

BOSS ENERGY LIMITED

ABN 38 116 834 336

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**For the Annual General Meeting to be held
on 24 November 2009 at 12.00 noon (Perth time)
at**

**RSM Bird Cameron,
8 St George's Terrace, Perth, 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 Annual General Meeting of Boss Energy Limited will be held on:

24 November 2009 at 12.00 noon (WST) at RSM Bird Cameron, 8 St George's Terrace, Perth, Western Australia

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 (WST).

Voting by Proxy

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

- send the proxy form (by post or delivery) to Boss Energy Limited, Suite 24, 18 Stirling Highway, Nedlands, Western Australia, 6009; 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 (WST) on 22 November 2009.

Your proxy form is enclosed.

BOSS ENERGY LIMITED
ABN 38 116 834 336

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual 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 24 November 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

Accounts and Reports

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2009.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report in the 2009 Annual Report of the Company be adopted."

Resolution 2 - Re-election of Director – Joseph Obeid

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

"That Joseph Obeid, who retires by rotation in accordance with clause 11.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

Short Explanation: Under clause 11.3 of the Company's Constitution one third of the Company's Directors must retire at each Annual General Meeting. A Director who retires in accordance with clause 11.3 is eligible for re-election. Mr Obeid is presented for re-election in accordance with the rotation requirements of the Company's Constitution.

Resolution 3 – Election of Director – Tom Grove

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

"That Tom Grove, who was appointed during the year and retires in accordance with clause 11.12 of the Constitution of the Company and, being eligible, offers himself for election, is hereby re-elected as a Director of the Company."

Short Explanation: Mr Grove was appointed by the Board as an additional Director on 8 October 2009 and by clause 11.12 of the Company's Constitution holds office until this Meeting. Mr Grove is presented for election in accordance with the Company's Constitution.

Resolution 4 – Approval of Share Placement Facility to Non Related Parties

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

"That for the purpose of Listing Rule 7.1 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the Company to allot and issue up to 40,000,000 fully paid ordinary shares in the capital of the Company at an issue price that is at least 80% of the average market price calculated over the last 5 days on which sales of securities were recorded before the day on which the issue is made, or, if there is a prospectus relating to the issue, over the last 5 days on which sales of the Company's fully paid ordinary shares are recorded before the date of the prospectus and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Under ASX Listing Rule 7.1, the Company may not issue or agree to issue equity securities in any 12 month period representing more than 15% of its ordinary share capital on issue at the commencement of that period without shareholder approval. By obtaining the prior approval of shareholders for the issue of securities proposed under this Resolution, the Company retains the flexibility to make future issues of securities up to that threshold.

The Company will disregard any votes cast on this Resolution 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 holder of ordinary securities, if this Resolution is passed, and any Associate of those persons. However, the Company will not disregard a vote 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 a person chairing that Meeting as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Participation in Share Placement by Robert Grover

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

"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 10.11 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 fully paid ordinary shares on the same terms as the share placement facility the subject of Resolution 4 to Robert Grover, a Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Under the ASX Listing Rules an issue of securities to a director requires prior shareholder approval. Robert Grover is a Director of the Company and wishes to participate in the capital raising. For the purposes of ASX Listing Rule 10.11, shareholder approval is being sought to allow Robert Grover (or his nominee) to be issued securities in the Company.

The Company will disregard any votes cast on this Resolution by an allottee of the issue the subject of the Resolution and any associates of such an allottee or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by an allottee 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.

Resolution 6 – Participation in Share Placement by Joseph Obeid

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

"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 10.11 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 fully paid ordinary shares on the same terms as the share placement facility the subject of Resolution 4 to Joseph Obeid, a Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Under the ASX Listing Rules an issue of securities to a director requires prior shareholder approval. Joseph Obeid is a Director of the Company and wishes to participate in the capital raising. For the purposes of ASX Listing Rule 10.11, shareholder approval is being sought to allow Joseph Obeid (or his nominee) to be issued securities in the Company.

The Company will disregard any votes cast on this Resolution by an allottee of the issue the subject of the Resolution and any associates of such an allottee or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by an allottee 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.

Resolution 7 – Participation in Share Placement by Tom Grove

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

"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 10.11 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 fully paid ordinary shares on the same terms as the share placement facility the subject of Resolution 4 to Tom Grove, a Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: Under the ASX Listing Rules an issue of securities to a director requires prior shareholder approval. Tom Grove is a Director of the Company and wishes to participate in the capital raising. For the purposes of ASX Listing Rule 10.11, shareholder approval is being sought to allow Tom Grove (or his nominee) to be issued securities in the Company.

The Company will disregard any votes cast on this Resolution by an allottee of the issue the subject of the Resolution and any associates of such an allottee or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by an allottee 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.

Resolution 8 – Participation in Share Placement by Winton Willesee

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

"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 10.11 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to allot and issue up to 1,500,000 fully paid ordinary shares on the same terms as the share placement facility the subject of Resolution 4 to Winton Willesee, a Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: The ASX Listing Rules require the Company to seek shareholder approval prior to the issue of securities to a related party. Mr Willesee as a former director in the last 6 months is a related party of the Company. Mr Willesee wishes to participate in the capital raising.

The Company will disregard any votes cast on this Resolution by an allottee of the issue the subject of the Resolution and any associates of such an allottee or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by an allottee 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.

Resolution 9 - Approval to issue Shares to Winton Willesee

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 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the Company to allot and issue to Winton Willesee or his nominee up to 1,000,000 fully paid ordinary shares in the capital of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: The ASX Listing Rules requires the Company to seek shareholder approval prior to the issue of securities to a related party. Mr Willesee as a former director in the last 6 months is a related party of the Company.

The Company will disregard any votes cast on this Resolution by an allottee of the issue the subject of the Resolution and any associates or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company need not disregard a vote cast on this Resolution 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 22 November 2009 at 12.00 noon (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
Company Secretary

Dated: 20 October 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 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2009.

The Directors recommend that Shareholders vote in favour of Resolution 1. Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOSEPH O'BEID

Under clause 11.3 of the Company's Constitution one third of the Company's Directors must retire at each Annual General Meeting. A Director who retires in accordance with clause 11.3 of the Constitution is eligible for re-election.

Mr Obeid, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as Director of the Company.

Details of the qualifications and experience of Mr Obeid are set out in the 2009 Annual Report for the Company.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – TOM GROVE

Mr Grove was appointed as Director of the Company on 8 October 2009 under clause 11.11 of the Constitution of the Company as an addition to the existing Directors.

By clause 11.12 of the Company's Constitution, a director appointed as an additional director holds office until the next annual general meeting and is then eligible for re-election.

Mr Grove offers himself for election by Resolution 3.

Mr Grove was a Private Equity Adviser with Hogan Partners from 2000 to 2003. From 2003 to 2006 he worked as Operations Manager for Range Resources Limited where he was responsible for raising finance. He has been a director of I-Trade since 2006. I-trade is a web based worldwide commodity trading platform.

4. RESOLUTION 4 – APPROVAL OF SHARE PLACEMENT FACILITY TO NON RELATED PARTIES

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue during any 12 month period any equity securities or other securities with rights of conversion to equity, if the number of those securities exceeds 15% of the total ordinary share capital on issue at the commencement of that 12 month period. Once circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of Shareholders in a general meeting.

The Company is seeking approval under ASX Listing Rule 7.1 for the issue of up to 40,000,000 Shares under Resolution 4 to allow these securities to not be included in the calculation under ASX Listing Rule 7.1. This will enable the Company to have the flexibility to issue equity securities in the future up to the 15% threshold without the requirement to obtain Shareholder approval.

ASX Listing Rule 7.3 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 7.1:

- (a) The maximum number of securities to be issued is 40,000,000 Shares.
- (b) The Shares will be issued no later than 3 months 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).
- (c) The Shares will be issued at a price that is at least 80% of the average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue is made, or, if there is a prospectus relating to the issue, over the 5 days on which sales of Shares are recorded before the date of the prospectus.
- (d) The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Shares will not be issued to Directors or other related parties other than various related parties may participate if Resolutions 5, 6, 7 and 8 are passed. The participation of the related parties will be on the terms set out in section 5 of this Explanatory Statement.
- (e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the issue of the Shares to provide general working capital.
- (g) It is intended that Shares will be allotted on one date.

5. RESOLUTIONS 5, 6, 7 AND 8 – PARTICIPATION IN SHARE PLACEMENT BY MESSRS GROVER, OBEID, GROVE AND WILLESEE

Resolutions 5, 6, 7 and 8 seek Shareholder approval for by Messrs Grover, Obeid, Grove and Willesee (or their nominees) to participate in the share placement facility by the Company issuing up to 1,500,000 Shares to each of Robert Grover, Joseph Obeid, Tom Grove and Winton Willesee (or their nominees).

ASX Listing Rule 10.11 requires the Company to obtain shareholder approval prior to the issue of securities to a related party. Messrs Grover, Obeid and Grove as Directors of the Company and Mr Willesee as a Director of the Company in the last 6 months, are each a related party of the Company. Accordingly, the Company must obtain Shareholder approval pursuant to ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the issue of the securities will not be included in the 15% calculation of the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 10.13 sets out the matters which must be included in the notice of meeting convened to seek shareholder approval under ASX Listing Rule 10.11.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 5, 6, 7 and 8:

- (a) The Shares will be issued to Robert Grover or his nominee (by Resolution 5), Joseph Obeid or his nominee (by Resolution 6), Tom Grove or his nominee (by Resolution 7) and Winton Willesee or his nominee (by Resolution 8).
- (b) The maximum number of securities the Company will issue to each of Messrs Grover, Obeid, Grove and Willesee or their nominees is 1,500,000 Shares.
- (c) The Shares will be issued no later than 1 month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) Messrs Grover, Obeid and Grove are Directors of the Company. Mr Willesee is a former Director and is a related party of the Company due to having been a Director in the last 6 months.
- (e) The Shares will be issued on the same terms as the share placement facility the subject of Resolution 4 being at a price that is at least 80% of the average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue is made, or, if there is a prospectus relating to the issue, over the 5 days on which sales of Shares are recorded before the date of the prospectus. The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the issue of the Shares to provide general working capital.

6. RESOLUTION 9 – APPROVAL TO ISSUE OF SHARES TO WINTON WILLESEE

Resolution 9 seeks Shareholder approval to allot and issue up to 1,000,000 Shares to Mr Winton Willesee (or his nominee) for no cash consideration.

Mr Willesee resigned as a Director on 8 October 2009. As a former director in the last 6 months, Mr Willesee is a related party of the Company. ASX Listing Rule 10.11 requires the Company to obtain shareholder approval prior to the issue of securities to a related party.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Shares as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the grant of the Shares will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 10.13 sets out a number of matters which must be included in the notice of meeting convened to consider shareholder approval under ASX Listing Rule 10.11.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 9. This information is as follows:

- (a) The Shares will be issued to Mr Willesee or his nominee.
- (b) The maximum number of Shares the Company will grant to Mr Willesee is 1,000,000 Shares.
- (c) The Shares will be issued no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (d) Mr Willesee is a former Director and is a related party of the Company due to having been a Director in the last 6 months.
- (e) The Shares will be issued for nil cash consideration and the Shares will rank equally with all other Shares issued by the Company. The Shares will be issued to Mr Willesee in lieu of otherwise paying him a cash sum of \$40,000 as part of an agreed contractual variation payment for ceasing to provide director services. The Directors consider the variation payment to Mr Willesee and the issue of Shares in lieu of cash to be on reasonable arms length terms.
- (f) There will be no funds raised from the issue of the Shares.

GLOSSARY

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

"**Annual General Meeting**" means this Meeting.

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

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

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

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

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

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

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

"**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.

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 24 November 2009 at 12.00 noon (WST) and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Joseph Obeid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Tom Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Share Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Participation in Share Placement by Robert Grover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Participation in Share Placement by Joseph Obeid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Participation in Share Placement by Tom Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Participation in Share Placement by Winton Willesee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval to issue Shares to Winton Willesee	<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 22 November 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.

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