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**ASX Announcement (ASX: BOA)**

30 October 2026

# Notice of Annual General Meeting

BOA Resources Limited (ASX: BOA) (the **Company** or **BOA**) is pleased to provide the Notice of Meeting and Proxy Form relating to its 2026 Annual General Meeting, being sent to Shareholders today.

*This announcement has been approved for release by the Board.*

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**For further information please contact:**

**Amy Monteith**
Company Secretary
amy@csbcorpservices.com

**BOA Resources Limited**
ACN 149 582 687
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Principal Place of Business: Ground Floor, 52 Kings Park Road, West Perth 6005
Email: info@boaresources.com | Website: boaresources.com

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# BOA RESOURCES LIMITED
# ACN 149 582 687
# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 10.00am AWST

**DATE**: Monday 30 November 2026

**PLACE**: The Park Business Centre
45 Ventnor Avenue
WEST PERTH WA 6005

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AWST on 28 November 2026.***

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary via email at info@csbcorpservices.com***

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## BUSINESS OF THE MEETING

### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the auditor's report.

### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 2026."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

A voting prohibition statement applies to this Resolution. Please see below.

### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – CATHERINE NORMAN

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 15.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Catherine Norman, a director, retires by rotation, and being eligible, is re-elected as a director."*

### 3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MARK TOMLINSON

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 15.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mark Tomlinson, a director, retires by rotation, and being eligible, is re-elected as a director."*

### 4. RESOLUTION 4 – ELECTION OF DIRECTOR – ADRIAN GRIFFIN

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 15.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Adrian Griffin, having been appointed by the Board as an additional to the existing Directors, retires and being eligible, is elected as a director, of the Company."*

### 5. RESOLUTION 5 – APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO A DIRECTOR – CATHERINE NORMAN (or her nominee)

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Zero Exercise Price Options ("ZEPOs") to Catherine Norman (or her nominee) under the Company's Incentive Plan and on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

### 6. RESOLUTION 6 – APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO A DIRECTOR – MARK TOMLINSON (or his nominee)

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,250,000 ZEPOs to Mark Tomlinson (or his nominee) under the Company's Incentive Plan and on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

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**7. RESOLUTION 7 – APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO A DIRECTOR – ADRIAN GRIFFIN (or his nominee)**

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,250,000 ZEPOs to Adrian Griffin (or his nominee) under the Company's Incentive Plan and on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

**8. RESOLUTION 8 – RATIFICATION OF PLACEMENT SHARES TO UNRELATED PARTIES UNDER LISTING RULE 7.1**

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

> *"That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 66,666,667 Shares issued under Listing Rule 7.1 pursuant to the Tranche 1 of the Placement to Participants, on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

**9. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES UNDER LISTING RULE 7.1**

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 7.1 and for all other purposes, approval is given for the Company to issue up 21,380,953 Shares pursuant to the Tranche 2 of the Placement to Participants on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

**10. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – CATHERINE NORMAN**

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 10.11 and for all other purposes, approval is given for the Company to issue up to 428,571 Shares to Catherine Norman (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

**11. RESOLUTION 11 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – GRAEME PURCELL**

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 10.11 and for all other purposes, approval is given for the Company to issue up to 238,095 Shares to Graeme Purcell (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

**12. RESOLUTION 12 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – MARK TOMLINSON**

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 10.11 and for all other purposes, approval is given for the Company to issue up to 428,571 Shares to Mark Tomlinson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

## 13. RESOLUTION 13 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – ADRIAN GRIFFIN

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 10.11 and for all other purposes, approval is given for the Company to issue up to 142,857 Shares to Adrian Griffin (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

## 14. RESOLUTION 14 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass 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."*

**Dated: 30 October 2026**

**By order of the Board**



**Amy Monteith**
**Company Secretary**

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## Voting Prohibition Statements

| | |
|---|---|
| **Resolution 1 – Adoption of Remuneration Report** | In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:<br>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or<br>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.<br>However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:<br>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or<br>(b) the voter is the Chair and the appointment of the Chair as proxy:<br>(i) does not specify the way the proxy is to vote on this Resolution; and<br>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. |
| **Resolution 5 – Approval to issue Zero Exercise Price Options to a Director – Catherine Norman** | A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(a) the proxy is the Chair; and<br>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |
| **Resolution 6 – Approval to issue Zero Exercise Price Options to a Director – Mark Tomlinson** | A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(a) the proxy is the Chair; and<br>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |
| **Resolution 7 – Approval to issue Zero Exercise Price Options to a Director – Adrian Griffin** | A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(a) the proxy is the Chair; and<br>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |
| **Resolution 8 – Increase in aggregate non-executive director remuneration pool** | A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(a) the proxy is the Chair; and<br>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. |

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## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

| | |
|---|---|
| **Resolution 5 – Approval to issue Zero Exercise Price Options to a Director – Catherine Norman** | Catherine Norman (or her nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 6 – Approval to issue Zero Exercise Price Options to a Director – Mark Tomlinson** | Mark Tomlinson (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 7 – Approval to issue Zero Exercise Price Options to a Director – Adrian Griffin** | Adrian Griffin (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 8 – Ratification of placement shares to unrelated parties under listing rule 7.1** | Placement Participants or any other person who participated in the issue or an associate of that person or those persons. |
| **Resolution 9 – Approval to issue Placement Shares to unrelated parties under Listing Rule 7.1** | Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). |
| **Resolution 10 – Approval to issue Placement Shares to Director – Catherine Norman** | Catherine Norman (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| **Resolution 12 – Approval to issue Placement S1ares to Director – Graeme Purcell** | Graeme Purcell (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| **Resolution 12 – Approval to issue Placement Shares to Director – Mark Tomlinson** | Mark Tomlinson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |
| **Resolution 13 – Approval to issue Placement Shares to Director – Adrian Griffin** | Adrian Griffin (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons. |

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

  If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you appoint the Chair of the Meeting as your Proxy or the Chair of the Meeting is appointed as your Proxy by default, and you do not provide any voting directions on your Proxy Form, you will be expressly authorising the Chair of the Meeting to cast your vote as he sees fit. If you intend to appoint a member of the Key Management Personnel (other than the Chair) or any of their closely related parties as your proxy on Resolution 1, please ensure that you direct them how to vote on Resolution 1.

Subject to any voting restrictions and exclusions, the Chair intends to vote in favour for all Resolutions.

## Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Group will need to verify your identity. You can register from 8:30am (AWST) on the day of the Meeting.

## Power of Attorney

If the Proxy Form is signed under a Power of Attorney on behalf of a Shareholder, then the Attorney must make sure that either the original Power of Attorney or a certified copy is sent with the Proxy Form, unless the Power of Attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Questions

A reasonable opportunity will be given to Shareholders to ask questions or make comments on the management of the Company at the Annual General Meeting. Similarly, a reasonable opportunity will be given to Shareholders to ask questions to the Company's External Auditor, **Stannards Audit**, relevant to the conduct of the external audit for the year ended **30 June 2026**, or the content of the Audit Report.

In order to provide an equal opportunity for all Shareholders to ask questions of the Board or the Company's external Auditor, Shareholders are encouraged to submit questions in writing, in advance of the Annual General Meeting. Please send questions to the Company Secretary at info@csbcorpservices.com

**Questions must be received by no later than 5.00pm AWST on Monday 23 November 2026.**

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Corporate Governance Team at info@csbcorpservices.com***

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the Directors' Declaration, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://www.boaresources.com/.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the Directors' Report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

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 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 most recent 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.

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.

#### 2.3 Previous voting results

At the Company's previous annual general meeting, held on 27 November 2025, the votes cast against the remuneration report considered at that annual general meeting were less than 25%.

Accordingly, the Spill Resolution is not relevant for this Meeting.

### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – CATHERINE NORMAN

#### 3.1 General

Listing Rule 14.4 and the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Catherine Norman, who has served as a director since 26 October 2023 and was last elected on 28 November 2023, retires by rotation and seeks re-election.

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### 3.2 Qualifications and other material directorships

Cath is a resources executive with 35 years' industry experience. Cath is a qualified geophysicist who has held executive positions across Australia, Europe, Africa and the Middle East.

As managing director for 11 years of oil and gas company FAR Limited, Cath led the successful exploration strategy which resulted in the world's largest oil discovery in 2014 off the west Coast of Africa, west of Senegal. Under her leadership, she grew the company to be the 6th largest oil and gas company on the ASX at the time, with a market capitalisation of A$680M.

Cath was an integral member of the Lincoln Minerals team to relist the company after a two-year suspension. Cath was appointed Chair of the Board on relisting and interim CEO until July 2023.

Cath has strong capital markets and listed company experience and led the raising of approximately A$500M in equity and $350M in debt for the exploration and development of oil and gas assets. She has strong business acumen and is a company leader promoting cohesive working teams to deliver their best outcomes for the company's success.

Cath is a proven industry professional having delivered shareholder value in her roles as a managing director, non-executive director and executive chair roles throughout her career to date and continues with BOA Resources to grow shareholder value.

Cath is also currently serving as the Non-Executive Chair of Kingston Resources Limited (ASX:KSN) and as a Non-Executive Director of Vintage Energy Limited (ASX:VEN).

### 3.3 Independence

If re-elected the Board considers Cath will be a non-independent Director due to her role as Executive Chair and Managing Director until 1 July 2026.

### 3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Cath will be re-elected to the Board as a non-independent Director.

In the event that Resolution 2 is not passed, Cath will not continue in her role as a director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

### 3.5 Board recommendation

The Board has reviewed Cath's performance since her appointment to the Board and considers that her skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Catherine Norman and recommends Shareholders vote in favour of Resolution 2.

## 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MARK TOMLINSON

### 4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mark Tomlinson, who has served as a director since 29 October 2024 and was last re-elected on 27 November 2025, retires by rotation and seeks re-election.

### 4.2 Qualifications and other material directorships

Mark is an Investment Banker and Mining Engineer with more than 40 years of experience in the Australian mining sector. Most recently, Mark was a Corporate Finance Director for over 13 years with Patersons Securities in Melbourne. During this time Mark completed capital raisings and M&A transactions and acted as Corporate Adviser to a number of ASX companies advising on strategy, asset and funding initiatives.

Prior to joining Patersons, Mark worked as a consultant for companies including BHP Billiton and Credit Suisse on a range of projects. For 10 years Mark was a senior mining analyst in equities research with Bankers Trust and JPMorgan covering a range of ASX resources companies and sectors including BHP and Rio Tinto. Mark began his career as a mining engineer with BHP Billiton and Rio Tinto in underground coal operations for over a decade before moving to Bankers Trust.

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He subsequently re-joined BHP as Strategy manager for BHP Billiton in its Carbon Steel Materials division (iron ore, met coal and manganese).

Mark is currently serving as the non-executive Chair of Larvotto Resources (ASX: LRV) which currently has copper, gold and cobalt projects.

### 4.3 Independence

If re-elected the Board considers Mark will be an independent Director.

### 4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mark will be re-elected to the Board as an independent Director.

In the event that Resolution 3 is not passed, Mark will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

### 4.5 Board recommendation

The Board has reviewed Mark's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mark Tomlinson and recommends Shareholders vote in favour of Resolution 3.

## 5. RESOLUTION 4 – ELECTION OF DIRECTOR – ADRIAN GRIFFIN

### 5.1 General

The Constitution allows the Directors to appoint at any time a person to be a director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Adrian Griffin was appointed to the Board on 14 October 2026 in accordance with the Company's Constitution. Accordingly, Adrian retires from office and being eligible, offers himself for election as a Director of the Company.

### 5.2 Qualifications and other material directorships

Adrian has more than 40 years of experience in the mining industry – ranging from project identification, through exploration, development and financing, and oversight of integrated mining and processing facilities.

As managing director of Lithium Australia, he is focused on the downstream production of lithium-ion battery components, and recycling of battery/e-waste to recover the energy metals they contain.

Adrian was a founding director of Northern Minerals (the first heavy-rare-earths producer outside China) and brings particular expertise in a wide range of mineral exploration and mineral processing techniques that will assist BOA Resources in its growth from explorer to extraction of copper from its Neds Creek Project development.

Adrian is currently serving as the non-executive Chair of Charger Metals NL and Non-Executive Director of Reedy Lagoon Corporation Limited.

### 5.3 Independence

If elected the Board considers Adrian will be a non-independent Director by virtue of him being a substantial shareholder of the Company.

### 5.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Adrian will be elected to the Board as an independent Director.

In the event that Resolution 4 is not passed, Adrian Griffin will cease to hold office at the conclusion of the AGM. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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### 5.5 Board recommendation

The Board has reviewed Adrian's experience and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Adrian Griffin and recommends Shareholders vote in favour of Resolution 4.

## 6. RESOLUTIONS 5 TO 7 – APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO DIRECTORS – CATHERINE NORMAN, MARK TOMLINSON AND ADRIAN GRIFFIN

### 6.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to a total of 4,500,000 Zero Exercise Price Options (**Options** or **ZEPOs**) comprising 2,000,000 Options to Catherine Norman, 1,250,000 to Mark Tomlinson and 1,250,000 to Adrian Griffin (or their nominee(s)) on the terms and conditions set out below and Schedule 1 of this Notice.

Further details in respect of the Options proposed to be issued are set out in the table below.

| Quantum | Recipient | Vesting Condition | Testing/Determination | Lapse Date if not satisfied | Conversion |
|---|---|---|---|---|---|
| 2,000,000 Options | Catherine Norman | 50% eligible to vest after 12 months, and 50% eligible to vest after 24 months, in each case subject to the **share price hurdle** and continued service condition, or earlier on a change of control. | Where BOA's share price equals or exceeds the greater of $0.15 and a 20% premium on the 20 day volume-weighted average price (**VWAP**), calculated by reference to a date determined by the Board prior to the date of issue. The share price hurdle will be fixed before the Options are issued. | 50%<br>1 Dec 27<br><br>50%<br>1 Dec 28 | Conversion into one Share for each vested Option in accordance with the Incentive Plan, with no Exercise Price payable. |
| 1,250,000 Options | Mark Tomlinson | 50% eligible to vest after 12 months, and 50% eligible to vest after 24 months, in each case subject to the **share price hurdle** and continued service condition, or earlier on a change of control. | Where BOA's share price equals or exceeds the greater of $0.15 and a 20% premium on the 20 day volume-weighted average price (**VWAP**), calculated by reference to a date determined by the Board prior to the date of issue. The share price hurdle will be fixed before the Options are issued. | 50%<br>1 Dec 27<br><br>50%<br>1 Dec 28 | Conversion into one Share for each vested Option in accordance with the Incentive Plan, with no Exercise Price payable. |
| 1,250,000 Options | Adrian Griffin | 50% eligible to vest after 12 months, and 50% eligible to vest after 24 months, in each case subject to the **share price hurdle** and continued service condition, or earlier on a change of control. | Where BOA's share price equals or exceeds the greater of $0.15 and a 20% premium on the 20 day volume-weighted average price (**VWAP**), calculated by reference to a date determined by the Board prior to the date of issue. The share price hurdle will be fixed before the Options are issued. | 50%<br>1 Dec 27<br><br>50%<br>1 Dec 28 | Conversion into one Share for each vested Option in accordance with the Incentive Plan, with no Exercise Price payable. |

### 6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

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The issue of the ZEPOs constitutes the giving of a financial benefit to Catherine Norman, Mark Tomlinson and Adrian Griffin, each of whom is a related party of the Company by virtue of being a director.

In relation to Resolution 5, the Directors (other than Catherine Norman who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the proposed issue forms part of Catherine Norman's remuneration as Chair of the Company and the Directors consider the remuneration reasonable having regard to the circumstances of the Company and Catherine Norman's responsibilities and was negotiated on an arm's length basis. Accordingly, the Directors consider that the exception in section 211 of the Corporations Act applies.

In relation to Resolution 6, the Directors (other than Mark Tomlinson who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the proposed issue forms part of Mark Tomlinson's remuneration as a Director of the Company and the Directors consider the remuneration reasonable having regard to the circumstances of the Company and Mark Tomlinson's responsibilities and was negotiated on an arm's length basis. Accordingly, the Directors consider that the exception in section 211 of the Corporations Act applies.

In relation to Resolution 7, the Directors (other than Adrian Griffin who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the proposed issue forms part of Adrian Griffin's remuneration as a Director of the Company and the Directors consider the remuneration reasonable having regard to the circumstances of the Company and Adrian Griffin's responsibilities and was negotiated on an arm's length basis. Accordingly, the Directors consider that the exception in section 211 of the Corporations Act applies.

### 6.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

### 6.4 Technical information required by ASX Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues within three years after the date of the Meeting. As approval pursuant to ASX Listing Rule 7.1 is not required for the issue (because approval is being obtained under ASX Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of securities. If the Company is unable to proceed with either of these issues, it may consider alternative forms of remuneration for Catherine Norman, Mark Tomlinson and Adrian Griffin including the requirement to pay an amount in cash.

### 6.5 Technical Information required by ASX Listing Rule 10.15

| REQUIRED INFORMATION | DETAILS | | |
|---|---|---|---|
| **Name of the person to whom Securities will be issued** | Catherine Norman (or her nominee(s)). | Mark Tomlinson (or his nominee(s)). | Adrian Griffin (or his nominee(s)). |
| **Categorisation under ASX Listing Rule 10.14** | Catherine Norman, Mark Tomlinson and Adrian Griffin fall within the category set out in ASX Listing Rule 10.14.1 as they are a related party of the Company by virtue of being Directors.<br>Any nominee(s) of Cath, Mark and Adrian who receive Securities may constitute 'associates' for the purposes of ASX Listing Rule 10.14.2. | | |

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| REQUIRED INFORMATION | DETAILS | | |
|---|---|---|---|
| **Number of and class of Securities to be issued** | 2,000,000 ZEPOs (in the quantum set out at Section 6.1). | 1,250,000 ZEPOs (in the quantum set out at Section 6.1). | 1,250,000 ZEPOs (in the quantum set out at Section 6.1). |
| **Terms of Securities** | The ZEPOs will be issued on the terms and conditions set out in Schedule 1 of this Notice.s | | |
| **Securities previously issued to the recipient/(s) under the Plan** | No ZEPOs have previously been issued to any of the Director's for nil cash consideration under the Plan. | | |
| **Date(s) on or by which the Securities will be issued** | The Company expects to issue the ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any ZEPOs later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules). | | |
| **Price or other consideration the Company will receive for the Securities** | The ZEPOs will be issued at a nil issue price. | | |
| **Consideration of type of Security to be issued** | The Company has agreed to issue the ZEPOs for the following reasons:<br>(a) the issue of the ZEPOs has no immediate dilutionary impact on Shareholders;<br>(b) the issue to Catherine Norman, Mark Tomlinson and Adrian Griffin (or their nominee(s)) will align the interests of the recipient with those of Shareholders;<br>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Catherine Norman, Mark Tomlinson and Adrian Griffin; and<br>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs on the terms proposed. | | |
| **Remuneration package** | The current total fixed remuneration package for Catherine Norman is $56,000, comprising Directors fees of $50,000 and superannuation of $6,000. If the ZEPOs are issued to Cath, the total remuneration package of Cath will increase by $130,992 to $186,992, being the value of the Securities (based on the Monte Carlo Simulation). | The current total fixed remuneration package for Mark Tomlinson is $56,000, comprising Director fees of $50,000 and superannuation of $6,000. If the ZEPOs are issued to Mark, the total remuneration package of Mark will increase by $81,870 to $137,870, being the value of the Securities (based on the Monte Carlo Simulation). | The current total fixed remuneration package for Adrian Griffin is $67,200, comprising Director fees of $60,000 and superannuation of $7,200. If the ZEPOs are issued to Adrian, the total remuneration package of Adrian will increase by $81,870 to $149,070, being the value of the Securities (based on the Monte Carlo Simulation). |
| **Valuation** | The Company values the ZEPOs at $294,750 (being $0.0655 per ZEPO) based on a Monte Carlo Simulation (conducted internally). | | |

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Material terms of the Plan** | A summary of the material terms and conditions of the Plan is set out in Schedule 2. |
| **Material terms of any loan** | No loan is being made in connection with the acquisition of the ZEPOs. |
| **Additional Information** | Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.<br>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14. |
| **Voting exclusion statement** | A voting exclusion statement applies to these Resolutions. |
| **Voting prohibition statement** | A voting prohibition statement applies to these Resolutions. |

## 7. RESOLUTION 8 - RATIFICATION OF PLACEMENT SHARES TO UNRELATED PARTIES UNDER ASX LISTING RULE 7.1

### 7.1 General

As announced on 22 October 2026, the Company received firm commitments from sophisticated and professional investors to raise $9,245,000 (before costs) through a placement of 88,047,620 Shares at an issue price of $0.105 per Share to raise up to $9,245,000 (before costs) (**Placement**).

The Placement comprises two tranches:

(a) 66,666,667 Shares, which are to be issued on 28 October 2026 under the Company's placement capacity under ASX Listing Rule 7.1, raising approximately $7,000,000 (before costs) (Tranche 1); and

(b) 21,380,953 Shares to raise approximately $2,245,000 (before costs), the issue of which is subject to Shareholder approval (Tranche 2), comprising:

  (i) 20,142,859 Shares to be issued to unrelated sophisticated and professional investors, the subject of Resolution 8; and

  (ii) 1,238,094 Shares to be issued to the Directors (or their nominees), the subject of Resolutions 10 to 13.

BW Equities and Cygnet Capital acted as joint lead managers to the Placement, with Bell Potter Securities as co-manager. In consideration for services provided by these parties, the Company has agreed to pay the joint lead managers (including the co-manager) a total fee of 6% of the Placement proceeds.

The funds raised under the Placement will be applied towards:

(a) drilling at the Neds Creek Copper Project, including at the Ricci Lee, Thaduna and Rooneys targets;

(b) heritage, exploration studies, geological support and tenement costs;

(c) additional drilling targets, including Green Dragon, subject to results and funding; and

(d) corporate administration, working capital and the costs of the Placement.

Resolution 8 seeks Shareholder ratification under ASX Listing Rule 7.4 for the issue of the 66,666,667 Shares under Tranche 1 (Tranche 1 Placement Shares).

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### 7.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of the issue.

### 7.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue.

### 7.4 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's combined 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

### 7.5 Technical information required by ASX Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Names of persons to whom Securities were issued or the basis on which those persons were identified/selected** | Sophisticated and professional investors who were identified through a bookbuild process, which involved the Directors, BW Equities, Cygnet Capital and Bell Potter Securities seeking expressions of interest to participate in the capital raising from non-related parties of the Company.<br>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company. |
| **Number and class of Securities issued** | 66,666,667 Shares were issued under ASX Listing Rule 7.1 (ratification of which is sought under Resolution 8). |
| **Terms of Securities** | The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| **Date(s) on or by which the Securities were issued** | 28 October 2026 (Tranche 1 Shares) |
| **Price or other consideration the Company received for the Securities** | $0.105 per Share. |
| **Purpose of the issue, including the intended use of any funds raised by the issue** | The purpose of the issue was to raise capital, which the Company intends to apply towards drilling at the Neds Creek Copper Project (including at the Ricci Lee, Thaduna and Rooneys targets), heritage, exploration studies, geological support and tenement costs, additional drilling targets (including Green Dragon, subject to results and funding), corporate administration, working capital and the costs of the Placement. |

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Summary of material terms of agreement to issue** | The Tranche 1 Placement Shares were issued pursuant to standard placement commitment letters under which each Placement Participant agreed to subscribe for a specified number of Shares at the issue price on the settlement date. Those letters contain no other material terms. The material terms of the issue are otherwise as set out in this table. |
| **Voting Exclusion Statement** | A voting exclusion statement applies to this Resolution. |
| **Compliance** | The issue did not breach ASX Listing Rule 7.1. |

## 8. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES UNDER ASX LISTING RULE 7.1

### 8.1 General

This Resolution seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of up to 20,142,859 Shares under Tranche 2 to unrelated professional and sophisticated investors at an issue price of $0.105 per Share to raise up to $2,115,000 (before costs) (**Tranche 2 Placement Shares**).

### 8.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue falls within exception 17 of ASX Listing Rule 7.2 which excludes from the restrictions in ASX Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under ASX Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

### 8.3 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not receive the approximately $2,115,000 (before costs) that would otherwise be raised from that issue.

### 8.4 Technical information required by ASX Listing Rule 7.3

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected** | Sophisticated and professional investors identified by the Joint Lead Managers (BW Equities and Cygnet Capital) and the Co-Manager (Bell Potter Securities) through a bookbuild process, in consultation with the Company. None of the recipients will be related parties of the Company.<br>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company. |
| **Number of Securities and class to be issued** | Up to 20,142,859 Shares. |
| **Terms of Securities** | The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| **Date(s) on or by which the Securities will be issued** | The Company expects to issue the Tranche 2 Placement Shares within 5 Business Days after the Meeting and, in any event, no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). |

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| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Price or other consideration the Company will receive for the Securities** | $0.105 per Share, being the same issue price as the Shares issued under Tranche 1. |
| **Purpose of the issue, including the intended use of any funds raised by the issue** | The Company will raise approximately $2,115,000 (before costs) from the issue of the Tranche 2 Placement Shares. The funds raised under the Placement will be applied towards drilling at the Neds Creek Copper Project (including at the Ricci Lee, Thaduna and Rooneys targets), heritage, exploration studies, geological support and tenement costs, additional drilling targets (including Green Dragon, subject to results and funding), corporate administration, working capital and the costs of the Placement. |
| **Summary of material terms of agreement to issue** | The Tranche 2 Placement Shares will be issued pursuant to standard placement commitment letters under which each Placement Participant agrees to subscribe for a specified number of Shares at the issue price on the settlement date. Those letters contain no other material terms. The material terms of the issue are otherwise as set out in this table. |
| **Voting exclusion statement** | A voting exclusion statement applies to this Resolution. |

## 9. RESOLUTIONS 10 TO 13 - APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS – CATHERINE NORMAN, GRAEME PURCELL, MARK TOMLINSON AND ADRIAN GRIFFIN

### 9.1 Background

As set out in Section 7.1, the Company's Directors Catherine Norman, Graeme Purcell, Mark Tomlinson and Adrian Griffin intend to participate in the Placement by subscribing for up to a total of 1,238,094 Shares on the same terms and conditions as Placement Participants.

The participation of the Director/(s) is intended to provide the Director/(s) with an opportunity to increase their investment in the Company and demonstrate alignment with the interests of other shareholders.

### 9.2 Purpose of the Resolution

These Resolutions seek shareholder approval for the purposes of ASX Listing Rule 10.11 for the issue of up to a total of 1,238,094 Shares comprising 428,571 Placement Shares to Catherine Norman, 238,095 Placement Shares to Graeme Purcell, 428,571 Placement Shares to Mark Tomlinson and 142,857 Placement Shares to Adrian Griffin (or their nominees), to enable their participation in the Company's capital raising activities on the same terms as unrelated participants.

The Company considers it appropriate to provide Shareholders with the opportunity to consider the Directors' participation in the Placement, having regard to the Directors' position as related parties of the Company.

### 9.3 Technical information required by Listing Rule 10.13

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Name of the person to whom Securities will be issued** | Catherine Norman, Graeme Purcell, Mark Tomlinson and Adrian Griffin (or their nominee(s)) |
| **Categorisation under Listing Rule 10.11** | Catherine Norman, Graeme Purcell, Mark Tomlinson and Adrian Griffin fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors.<br>Any nominee(s) of Catherine Norman, Graeme Purcell, Mark Tomlinson and Adrian Griffin who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4. |

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| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Number of Securities and class to be issued** | Up to 1,238,094 Shares will be issued, comprising 428,571 Shares to Catherine Norman, 238,095 Shares to Graeme Purcell, 428,571 Shares to Mark Tomlinson and 142,857 Shares to Adrian Griffin (or their respective nominee(s)). |
| **Terms of Securities** | The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. |
| **Date(s) on or by which the Securities will be issued** | The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). |
| **Price or other consideration the Company will receive for the Securities** | $0.105 per Share, being up to a total of $130,000. |
| **Purpose of the issue, including the intended use of any funds raised by the issue** | The purpose of the issue is to raise capital, which the Company intends to apply towards the drilling and development of the Company's existing assets and general working capital. |
| **Voting exclusion statement** | A voting exclusion statement applies to these Resolutions. |

### 9.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section **Error! Reference source not found.** above.

The issue constitutes giving a financial benefit and each of Catherine Norman, Graeme Purcell, Mark Tomlinson and Adrian Griffin are a related party of the Company by virtue of being Directors.

In relation to Resolution 10, the Directors (other than Catherine Norman who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Catherine Norman (or her nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

In relation to Resolution 11, the Directors (other than Graeme Purcell who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Graeme Purcell (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

In relation to Resolution 12, the Directors (other than Mark Tomlinson who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mark Tomlinson (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

In relation to Resolution 13, the Directors (other than Adrian Griffin who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Adrian Griffin (or his nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

### 9.5 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of the holders of its ordinary securities:

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10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of the person referred to in rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the entity or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

The issue falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

### 9.6 Technical information required by ASX Listing Rule 14.1A

If Resolution 10 is passed the Company will be able to issue 428,571 Placement Shares to Catherine Norman (or her nominee(s)).

If Resolution 11 is passed the Company will be able to issue 238,095 Placement Shares to Graeme Purcell (or his nominee(s)).

If Resolution 12 is passed the Company will be able to issue 428,571 Placement Shares to Mark Tomlinson (or his nominee(s)).

If Resolution 13 is passed the Company will be able to issue 142,857 Placement Shares to Adrian Griffin (or his nominee(s)).

If any of Resolutions 10, 11, 12 and 13 are not passed, the Company will not be able to issue the Placement Shares to the relevant Director under the proposed arrangement, and no further funds will be raised.

### 9.7 Directors' Recommendation

As each Director has a material personal interest in the outcome of Resolutions 10, 11, 12 and 13, and accordingly the Directors consider it inappropriate to make a recommendation to shareholders in relation to the resolution.

## 10. RESOLUTION 14 - APPROVAL OF 7.1A MANDATE

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $46,834,917 (based on the number of Shares on issue and the closing price of Shares on the ASX on 26 October 2026).

Resolution 14 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

### 10.1 Technical information required by Listing Rule 14.1A

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution, accordingly, for this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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If Resolution 14 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 15 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

**10.2 Technical information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 14:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 10.2(b)(i) above, the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to raise funds for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), the continued drilling and development of the Company's existing assets and business, and general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 14 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 26 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

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| Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2) | | Shares issued – 10% voting dilution | Issue Price | | |
|---|---|---|---|---|---|
| | | | $0.053 | $0.105 | $0.210 |
| | | | 50% decrease | Issue Price | 50% increase |
| | | | Funds Raised | | |
| **Current** | 446,046,833 Shares | 44,604,683 Shares | $2,341,745.87 | $4,683,492 | $9,366,983 |
| **50% increase** | 669,070,250 Shares | 66,907,025 Shares | $3,512,619 | $7,025,238 | $14,050,475 |
| **100% increase** | 892,093,666 Shares | 89,209,367 Shares | $4,683,492 | $9,366,983 | $18,733,967 |

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro- rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above uses the following assumptions:**

(i) There are currently 446,046,833 existing Shares on issue as at the date of this Notice.

(ii) The issue price set out above is the closing market price of the Shares on the ASX on 26 October 2026 (being $0.105) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.

(iii) The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

(iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

(v) The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(vii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.

(viii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

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(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company received Shareholder approval pursuant to ASX Listing Rule 7.1A at its previous annual general meeting held on 27 November 2025 (**Previous Approval**). During the 12 month period preceding the date of the Meeting, being on and from 30 November 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.

**10.3 Voting Exclusion Statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

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## GLOSSARY

**$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 11.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means BOA Resources Limited (ACN 149 582 687).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Incentive Plan** or Plan means the Company's Employee Securities Incentive Plan, a summary of the material terms of which is set out in Schedule 2.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Long-Stop Date** means 31 October 2027.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting, including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Performance Long-Stop Date** means 12 months from the Long-Stop Date.

**Placement** has the meaning given in Section 8.1 **Placement Participants** means the sophisticated and professional investors (other than the Directors) who participated, or will participate, in the Placement.

**Proxy Form** means the proxy form accompanying the Notice.

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**Remuneration Report** means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2026.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Tranche 1** has the meaning given in Section 8.17.1.

**Tranche 1 Placement Shares** has the meaning given in Section 8.17.1.

**Tranche 2** has the meaning given in Section 9.1.

**Tranche 2 Placement Shares** has the meaning given in Section 9.1.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

**Zero Exercise Price Options** means an option to acquire a Share subject to the satisfaction of the applicable vesting conditions.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR ZERO EXERCISE PRICE OPTIONS

**1. Vesting and lapse**

(a) The Zero Exercise Price Options (**ZEPOs**) are divided into the three tranches set out in Section 6.1 of this Notice. Each tranche is subject to its separate Vesting Condition.

(b) The Board will determine whether a Vesting Condition has been satisfied and will issue a Vesting Notice for the relevant tranche/class. A ZEPO does not vest unless and until the Vesting Notice is issued, unless the Board determines otherwise in accordance with the Incentive Plan.

(c) Each tranche/class must satisfy its applicable Vesting Condition by the expiry date specified for that tranche/class in Section 6.1. If the Board determines that a Vesting Condition has not been met, or cannot be met, by that date, all unvested ZEPOs in the relevant tranche will lapse immediately for no consideration, subject to the Incentive Plan, Corporations Act and ASX Listing Rules.

(d) In any event, any ZEPOs that remain unvested at 5.00 pm (Melbourne Time) on the applicable Expiry Date will automatically lapse for no consideration, unless the Board has validly waived or modified the applicable Vesting Condition under the Incentive Plan and the ASX Listing Rules before that time.

(e) A vested ZEPO will convert into one Share in accordance with the Incentive Plan and the relevant Invitation or Vesting Notice, unless it lapses earlier under the Incentive Plan.

**2. Conversion**

(a) Unless the relevant Invitation expressly provides otherwise, a vested ZEPO will convert automatically into one Share and the participant is not required to deliver a Notice of Exercise or other conversion notice or pay an exercise price or other amount.

(b) The Company will issue, allocate or transfer the resulting Share within the period specified in the Incentive Plan. It will apply for quotation of any Shares issued on conversion within the time required by the Listing Rules.

(c) Shares issued on conversion will rank equally in all respects with the Shares then on issue.

(d) If the Company is required to, but cannot, give ASX a notice complying with section 708A(5)(e) of the Corporations Act, Shares issued on conversion may not be traded until 12 months after their issue. This restriction does not apply if the Company, at its discretion, issues a prospectus under section 708A(11) of the Corporations Act.

**3. Other material terms**

(a) **Incentive Plan governs:** The ZEPOs are granted under, and these terms supplement, the Incentive Plan. Capitalised terms used in this Schedule that are not defined in this Notice have the meanings given in the Incentive Plan. If there is an inconsistency, the Incentive Plan prevails except to the extent the Incentive Plan expressly permits these terms to supplement or vary its operation.

(b) **Consideration:** Nil consideration is payable for the grant of the ZEPOs or on their conversion.

(c) **No shareholder rights before conversion:** Before conversion, the ZEPOs do not confer any right to:

(i) receive notice of, attend, or vote at a general meeting of the Company;

(ii) receive dividends;

(iii) participate in the surplus profits or assets of the Company on a winding up; or

(iv) participate in new issues of securities offered to Shareholders,

except as provided in paragraph 3(h).

(d) **No dealing or hedging:** The ZEPOs may not be sold, assigned, transferred, encumbered, hedged or otherwise dealt with except as permitted under the Incentive Plan.

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(e) **Leaver treatment:** The treatment of vested and unvested ZEPOs if you cease to be an Eligible Participant is governed by the Good Leaver, Bad Leaver and other leaver provisions in the Incentive Plan. Vested ZEPOs held by a Leaver will convert in accordance with clause 7 of the Incentive Plan unless the Board determines otherwise in accordance with the relevant Invitation and Corporations Act.

(f) **Malus, forfeiture and clawback:** The ZEPOs and any benefit obtained from them are subject to the malus, forfeiture and clawback provisions in the Incentive Plan.

(g) **Change of control:** The treatment of the ZEPOs on a Change of Control Event is governed by the Incentive Plan and any determination made by the Board under the Incentive Plan, subject to the ASX Listing Rules.

**(h) Bonus issues and reorganisations:**

(i) On a pro rata bonus issue of Shares, the number of Shares issued on conversion will be increased by the number of Shares the holder would have received had the ZEPOs been converted before the record date for the bonus issue.

(ii) On a reorganisation of the Company's issued capital, the holder's rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(i) **Quotation:** The ZEPOs will not be quoted on ASX.

(j) **Nomination:** The ZEPOs may not be renounced in favour of a Nominated Party unless the Board gives prior written approval.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Employee Incentive Securities Plan (**Incentive Plan**) is set out below. For the purposes of this summary, any reference to the term *"exercise"* in relation to Performance Rights shall be read and construed as *"converts"*.

| | |
|---|---|
| **Purpose and commencement** | The Incentive Plan is intended to reward, retain and motivate Eligible Participants, link incentives to Shareholder value creation and align participant and Shareholder interests. The Incentive Plan commences when Shareholders approve its adoption. |
| **Eligible Participants** | The Board may determine that a person who is a primary participant for the Corporations Act employee share scheme regime in relation to the Company or an Associated Body Corporate is eligible to participate. |
| **Invitations and awards** | The Board may invite an Eligible Participant to apply for Shares, Options, Performance Rights or other Securities. An Invitation may specify the number of Securities, Grant Date, issue price (if any), Exercise Price for Options, Vesting Conditions, disposal restrictions and other supplementary terms. |
| **Nominated Party** | Where permitted by the Invitation and approved by the Board, an Eligible Participant may nominate a permitted Nominated Party to receive the Securities, subject to the Incentive Plan, Applicable Law and any conditions imposed by the Board. |
| **Vesting** | Convertible Securities vest when the Company gives a Vesting Notice. Subject to Applicable Law, the Board may waive a Vesting Condition by written notice. |
| **Options** | A vested Option may be exercised before its applicable deadline by delivering a Notice of Exercise and paying the Exercise Price. With Board approval, Options may be exercised on a cashless basis using the formula in the Incentive Plan. |
| **Performance Rights** | A vested Performance Right converts into the number of Plan Shares specified in the Invitation at the time and in the manner specified in the Invitation or Vesting Notice. Unless the Invitation provides otherwise, no exercise/conversion notice or payment is required. |
| **Delivery and ranking of Shares** | Subject to Applicable Law, Shares are issued, allocated or transferred within five Business Days after valid Option exercise or Performance Right conversion. Plan Shares rank equally with Shares of the same class, subject to rights arising by reference to an earlier record date. |
| **Dealing and hedging restrictions** | Convertible Securities generally cannot be sold, transferred, encumbered, hedged or otherwise dealt with before exercise or conversion except in Special Circumstances with Board consent and subject to Applicable Law. |
| **Cashless exercise of options** | In the case of Options, subject to the Board's approval, in lieu of paying the aggregate Exercise Price for the number of Options specified in the Notice of Exercise, the Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:<br>$S = O * \frac{(MVS - EP)}{MVS}$<br>Where:<br>S = number of Shares to be issued on the exercise of the Options.<br>O = number of Options being exercised.<br>MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise, unless otherwise specified in an Invitation. |

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| | |
|---|---|
| | EP = Exercise Price of the Options. |
| **Bad Leavers and other Leavers** | A Bad Leaver's unvested Convertible Securities automatically lapse unless the Board determines otherwise. For other Leavers, the Board determines treatment having regard to the circumstances, service completed and performance achieved. Vested Performance Rights convert under the Incentive Plan unless the Board determines otherwise. |
| **Malus, forfeiture and clawback** | The Board may forfeit unvested Securities, lapse vested but unexercised Convertible Securities or reduce/recover benefits in specified circumstances including fraud, dishonesty, serious misconduct, material policy breach, material misstatement, financial loss, risk-management failure or reputational harm, subject to the Incentive Plan and Applicable Law. |
| **Change of Control** | On a Change of Control Event, the Board may determine treatment of Convertible Securities, including acceleration, performance assessment, waiver or modification of Vesting Conditions, substitution, permitted cash settlement or cancellation for fair value. If no determination is made, the Incentive Plan contains default pro rata vesting arrangements. |
| **Disposal restrictions on Plan Shares** | An Invitation may impose disposal restrictions on Plan Shares. The Company may use an ASX Holding Lock or an employee share trust to administer those restrictions. |
| **Capital adjustments** | The Incentive Plan contains adjustment provisions for reorganisations and bonus issues, subject to the Listing Rules and Applicable Law. Convertible Security holders generally have no right to participate in rights issues before exercise or conversion. |
| **Administration** | The Incentive Plan is administered by the Board, which may delegate powers. The Board must exercise its discretions subject to Applicable Law and act reasonably and in good faith. Material determinations concerning vesting, forfeiture, claw back, leaver treatment or Change of Control must be documented. |
| **Employee share trust and withholding** | The Board may establish an employee share trust after separate Board approval and appropriate advice. The Incentive Plan also permits lawful withholding or reimbursement of tax, superannuation and similar amounts. |
| **Amendment and duration** | The Board may amend the Incentive Plan subject to Applicable Law and any required Shareholder approval but may not materially prejudice accrued participant rights except in specified circumstances. Fresh Shareholder approval is required where an amendment is a material change for Listing Rule 7.2 Exception 13 purposes. |
| **Directors and other Listing Rule 10.14 persons** | A Director, an associate of a Director or another person captured by Listing Rule 10.14 may not acquire equity Securities under the Incentive Plan unless the required Shareholder approval has been obtained or an applicable exception is available. |

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# Proxy Voting Form

**If you are attending the Meeting in person, please bring this with you for Securityholder registration.**

**BOA Resources Limited | ABN 29 149 582 687**

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SAMPLE

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 28 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

**YOUR NAME AND ADDRESS**
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

**STEP 1 - APPOINT A PROXY**
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

**DEFAULT TO THE CHAIR OF THE MEETING**
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

**STEP 2 - VOTES ON ITEMS OF BUSINESS**
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**APPOINTMENT OF SECOND PROXY**
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

**SIGNING INSTRUCTIONS**
**Individual:** Where the holding is in one name, the Shareholder must sign.
**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.
**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
**Email Address:** Please provide your email address in the space provided.
**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

**CORPORATE REPRESENTATIVES**
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

### Lodging your Proxy Voting Form:

**Online**
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**

**BY MAIL:**
Automic
GPO Box 5193
Sydney NSW 2001

**IN PERSON:**
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

**BY EMAIL:**
meetings@automicgroup.com.au

**BY FACSIMILE:**
+61 2 8583 3040

**All enquiries to Automic:**
**WEBSITE:**
https://automicgroup.com.au

**PHONE:**
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of BOA Resources Limited, to be held at **10:00am (AWST) on Monday, 30 November 2026 at The Park Business Centre 45 Ventnor Avenue WEST PERTH WA 6005** hereby:

**Appoint the Chair of the Meeting (Chair)** to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

*Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.*

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

## STEP 2 - Your voting direction

| | Resolutions | For | Against | Abstain | | Resolutions | For | Against | Abstain |
|---|---|---|---|---|---|---|---|---|---|
| 1 | ADOPTION OF REMUNERATION REPORT | ☐ | ☐ | ☐ | 8 | RATIFICATION OF PLACEMENT SHARES TO UNRELATED PARTIES UNDER LISTING RULE 7.1 | ☐ | ☐ | ☐ |
| 2 | RE-ELECTION OF DIRECTOR – CATHERINE NORMAN | ☐ | ☐ | ☐ | 9 | APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES UNDER LISTING RULE 7.1 | ☐ | ☐ | ☐ |
| 3 | RE-ELECTION OF DIRECTOR – MARK TOMLINSON | ☐ | ☐ | ☐ | 10 | APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – CATHERINE NORMAN | ☐ | ☐ | ☐ |
| 4 | ELECTION OF DIRECTOR – ADRIAN GRIFFIN | ☐ | ☐ | ☐ | 11 | APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – GRAEME PURCELL | ☐ | ☐ | ☐ |
| 5 | APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO A DIRECTOR – CATHERINE NORMAN (or her nominee) | ☐ | ☐ | ☐ | 12 | APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – MARK TOMLINSON | ☐ | ☐ | ☐ |
| 6 | APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO A DIRECTOR – MARK TOMLINSON (or his nominee) | ☐ | ☐ | ☐ | 13 | APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – ADRIAN GRIFFIN | ☐ | ☐ | ☐ |
| 7 | APPROVAL TO ISSUE ZERO EXERCISE PRICE OPTIONS TO A DIRECTOR – ADRIAN GRIFFIN (or his nominee) | ☐ | ☐ | ☐ | 14 | APPROVAL OF 7.1A MANDATE | ☐ | ☐ | ☐ |

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 – Signatures and contact details

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**

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