

BOSS ENERGY LIMITED

ABN 38 116 834 336

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**For a Shareholders' General Meeting to be held
on Friday, 1 August 2008 at 12:30pm (WST) at Trinity Conference Centre,
Epworth Room, 230 Hampden Road, Crawley, Western Australia**

This is an important document. Please read it carefully.

*If you are unable to attend the General Meeting, please complete the form of proxy
enclosed and return it in accordance with the instructions set out on that form*

.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The General Meeting of Boss Energy Limited will be held at:

Trinity Conference Centre	Commencing
Epworth Room	at 12:30pm (Western Standard Time)
230 Hampden Road, Crawley, 6009	on Friday, 1 August 2008

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 12.30pm (Western Standard Time).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy form (by post or delivery) to the Company's office at Suite 24, 18 Stirling Highway, Nedlands, Western Australia; or
- send the proxy form by facsimile to facsimile number +61 8 9389 6622.

so that it is received not later than 12.30pm (Western Standard Time) on 30 July 2008.

Your proxy form is enclosed.

BOSS ENERGY LIMITED
ABN 38 116 834 336

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of Boss Energy Limited will be held at Trinity Conference Centre, Epworth Room, 230 Hampden Road, Crawley, Western Australia on Friday, 1 August 2008 at 12:30pm (Western Standard Time) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

BUSINESS

Resolution 1 – Removal of auditor

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

"That, for the purposes of section 329(1) of the Corporations Act and for all other purposes, Grant Thornton (WA) Partnership, be removed as auditor of the Company as at the date of this meeting".

Short Explanation: Approval is sought under section 329 of the Corporations Act to remove Grant Thornton (WA) Partnership as auditor of the Company.

Resolution 2 – Appointment of auditor

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

"That, subject to the passing of Resolution 1, for the purposes of section 327D of the Corporations Act and for all other purposes, the Company appoints RSM Bird Cameron (having consented in writing to act as auditor of the Company) as auditor of the Company."

Short Explanation: Approval is sought under section 327D of the Corporations Act to appoint RSM Bird Cameron as auditors of the Company following the removal of Grant Thornton (WA) Partnership from office pursuant to Resolution 1.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 30 July 2008 at 12.30pm (Western Standard Time).
4. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board



Mr Winton Willesee
Director and Company Secretary

Dated: 30 June 2008

BOSS ENERGY LIMITED
ABN 38 116 834 336

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. RESOLUTION 1 – REMOVAL OF AUDITOR

On 2 June 2008 a notice of request to convene a general meeting to consider a resolution to remove the Company's auditor, Grant Thornton (WA) Partnership ("**Grant Thornton**"), was served on the Company pursuant to section 329(1A) of the Corporations Act (the "**Notice of Intention**").

Under section 329(3) of the Corporations Act, Grant Thornton is entitled, within 7 days of receipt of the Notice of Intention, to make representations in writing to the Company and request those representations be sent to members prior to the meeting. Grant Thornton did not make any representation pursuant to section 329(3) of the Corporations Act.

Grant Thornton was appointed as the Company's auditor on 8 November 2005.

2. RESOLUTION 2 – APPOINTMENT OF AUDITOR

Section 327D of the Corporations Act says that when an auditor is removed from a company, the company may appoint a new auditor at a general meeting by special resolution. Resolution 2 is required to fill the vacancy created by the removal of Grant Thornton as the Company's auditor (if Resolution 1 is passed).

Azalea Family Holdings Pty Ltd, being a Shareholder of the Company, has nominated that RSM Bird Cameron be appointed as auditor. A copy of this nomination is attached as Annexure A to this Notice.

RSM Bird Cameron has consented in writing to act as the Company's auditor.

BOSS ENERGY LIMITED
ABN 38 116 834 336

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

"**Board**" means the Board of Directors of the Company.

"**Chairman**" means the chairman of the Company.

"**Company**" or "**Boss Energy**" means Boss Energy Limited (ABN 38 116 834 336).

"**Constitution**" means the Constitution of the Company.

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

"**Directors**" means the directors of the Company from time to time.

"**Explanatory Statement**" means this Explanatory Statement.

"**Grant Thornton**" means Grant Thornton (WA) Partnership.

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

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Notice of Intention**" means the notice of intention to move the resolution to remove the auditor.

"**Resolution**" means a resolution referred to in the Notice.

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

"**Shareholder**" means a registered holder of Shares in the Company.

"**WST**" means Western Standard Time, Perth, Western Australia.

"**\$**" means Australian dollars unless otherwise stated.

Annexure A
Auditor Nomination

30 June 2008

The Directors
Boss Energy Limited
Suite 24, 18 Stirling Hwy
NEDLANDS WA 6009

NOMINATION OF AUDITOR

Dear Sirs

In accordance with the provisions of section 328B of the Corporations Act, Azalea Family Holdings Pty Ltd, being a member of Boss Energy Limited, hereby nominates RSM Bird Cameron for appointment as auditor of Boss Energy Limited.

Yours faithfully



Winton Willesee
Director
Azalea Family Holdings Pty Ltd

BOSS ENERGY LIMITED
ABN 38 116 834 336

PROXY FORM

APPOINTMENT OF PROXY
BOSS ENERGY LIMITED
ABN 38 116 834 336

I/We

being a Member of Boss Energy entitled to attend and vote at the General Meeting, hereby

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at Trinity Conference Centre, Epworth Room, 230 Hampden Road, Crawley, Western Australia on Friday, 1 August 2008 at 12:30pm (WST) and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Removal of auditor – Grant Thornton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of auditor – RSM Bird Cameron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the Resolutions and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. **The Chair intends to vote any such undirected proxies in favour of all Resolutions.** If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Resolutions.

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Please return this Proxy Form to the Company Secretary, Boss Energy Limited, Suite 24, 18 Stirling Highway, Nedlands, Western Australia 6009 or by fax to 08 9389 6622 by 12:30pm (WST) on 30 July 2008.

Signed this _____ day of _____ 2008.

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Secretary

Signature

Sole Director and Sole Secretary

BOSS ENERGY LIMITED
ABN 38 116 834 336

Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: Suite 24, 18 Stirling Highway, Western Australia, 6009

Fax Number: +61 8 9389 6622

by no later than 48 hours prior to the time of commencement of the Meeting.