

# 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 the offices of RSM Bird Cameron, 8 St Georges Terrace, Perth, Western Australia on 3<sup>rd</sup> August 2009 at 12.00 Noon (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 - Ratification of issue of Shares**

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

*"That for the purposes of Listing Rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, the Company approves and ratifies the issue of 2,527,199 fully paid ordinary shares in the capital of the Company to Novus Capital Nominees Pty Ltd (ABN 81 109 555 491) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

##### **Resolution 2 – Approval to issue Shares and Options pursuant to a placement**

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 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to issue up to 25,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 6 cents each together with up to 25,000,000 options to acquire fully paid ordinary shares in the capital of the Company on the basis of 1 free attaching option for every 1 share subscribed for to raise up to \$1,500,000 and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

#### **VOTING EXCLUSION**

The Company will disregard any votes cast on Resolution 1 by Novus Capital Nominees Pty Ltd and any associate of Novus Capital Nominees Pty Ltd.

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if this Resolution is passed and any associate of those persons.

However, the Company will not disregard a vote cast on Resolutions 1 or 2 if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

## 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 12.00 Noon (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 12.00 Noon (Western Standard Time) on 1<sup>st</sup> August 2009.

**Your proxy form is enclosed.**

## 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 at 12.00 Noon 1<sup>st</sup> August 2009 (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: 2<sup>nd</sup> July 2009

# **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.

### **1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES**

Resolution 1 seeks Shareholder approval to the issue of 2,527,199 Shares to Novus Capital Nominees Pty Ltd on 27 May 2009.

Under ASX Listing Rule 7.1 the Company is permitted to issue up to 15% of its securities within a 12 month period without the requirement to obtain shareholder approval. The Shares issued to Novus Capital Nominees Pty Ltd were issued within the Company's 15% capacity and so, shareholder approval was not required at the time of issue. However, the consequence is that the Company's capacity to issue further securities in the future without shareholder approval is reduced.

ASX Listing Rule 7.4 allows an issue of securities that was made without Shareholder approval to be treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if it is subsequently approved by Shareholders and did not breach ASX Listing Rule 7.1 at the time of issue.

The Company seeks Shareholder approval to the issue of Shares to Novus Capital Nominees Pty Ltd for the purpose of ASX Listing Rule 7.4 and thereby renew the Company's capacity to issue up to 15% of the securities of the Company on issue in a 12 month period.

In accordance with ASX Listing Rule 7.5 the following information is provided to Shareholders in relation to Resolution 1:

- (a) The number of Shares allotted was 2,527,199 Shares.
- (b) The Shares were issued with a deemed issue price of 6 cents each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares.
- (d) The Shares were issued to Novus Capital Nominees Pty Ltd.
- (e) No funds were raised from the issue of the Shares – the Shares were issued by the Company in satisfaction of the underwriting fee and a shortfall placement fee incurred by the Company to ensure the successful completion of the recent rights issue.

### **2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES AND OPTIONS PURSUANT TO PLACEMENT**

Resolution 2 seeks Shareholder approval for the issue of up to 25 million Shares at an issue price of 6 cents each and up to 25 million Options on the basis of 1 free attaching Option for every 1 Share subscribed for to raise up to \$1,500,000 for working capital.

The Company is seeking approval under ASX Listing Rule 7.1 to issue the Shares and Options in accordance with Resolution 2.

In accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 2.

- (a) The maximum number of securities to be issued by the Company is 25 million Shares and 25 million Options.
- (b) The Shares and Options will be issued and allotted no later than 3 months after the date of this Meeting (or a later date if permitted by ASX waiver or modification of the ASX Listing Rules).
- (c) The Shares will be issued at 6 cents each. The Options are issued for free on the basis of 1 free attaching Option for every 1 Share subscribed for.
- (d) The names of the proposed allottees are not known and the quantity of the Shares and Options to be issued to each allottee is not known. The Company intends (but without limitation) to issue the Shares and Options to institutional, sophisticated and professional investors who are exempt from the disclosure requirements of the Chapter 6D of the Corporations Act. The Shares and Options will not be issued to Directors or other related parties.
- (e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares. The terms of the free attaching Options are set out in paragraph 4 below.
- (f) The Company intends to use the funds raised from the issue of the Shares and Options for working capital.
- (g) It is intended that the Shares and Options will be allotted progressively.

### 3. GLOSSARY

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

"**ASX**" means the ASX Limited (ACN 008 624 691).

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

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

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

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

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

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

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

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

"**Option**" means an option to subscribe for a share in the capital of the Company.

"**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.

#### **4. TERMS AND CONDITIONS OF OPTIONS**

The terms and conditions of the Options are as follows:

- (a) Each Option entitles the holder to one (1) Share.
- (b) The Options are exercisable at any time prior to 5.00pm WST on 30 November 2010 (the Expiry Date).
- (c) The exercise price of the Options is twenty (20) cents per Option.
- (d) The Options are freely transferable.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date.
- (f) Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking equally with the then issued Shares. The Company will apply to the ASX within seven (7) business days of the date of issue of Shares pursuant to the exercise of Options to be admitted to quotation.
- (g) There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Thereby, the Option holder has no right to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven (7) business days after the issue is announced. This will give Option holders the opportunity (where available) to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) If there is a bonus issue (Bonus Issue) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
- (i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Option holder are to be changed in a manner consistent with the Listing Rules.

*This page has been left blank intentionally.*

# 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 Shareholder of Boss Energy Limited 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 the offices of RSM Bird Cameron, 8 St Georges Terrace, Perth, Western Australia on 3<sup>rd</sup> August 2009 at 12.00 Noon (WST) and at any adjournment thereof.

### Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Shares and Options pursuant to placement	<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 12.00 Noon (WST) on 1<sup>st</sup> August 2009.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

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 shareholder'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 shareholder 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.