BOSS RESOURCES LIMITED
ACN 116 834 336

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Suite 23, 513 Hay Street, Subiaco, Western Australia on Friday, 27 November 2015 at 11.00 am (WST)

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6143 6730.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

BOSS RESOURCES LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Boss Resources Limited (**Company**) will be held at Suite 23, 513 Hay Street, Subiaco, Western Australia on Friday, 27 November 2015 at 11.00 am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Wednesday, 25 November 2015 at 4:00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

The reports referred to above are included in the 2015 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website at www.bossresources.com.au.

2. Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding advisory resolution the following:

"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 Report for the financial year ended 30 June 2015, on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person as a proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Mr Evan Cranston

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

"That, for the purposes of Article 6.3(c) of the Constitution and all other purposes, Mr Evan Cranston, retires by rotation, and being eligible, offers himself for re-election as a Director."

The Chair intends to vote all available proxies in favour of Resolution 2.

4. Resolution 3 – Ratification of prior issue of Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 68,480,904 Shares on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate or nominee of such a person) who participated in the issue of the Shares.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chair 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.

The Chair intends to vote all available proxies in favour of Resolution 3.

5. Resolution 4 – Approval for Marat Abzalov to participate in Director Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the placement of up to 1,000,000 shares at an issue price of $0.015 per share to Marat Abzalov (or his nominee), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Dr Marat Abzalov, his nominees and any of his associates.

However, the Company need 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 directions on the Proxy Form; or

(b) it is cast by the Chair 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.

The Chair intends to vote all available proxies in favour of Resolution 4.

6. Resolution 5 – Approval for Evan Cranston to participate in Director Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the placement of up to 7,333,333 shares at an issue price of $0.015 per share to Evan Cranston (or his nominee), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Evan Cranston, his nominees and any of his associates.

However, the Company need 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 directions on the Proxy Form; or

(b) it is cast by the Chair 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.

The Chair intends to vote all available proxies in favour of Resolution 5.

7. Resolution 6 – Approval for Thomas Gladwin-Grove to participate in Director Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the placement of up to 10,000,000 shares at an issue price of $0.015 per share to Thomas Gladwin-Grove (or his nominee), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Thomas Gladwin-Grove, his nominees and any of his associates.

However, the Company need 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 directions on the Proxy Form; or

(b) it is cast by the Chair 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.

The Chair intends to vote all available proxies in favour of Resolution 6.

8. Resolution 7 – Approval for Peter Williams to participate in Director Placement

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

"That, pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the placement of up to 1,666,667 shares at an issue price of $0.015 per share to Peter Williams (or his nominee), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Peter Williams, his nominees and any of his associates.

However, the Company need 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 directions on the Proxy Form; or

(b) it is cast by the Chair 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.

The Chair intends to vote all available proxies in favour of Resolution 7.

9. Resolution 8 – Ratification of prior issue of Options

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

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by a person (and any associate of such a person) who participated in the issue of the Options.

However, the Company need not disregard a vote if:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

(b) it is cast by the Chairman 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.

The Chair intends to vote all available proxies in favour of Resolution 8.

10. Resolution 9 – Approval of 10% Placement Facility

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates or nominees of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate or nominee of that person (or those persons).

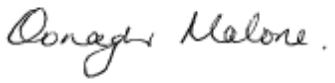
However, the Company will not disregard a vote if:

(a) it is cast by a person as a 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 Chair 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.

The Chair intends to vote all available proxies in favour of Resolution 9.

BY ORDER OF THE BOARD



Oonagh Malone
Company Secretary
Dated: 27 October 2015

BOSS RESOURCES LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 23, 513 Hay Street, Subiaco, Western Australia on Friday, 27 November 2015 at 11.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information which the Directors believe to be material to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-Election of Director – Mr Evan Cranston
Section 6:	Resolution 3 – Ratification of prior issue of Shares
Section 7:	Resolution 4, 5, 6 and 7 – Approval for Directors to participate in Director Placement
Section 8:	Resolution 8 – Ratification of prior issue of Options
Section 9:	Resolution 9 – Approval of 10% Placement Facility
Schedule 1:	Definitions
Schedule 2:	Summary of Terms of Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that in accordance with section 249L of the Corporations Act:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.3 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

(a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or

(b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and:

(c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chair intends to exercise all available proxies in favour of Resolution 1.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2015.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.bossresources.com.au;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to the vote of Shareholders at the Meeting. However, such a resolution is advisory only and does not bind the Company or the Directors.

The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

4.2 Voting consequences

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, pursuant to the Corporations Act, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board except a managing Director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than a managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

If more than 50% of votes are cast 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 who were in office when the Directors' Report (as included in the Company's financial report for the previous financial year) was approved, other than the managing Director, 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 is approved will be the Directors of the Company.

4.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2014 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2016 annual general meeting, this may result in the re-election of the Board.

4.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

(a) If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

(b) If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

(c) If you appoint any other person as your proxy:

You do not need to direct your proxy how to vote on this Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

5. Resolution 2 - Re-election of Director – Mr Evan Cranston

Article 6.3(c) of the Constitution requires that one-third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number), and Article 6.3(f) provides that a retiring Director is eligible for re-election.

The Company currently has 4 Directors, and accordingly, one must retire.

Under Article 6.3(e), the Directors to retire at any annual general meeting must be those who have served the longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must be determined by lot (unless otherwise agreed upon between those Directors).

Pursuant to the above Articles of the Constitution, Mr Cranston retires by rotation, and being eligible, seeks re-election.

Details of Mr Cranston's background and experience are set out in the Annual Report.

The Board (excluding Mr Cranston) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Ratification of prior issue of Shares

6.1 General

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 for the issue of 68,480,904 Shares under a Placement to various sophisticated and institutional investors in Australia, Europe and the United States who are not related parties or associates of related parties of the Company (**Placement**). The Placement was undertaken following the oversubscription of shortfall shares following the non-renounceable rights issue undertaken by the Company dated 8 September 2015.

6.2 Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Shares issued under the Placement were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that, where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 by ratifying the issue of the Shares will be to restore the Company's ability to issue further securities, to the extent of 68,480,904 Equity Securities, during the next 12 months.

Resolution 3 is an ordinary resolution.

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement:

(a) 68,480,904 Shares were issued as follows:

(i) 38,147,569 Shares were issued on 20 October 2015; and

(ii) 30,333,335 Shares were issued prior to the Meeting.

(b) The Placement Shares were issued at $0.015 per Share.

(c) The Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Placement Shares were allotted to institutional and sophisticated investors in Australia, Europe and the United States and who are not related parties or associates of related parties of the Company.

(e) The proceeds from the Placement will be used towards the acquisition of the Honeymoon Uranium Project in South Australia, for the continuation of the Company's exploration activities in Scandinavia and for general working capital.

(f) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 3.

7. Resolutions 4, 5, 6 and 7 – Approval for Directors to Participate in Director Placement

7.1 General

Resolutions 4, 5, 6 and 7 seek the approval of Shareholders pursuant to Listing Rule 10.11 to enable Dr Abzalov and Messrs Cranston, Gladwin-Grove and Williams to participate in a Director Placement of up to 20,000,000 Shares on the same terms as the Placement of Shares as set out in Resolution 3 (**Director Placement**).

Subject to the approval of Shareholders, 20,000,000 Shares will be issued as follows:

Director	**Number of Shares**
Marat Abzalov (or his nominee)	1,000,000
Evan Cranston (or his nominee)	7,333,333
Thomas Gladwin-Grove (or his nominee)	10,000,000
Peter Williams (or his nominee)	1,666,667

7.2 Listing Rule 10.11

Shareholder approval is required under Listing Rule 10.11 by reason that in their roles as Directors, Dr Abzalov and Messrs Cranston, Gladwin-Grove and Williams are related parties of the Company.

Listing Rule 10.11 restricts the Company's ability to issue securities to a related party unless approval is obtained from Shareholders. The effect of passing Resolutions 4, 5, 6 and 7 will be to allow the Company to issue up to 20,000,000 Shares to Dr Abzalov and Messrs Cranston, Gladwin-Grove and Williams (or their respective nominees) during the month after the Meeting (or longer period, if allowed by ASX) without breaching Listing Rule 10.11 or using up the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders do not approve Resolutions 4, 5, 6 or 7, Dr Abzalov, Messrs Cranston, Gladwin-Grove or Williams (or their nominees) will not be issued any Shares.

Resolutions 4, 5, 6 and 7 are ordinary resolutions.

7.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to obtaining Shareholder approval for the participation of Dr Abzalov and Messrs Cranston, Gladwin-Grove and Williams in the Director Placement:

(a) The Shares will be issued to Dr Abzalov, Messrs Cranston, Gladwin-Grove and Williams (or their respective nominees).

(b) The maximum number of Shares will be 1,000,000 to Dr Abzalov (or his nominee), 7,333,333 to Mr Cranston (or his nominee), 10,000,000 to Mr Gladwin-Grove (or his nominee), and 1,666,667 to Mr Williams (or his nominee).

(c) The Company will issue the Shares to Dr Abzalov and Messrs Cranston, Gladwin-Grove and Williams (or their nominees) no later than 1 month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).

(d) The Shares will be issued at $0.015 per Share.

(e) The Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(f) The proceeds from the Director Placement will be used for care and maintenance and development of the Honeymoon Uranium Project in South Australia, for the continuation of the Company's exploration activities in Scandinavia and for general working capital.

(g) A voting exclusion statement is included in the Notice.

8. Resolution 8 – Ratification of prior issue of Options

8.1 General

On 1 September 2015, the Company issued 10,000,000 Options to Carbine Resources Ltd as recompense for the provision of a guarantee of $2.44 million in relation to the Company's acquisition of the Honeymoon Uranium Project.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Options.

A summary of Listing Rules 7.1 and 7.4 is set out in Section 6.2 above. The effect of Shareholders passing Resolution 7 by ratifying the issue of the Options will be to restore the Company's ability to issue further securities, to the extent of 10,000,000 Options, during the next 12 months.

Resolution 8 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 8.

8.2 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Options:

(a) 10,000,000 Options were issued on 1 September 2015;

(b) the Options were issued at a nil issue price;

(c) the Options were issued on the terms and conditions set out in Schedule 2;

(d) the Options were issued to Carbine Resources Ltd;

(e) no funds were raised from the issue of the Options as the Options were issued for nil cash consideration; and

(f) a voting exclusion statement is included in the Notice for Resolution 8.

The Board recommends that Shareholders vote in favour of Resolution 8.

9. Resolution 9 – Approval of 10% Placement Facility

9.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. Based on the ASX closing price on 27 October 2015, the Company has a market capitalisation of approximately $16.1 million. The Company is therefore an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The

number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

9.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 804,425,636 Shares and therefore has a capacity to issue:

(i) subject to Shareholder approval being sought under Resolutions 3 and 7, 120,663,845 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 9, 80,442,563 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

9.3 Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

9.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:

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

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

(d) The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		$0.01 **50% decrease in Issue Price**	$0.02 **Issue Price**	$0.04 **100% increase in Issue Price**
Current Variable A 804,425,636 Shares	**10% Voting Dilution**	80,442,563 Shares	80,442,563 Shares	80,442,563 Shares
	Funds raised	$804,425	$1,608,851	$3,217,702
50% increase in current Variable A 1,206,638,454	**10% Voting Dilution**	120,663,845 Shares	120,663,845 Shares	120,663,845 Shares
	Funds raised	$1,206,638	$2,413,277	$4,826,554
100% increase in current Variable A 1,608,851,272 Shares	**10% Voting Dilution**	160,885,127 Shares	160,885,127 Shares	160,885,127 Shares
	Funds raised	$1,608,851	$3,217,702	$6,435,405

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No Options (including any Options issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(iii) No performance rights as approved at the annual general meeting of the Company held on 28 November 2014 are issued.

(iv) 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%.

(v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(viii) The issue price is $0.022, being the closing price of the Shares on ASX on 27 October 2015.

(e) The Company will only issue the Equity Securities during the 10% Placement Period.

(f) The Company may seek to issue the Equity Securities for the following purposes:

(i) non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards exploration activities at its existing projects in Burkina Faso, Finland and Sweden and/or for acquisition of the Honeymoon Uranium Project in South Australia or further new assets or investments (including expenses associated with such acquisition) and general working capital.

(g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

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

(iii) the financial situation and solvency of the Company; and

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

(i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 28 November 2014. In the 12 months preceding the date of the 2015 Annual General Meeting and as at the date of this Notice, the Company has issued 267,084,159 Equity Securities and this represents 46.38% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the 2015 Annual General Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price[1] (if applicable)	Consideration & Use of Funds as at the date of this Notice
1/9/15	10,000,000	Unquoted Options[2]	Carbine Resources Ltd	Exercise price of $0.02 each (no discount to market price at date of issue).	No funds were raised by the issue of the Options. The current value of the Options is $150,500.
6/10/15	91,719,107	Shares[3]	Existing Shareholders via a rights issue	$0.015 representing a discount of 11.8% to the market price at the date of issue	$1,375,786.60 was raised, of which nil has been spent. The funds will be used to fund the acquisition of the Honeymoon Uranium Project in South Australia.
20/10/15	165,365,052	Shares[3]	Existing Shareholders and sophisticated investors via allocation of shortfall arising from rights issue and additional placement	$0.015 representing a discount of 34.8% to the market price at the date of issue	$2,480,475.78 was raised, of which nil has been spent. The funds will be used to fund the acquisition of the Honeymoon Uranium Project in South Australia, to fund the care and maintenance of the Honeymoon Uranium Mine, to develop the Honeymoon Uranium Project, to fund exploration on the Company's Scandinavian projects and for general working capital.

Notes:

1 Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

2 Unquoted options with an exercise price of $0.02 each and expiring on 31 August 2018 (terms are set out in Schedule 2).

3 Fully paid ordinary shares in the capital of the Company, ASX Code: BOE (terms are set out in the Constitution).

(k) A voting exclusion statement is included in the Notice.

(l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 9.1.

10% Placement Period has the meaning given in Section 9.2(f).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2015.

Article means an article of the Constitution.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Boss Resources Limited ACN 116 834 336.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Director Placement has the meaning given in Section 7.1.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Option means an option which entitles the holder to subscribe for one Share.

Placement has the meaning given in Section 6.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Spill Meeting has the meaning given in Section 4.2.

Spill Resolution has the meaning given in Section 4.2.

Trading Day has the same meaning as in the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Summary of Terms of Options

Each Option entitles the holder to subscribe for a Share on the following terms and conditions:

1. Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.

2. The Options will expire at 5:00 pm (WST) 31 August 2018 being three years after the issue date (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3. The amount payable upon exercise of each Option will be $0.02 (**Exercise Price**).

4. An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:

   (a) a written notice of exercise of Options specifying the number of Options being exercised; and
   (b) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised (**Exercise Notice**).

5. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

6. Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

7. All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

8. The Company will not apply for quotation of the Options on ASX.

9. If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

10. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

11. An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

12. An Option shall be transferrable.