Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Boss Resources Limited
ABN	38 116 834 336

1. Details of substantial holder (1)

Name	James David Taylor
ACN / ARSN (if applicable)	

There was a change in the interests of the substantial holder on	21/05/2014
The previous notice was given to the company on	25/10/2012
The previous notice was dated	25/10/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

	Previous Notice		Present Notice	
Class of securities (4)	Persons' votes (5)	Voting Power (5)	Persons' votes (5)	Voting power (5)
Ordinary Fully Paid (OFP)	28,269,069	7.2%	38,561,337	7.0%

3. Changes of relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to the change (7)	Class and number of securities affected	Person's votes affected
21/5/2014	MR JAMES DAVID TAYLOR	Rights Issue and on market	$59,333	OFP – 5,933,334	5,933,334
21/5/2014	William Taylor Nominees Pty Ltd	Rights Issue	$3,084	OFP - 308,475	308,475
21/5/2014	MR JAMES DAVID TAYLOR + MRS MARION AMY TAYLOR <ITS MANAGEMENT S/F A/C>	On market	$51,685	OFP - 3,445,709	3,445,709
21/5/2014	Mr Marcus James Taylor	On Market	$17.171	OFP - 1,144,750	1,144,750

4. Present relevant holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities	Person's votes
Mr James David Taylor	Mr James David Taylor	Mr James David Taylor	OFP – 29,666,669	29,666,669
William Taylor Nominees Pty Ltd	William Taylor Nominees Pty Ltd	Mr James David Taylor	OFP – 1,542,375	1,542,375
MR JAMES DAVID TAYLOR + MRS MARION AMY TAYLOR <ITS MANAGEMENT S/F A/C>	MR JAMES DAVID TAYLOR + MRS MARION AMY TAYLOR <ITS MANAGEMENT S/F A/C>	Mr James David Taylor	OFP – 5,628,543	5,628,543
Mr Marcus James Taylor	Mr Marcus James Taylor	Mr Marcus James Taylor	OFP – 1,723,750	1,723,750

6. Change in association
The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses
The addresses of persons named in this form are as follows:

Name	Address
James David Taylor	PO BOX 656, BONDI JUNCTION NSW 1355
William Taylor Nominees Pty Ltd	PO BOX 656, BONDI JUNCTION NSW 1355
MR JAMES DAVID TAYLOR + MRS MARION AMY TAYLOR <ITS MANAGEMENT S/F A/C>	PO BOX 656, BONDI JUNCTION NSW 1355
Mr Marcus James Taylor	C/- 12 ASHLEY STREET TAMARAMA NSW 2026

Signature

print name James David Taylor capacity OWNER

sign here date 21 / 05 /2014

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations A.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.