper (100% BOA) (E28/1932) *
- Fraser Range South Project – nickel and copper (100% BOA) (E63/1859)
- White Knight Project – nickel and copper (100% BOA) (E28/2721) *
- Southern Hills – nickel and copper (100% BOA) (E63/1951)
- Transline North – nickel and copper (100% BOA) (E28/2849) *
- Transline South – nickel and copper (100% BOA) (E28/2866) *
- Transline West 1 – nickel and copper (100% BOA) (E28/2888) *
- Transline West 2 – nickel and copper (100% BOA) (E28/2895) *
- South Plumridge – nickel and copper (100% BOA) (E28/2937) *
- Giles South – nickel and copper (100% BOA) (E28/2952) *

Giles South and South Plumridge were granted during the reporting period.

The one ballot win registered to Boadicea is:

- Giles – nickel and copper (100% BOA) (E39/2148) *

* Indicates the Exploration tenements included as part of the IGO Newsearch transaction.

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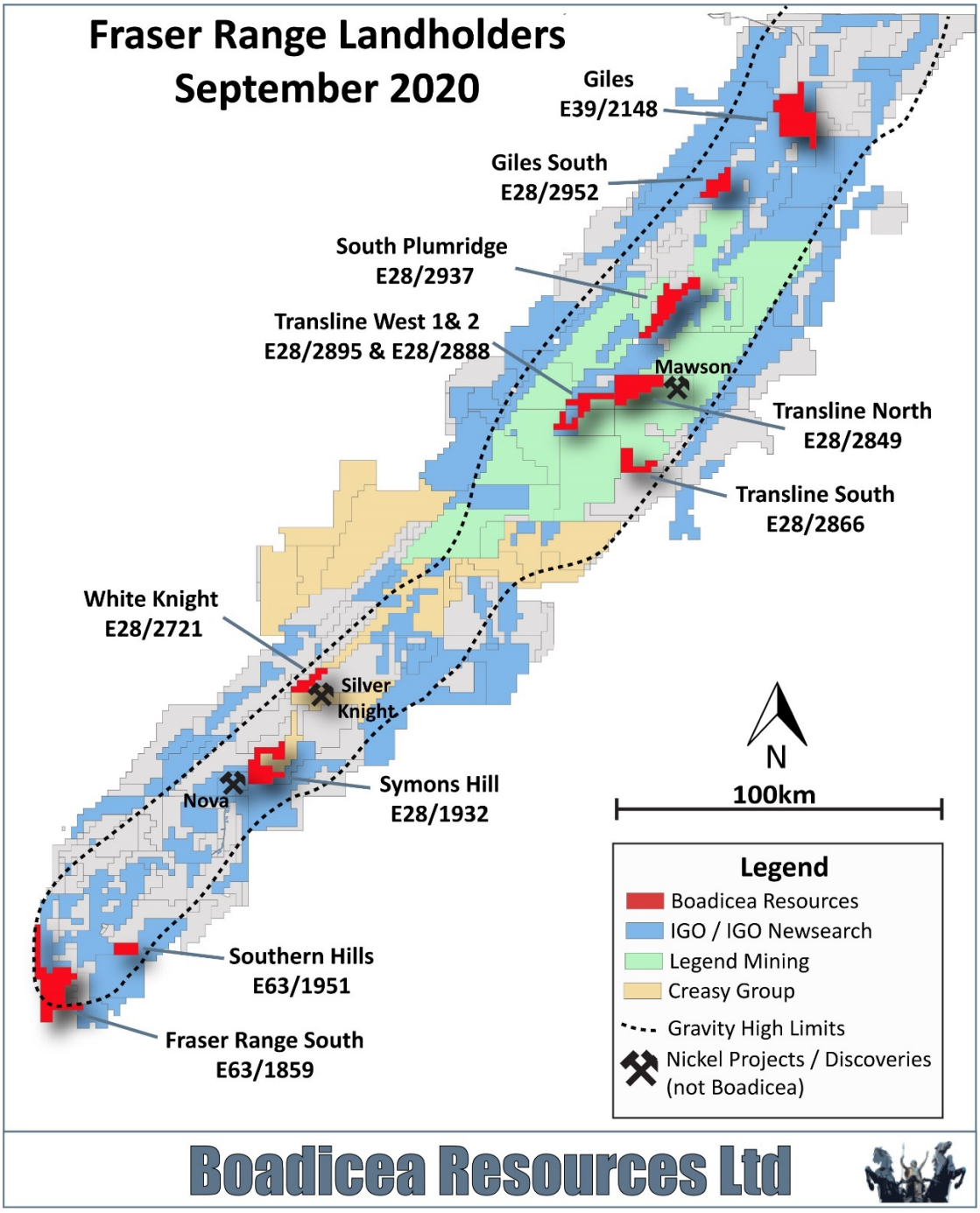


Figure 2 BOA Tenement holding in Fraser Range

Symons Hill Project – nickel and copper (100% BOA) (E28/1932)

The flagship Symons Hill Project is located within the Fraser Range, 4km from the Nova-Bollinger nickel-copper mine.

Boadicea is advancing the Symons Hill Project systematically, collecting and analysing quality datasets and drill testing priority targets, as warranted.

Following a MLEM survey completed in the north of the Project during 2019, three (3) late-time, flat-lying conductors at targets SH-09, SH-10 and SH-11 (Figure 2) were identified to have the potential to represent sulphide accumulations, and in conjunction with the magnetic and

gravity signature warrant drill testing. A subtle anomaly at target SH-14 was affected by noise and difficult to model, however due to the coincident gravity and magnetic signature is also considered a target warranting drilling.

The Symons Hill Licence forms part of the package of tenements within the IGO Newsearch agreement. Upon approval by BOA Shareholders, IGO Newsearch will be manage and fund all commitments and exploration activities within the tenement.

White Knight Project (100% BOA) (E28/2721)

The White Knight licence (E28/2721) was granted on 17 January 2020 and is approximately 30km² and adjoins the Great Southern Nickel's (a Creasy Group company) Silver Knight Nickel Project.

No activity was completed during the reporting period.

The White Knight Licence forms part of the package of tenements within the IGO Newsearch agreement. Upon approval by BOA Shareholders, IGO Newsearch will be manage and fund all commitments and exploration activities within the tenement.

Transline Projects (100% BOA) (E28/2849, E28/2866, E28/2888, E28/2895)

The Transline Project consists of four (4) Exploration Licences positioned in the northern portion of the Fraser Range. Transline North (E28/2849 for 84km2) and Transline South (E28/2866 for 38km2) that were both granted on 23 January 2020. Exploration Licences Transline West 1 (E28/2895 for ~38km2) and Transline West 2 (E28/2888 for ~21km2) were also granted in May 2020.

The location of the Transline West Licences adds to the Company's excellent tenement package, all of which are located within 35km of the recent Mawson massive nickel-copper discovery announced by Legend Mining Limited.

No activity was completed during the reporting period.

The Transline tenements form part of the package of tenements within the IGO Newsearch agreement. Upon approval by BOA Shareholders, IGO Newsearch will be manage and fund all commitments and exploration activities within the tenement.

South Plumridge (100% BOA) (E28/2937)

The South Plumridge licence E28/2937 was granted on 5 August 2020 for a period of five (5) years. BOA has an expenditure commitment of $29,000 in the first year.

South Plumridge is located between 20 and 30km due north of the Mawson discovery by Legend Mining Limited.

The South Plumridge tenement forms part of the package of tenements within the IGO Newsearch agreement. Upon approval by BOA Shareholders, IGO Newsearch will be manage and fund all commitments and exploration activities within the tenement.

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Giles and Giles South (100% BOA) (E28/2952)

The Giles South licence E28/2952 was granted on 9 September 2020 for a period of five (5) years and has an expenditure commitment of $20,000 in the first year. Giles South is located approximately 45km north of the Mawson discovery by Legend Mining Limited.

The Giles licence (E39/2148) is currently a ballot win and is awaiting granting from the department.

The Giles and Giles South tenements form part of the package of tenements within the IGO Newsearch agreement. Upon approval by BOA Shareholders, IGO Newsearch will manage and fund all commitments and exploration activities within the tenement.

Fraser Range South Project – nickel and copper (100% BOA) (E63/1859)

This licence was granted 27 September 2018 and is situated at the southern margin of the Fraser Gravity Ridge.

Geological reconnaissance and surface geochemical sampling program were completed during the reporting period. Results will be released when they become available.

Southern Hills (100% BOA) (E63/1951)

The licence was granted on 6 February 2019. The licence for ~23km2 is positioned in the southern portion of the Fraser Gravity Ridge. The tenure formed part of IGO/Creasy Group Southern Hills JV Project that was relinquished due to statutory obligations.

Geological reconnaissance and surface geochemical sampling program were completed during the reporting period with the Fraser South program. Results will be released when they become available.

PATERSON PROVINCE

Koongulla (95% BOA) (E45/5392)

The Company announced on 25 June 2020 that it had acquired a 95% interest in the Koongulla Project (E45/5392) located in the Paterson Province of northern Western Australia.

The Licence E45/5392 was granted on 3 February 2020 for a period of five (5) years. BOA has an expenditure commitment of $75,000 in the first year.

During the reporting period, the Company commenced initial exploration activities focussing on the following activities:

- Data acquisition and review, specifically geophysical data
- Planning of airborne geophysical surveys across the licence area

A search and review of historical exploration data shows that there have been no on-ground exploration activities. As such the Project is considered a pure greenfields exploration play.

All available geophysics were compiled, reprocessed and enhanced to conduct a first pass preliminary assessment and interpretation of the Project. This included regional scale aeromagnetic, airborne electromagnetics and gravity data (Figures 3). The data processing and interpretation was completed by Southern Geoscience Consultants (SGS) (ASX Release 12 October 2020).

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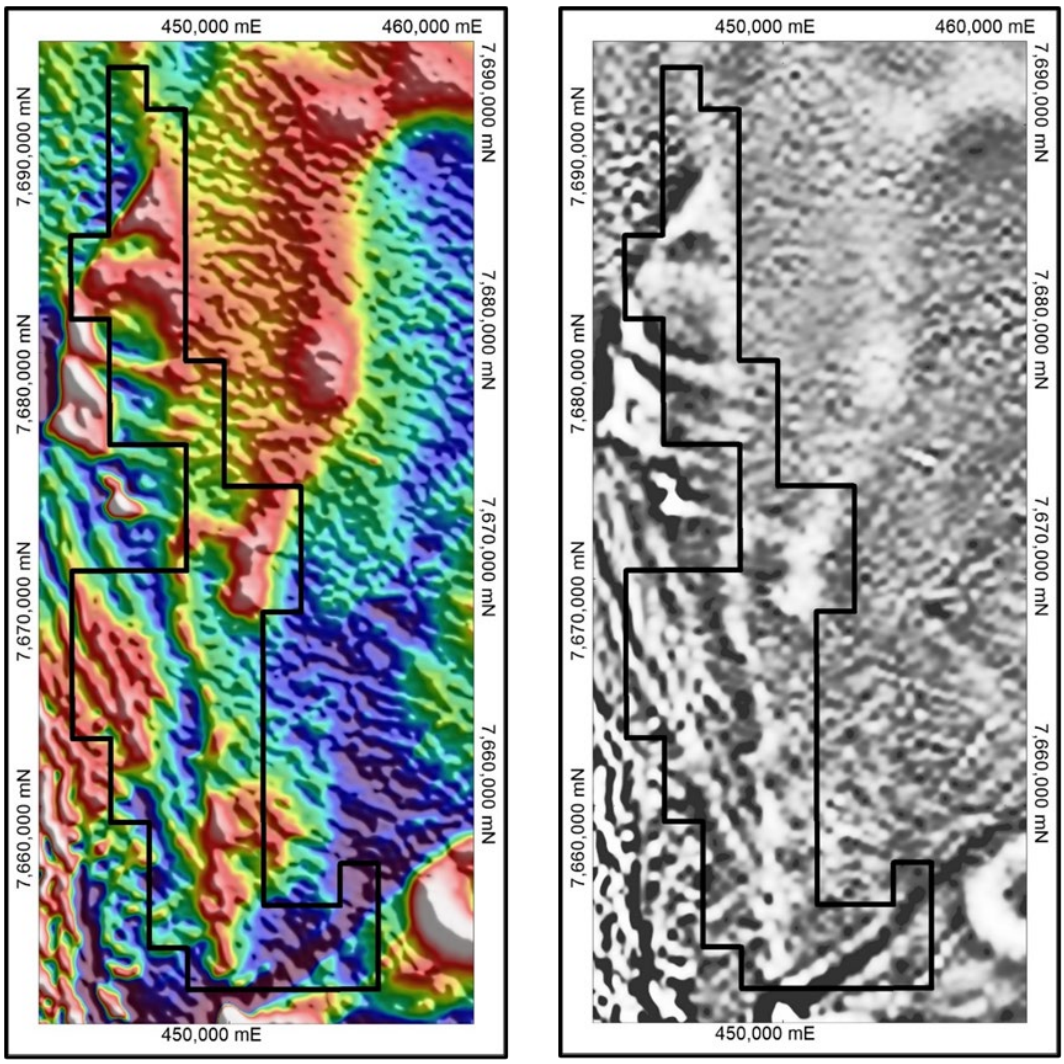


Figure 3 Koongulla tenement on reprocessed aeromagnetics (left TMI RTP 1VD, right TMI RTP 2VD)

A series of regional scale target areas have been identified (Figure 4).

Results of this review are encouraging with the high-level interpretation highlighting a series of regional scale structures and trends indicating complex geology beneath the cover of Canning Basin Sediments.

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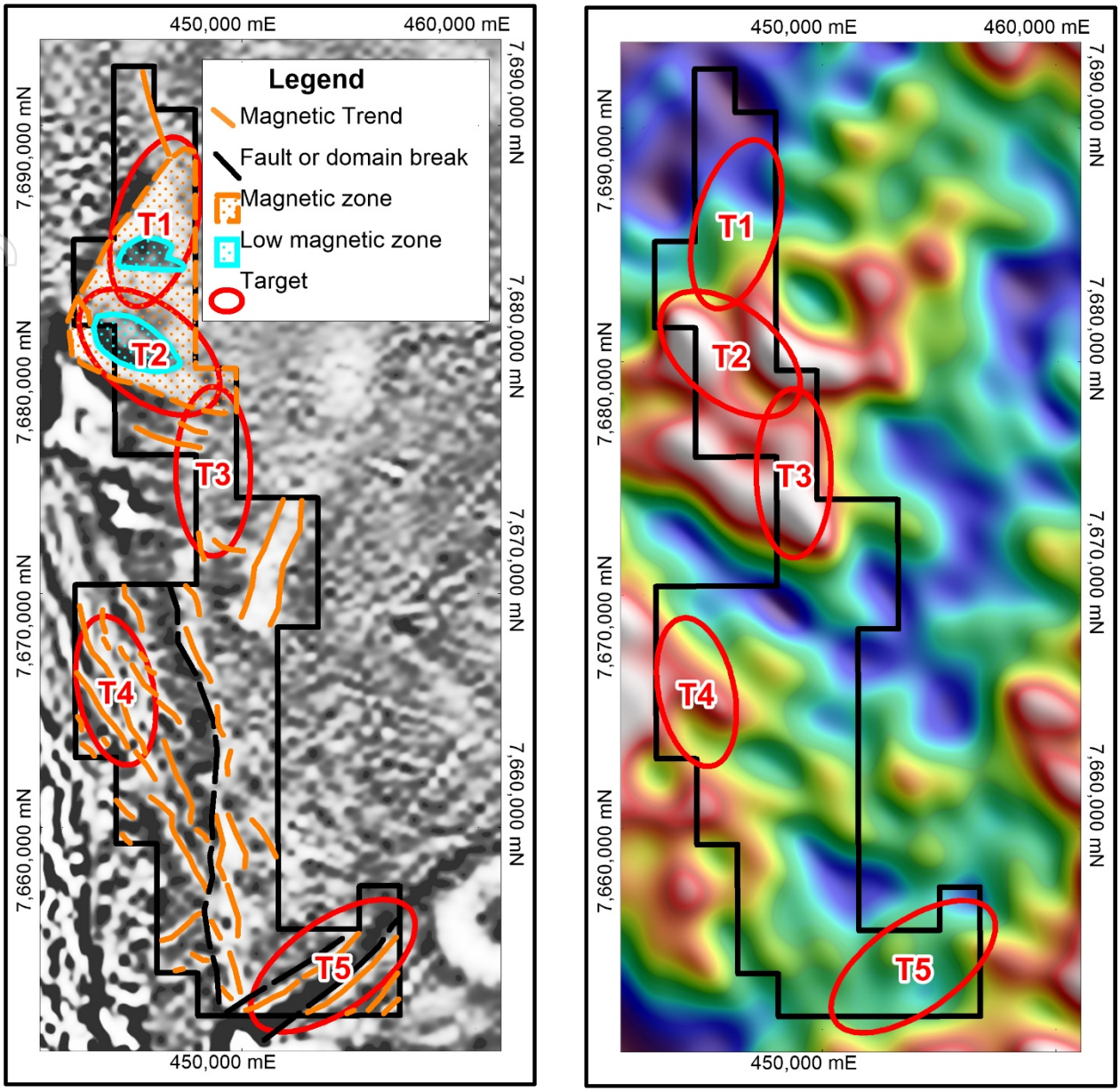


Figure 4 Koongulla tenement on reprocessed aeromagnetics left (TMI RTP 2VD) with regional scale interpretation and residual gravity right (BA265) with target zones

OTHER EXPLORATION TENEMENTS

HORSESHOE (E15/1596 – 100% BOADICEA)

No activity was completed during the reporting period.

WILDARA (E36/873 – 100% BOADICEA)

No activity was completed during the reporting period.

Other:

Other exploration opportunities are continually being investigated, with a primary focus on gold.

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OTHER CORPORATE ACTIVITIES

Registered Office

The Company changed its registered address to;

Suite 2, 39A Glenferrie Road, Malvern VIC 3144 Australia

And the postal address has been changed to;

PO Box 245, Malvern VIC 3144 Australia

Corporate Governance

Boadicea updated its corporate Governance documentation on 22 July 2020. The update reflects a refresh of the Appendix 4G under ASX Listing Rules 4.7.3 and 4.10.3.

Corporate Presentation

A new Corporate presentation was released to the market on 11 September 2020. The presentation reflected the changes as a result of the IGO Newsearch agreement and the additional Paterson Province exploration.

A copy of the presentation can be found at:

https://www.boadicea.net.au/investor-presentations/

Short term Unsecured Loan

On 19 August BOA advised that the maturity date of the unsecured short-term loan agreement (Loan) announced on 1 July 2020 for AUD$150,000 has been extended and is now repayable on demand on or after 31 December 2020. All other terms of the Loan remain unchanged.

The loan will be repaid from proceeds of the IGO Newsearch agreement.

Co-Company Secretary

In accordance with ASX Listing Rules 3.16.1, BOA appointed Mr James Barrie as an additional Company Secretary of the Company from 25 August 2020.

From 1 October 2020, Mr- Domenic De Marco resigned as Company Secretary and CFO but remains a Non-Executive Director of BOA.

Annual Report

The BOA Annual report for the 12 months ending 30 June 2020 was released to the ASX on 23 September 2020.

END

Authorised by the board of Boadicea Resources Limited.

Contact Information:

For further information please contact:

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Competent Persons Statements:

The information in this Announcement that relates to Exploration Results was compiled by Mr G. Purcell, who is a part time consultant to the Company and a Member of the Australian Institute of Geoscientists. Mr Purcell has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Mr Purcell consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The information in this release that relates to Geophysical Results and Interpretations is based on information compiled by Karen Gilgallon, Principal Geophysicist at Southern Geoscience Consultants. Karen Gilgallon is a Member of the Australasian Institute of Geoscientists (AIG) and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Karen Gilgallon consents to the inclusion in the release of the matters based on this information in the form and context in which it appears.

Disclaimer:

Information included in this release constitutes forward looking statements. Often, but not always, forward looking statements can generally be identified by the use of forward looking words such as "may", "will", "expect", "intend", "plan", estimate", "anticipate", "continue" and "guidance" or other similar words, and may include, without limitation, statements regarding plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production outputs. Forward looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause the company's actual results, performance, and achievements to differ materially from any future results, performance, or achievements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licenses and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which the company operates or may in the future operate, environmental conditions including extreme weather conditions, staffing and litigation.

Forward looking statements are based on the company and its management's assumptions made in good faith relating to the financial, market, regulatory and other relevant environments that exist and affect the company's business operations in the future. Readers are cautioned not to place undue reliance on forward looking statements.

Forward looking statements are only current and relevant for the date of issue. Subject to any continuing obligations under applicable law or any relevant stock exchange listing rules, in providing this information the company does not undertake any obligation to publicly update or revise any of the forward-looking statements or advise of any change in events, conditions or circumstances on which such statement is based.

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