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, 28 November 2014 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, 28 November 2014 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, 26 November 2014 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 2014, which includes the Financial Report, the Directors' Report and the Auditor's Report.

The reports referred to above are included in the 2014 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 2014, 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.

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 – Election of Director - Dr Marat Abzalov

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(j) of the Constitution, Listing Rule 14.4 and for all other purposes, Dr Marat Abzalov, a Director who was appointed casually on 2 April 2014, retires, and being eligible, is re-elected as a Director."

4. Resolution 3 – Re-election of Director – Mr Thomas Gladwin Grove

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 Thomas Gladwin-Grove, retires by rotation, and being eligible, is re-elected as a Director."

5. Resolution 4 – Adoption of Employee Performance Rights Plan

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

"That, for the purposes of Listing Rule 7.2, Exception 9, and for all other purposes, the Shareholders approve the adoption of the performance rights plan for employees (including Directors) of the Company known as the "Employee Performance Rights Plan" and the grant of Performance Rights and the issue of Shares under that plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors.

However, the Company will 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.

Further, a member of the Key Management Personnel, and their Closely Related Parties, who is appointed as a proxy will not vote on this Resolution unless:

(c) the appointment specifies the way the proxy is to vote on this Resolution; or

(d) the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Grant of Performance Rights to Mr Peter Williams

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

"That, conditional on Resolution 4 being approved, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 30,000,000 Performance Rights under the Company's Employee Performance Rights Plan to Mr Peter Williams (or his nominee) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if 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, 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.

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 6 – Grant of Performance Rights to Dr Marat Abzalov

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

"That, conditional on Resolution 4 being approved, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 9,999,999 Performance Rights under the Company's Employee Performance Rights Plan to Dr Marat Abzalov (or his nominee) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if 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, 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.

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. Resolution 7 - Approval of 10% Placement Facility

To consider and, if thought fit, to pass 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).

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.

9. Resolution 8 – 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 50,000,000 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.

10. Resolution 9 – Approval of Employee Option Plan

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

"That, for the purposes of Listing Rule 7.2, Exception 9, and for all other purposes, Shareholders approve the Company's existing Employee Option Plan and the issue of securities under that plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors.

However, the Company will 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

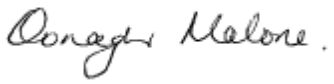
(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, a member of the Key Management Personnel, and their Closely Related Parties, who is appointed as a proxy will not vote on this Resolution unless:

(c) the appointment specifies the way the proxy is to vote on this Resolution; or

(d) the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Oonagh Malone
Company Secretary
Dated: 28 October 2014

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, 28 November 2014 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 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 – Election of Director – Dr Marat Abzalov
Section 6:	Resolution 3 – Re-election of Director – Mr Thomas Gladwin-Grove
Section 7:	Resolution 4 – Adoption of Employee Performance Rights Plan
Section 8:	Resolution 5 – Grant of Performance Rights to Mr Peter Williams
Section 9:	Resolution 6 – Grant of Performance Rights to Dr Marat Abzalov
Section 10:	Resolution 7 – Approval of 10% Placement Facility
Section 11:	Resolution 8 – Ratification of prior issue of Shares
Section 12:	Resolution 9 – Approval of Employee Option Plan
Schedule 1:	Definitions
Schedule 2:	Terms and conditions of the Employee Performance Rights Plan
Schedule 3:	Terms and conditions of the Employee Option Plan

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 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:

(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.

2.2 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, 4, 5, 6 or 9 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, 4, 5, 6 or 9 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, 4, 5, 6 or 9 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 Resolutions 1, 4, 5, 6 and 9.

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 2014.

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 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 the 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 the 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 2013 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 2015 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 not the following:

(a) If you appoint a member of the Key Management Personnel (other than the Chair) who 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 – Election of Director – Dr Marat Abzalov

Article 6.2(b) of the Constitution allows the Directors to appoint at any time a person to be a Director, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 6.3(j) of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Dr Marat Abzalov, having been appointed on 2 April 2014 will retire in accordance with Article 6.3(j) of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Dr Abzalov has managed and consulted to a wide range of mining projects including government run projects, technical reviews and detailed studies from scoping to bankable feasibility. He has a solid expertise in all aspects of ore body knowledge with an emphasis on geostatistical resource estimation, samples quality assurance/control and geological/mathematical 3D modelling. His exploration experience includes management and technical support to exploration activities in both brownfields and greenfields projects. In brownfields exploration, using advanced 3D visualisation of geological data and applying new 3D modelling and visualisation methodologies, Dr Abzalov built a predictive exploration model of the Olympic Dam deposit which led to the discovery of significant new resources in 2003. He also built a predictive exploration model of Cliff's Ni-S brownfields project in Western Australia which led to the discovery of a high grade zone turning the deposit to an economically viable mining project. In greenfields exploration, he has managed the search programs for deep or covered deposits using innovative targeting trools, including specialised geochemical datasets and applying quality 3D geological interpretation and visualisation. His geological analysis and exploration targeting has led to the generation of highly prospective exploration projects in Far East Russia, the Stans and Eastern Europe.

The Board (excluding Dr Abzalov) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 - Re-election of Director – Mr Thomas Gladwin-Grove

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).

Mr Thomas Gladwin-Grove was appointed as a Director on 8 October 2009 and re-elected on 30 November 2012.

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

Mr Grove has experience as a private equity adviser and has been involved in raising finance for a number of companies. He has been a director of I-Trade, a web based worldwide commodity trading platform, since 2006.

The Board (excluding Mr Grove) recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Adoption of Employee Performance Rights Plan

7.1 Background

Resolution 4 seeks Shareholder approval for the adoption of the employee incentive scheme titled Employee Performance Rights Plan (**Rights Plan**) in accordance with Listing Rule 7.2, Exception 9(b).

The Rights Plan provides for the issuance of Performance Rights which, upon a determination by the Board that the performance conditions (if any) attached to the Performance Rights have been met, will result in the issue of a Share for each Performance Right.

The Company wishes to exempt issues of securities under the Rights Plan from contributing towards the rolling annual limit of 15% of issued Shares prescribed by Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities made without Shareholder approval. Shareholder approval of the Rights Plan is therefore sought under Listing Rule 7.2, Exception 9, whereby the Shareholders may approve in advance the issue of securities made under the Rights Plan as an exception to the limit under Listing Rule 7.1.

No securities have been issued under the Rights Plan and the Rights Plan has not previously been approved by Shareholders.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Rights Plan.

Pursuant to the Listing Rules, Shareholders must re-approve the Rights Plan and all unallocated Performance Rights issuable pursuant thereto every three years.

A summary of the terms of the Rights Plan is set out at Schedule 2. A copy of the Rights Plan can be obtained by contacting the Company.

7.2 Reasons for the Rights Plan

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board considers that the implementation of the Rights Plan will:

(a) enable the Company to recruit, incentivise and retain eligible employees;

(b) link the reward of eligible participants with the achievements of strategic goals and the long term performance of the Company;

(c) align the financial interests of eligible participants of the proposed Rights Plan with those of Shareholders; and

(d) provide incentives to eligible participants of the Rights Plan to focus on superior performance that creates Shareholder value.

8. Resolution 5 – Issue of Performance Rights to Mr Peter Williams

8.1 Background

The Company proposes to grant a total of 30,000,000 Performance Rights (**Williams Performance Rights**) (5.20% of the Company's issued and outstanding Equity Securities as of the date of this Explanatory Memorandum) to Mr Peter Williams under the Rights Plan and in accordance with the consultancy agreement between the Company and Mr Williams dated 20 August 2013. The principal terms of the Performance Rights to be granted to Mr Williams are summarised in Schedule 2.

In the Company's present circumstances, the Board considers that the incentive to Mr Williams that will be represented by the grant of the Williams Performance Rights, are a cost effective and efficient reward for the Company to make to appropriately incentivise the continued performance of Mr Williams and are consistent with the strategic goals and targets of the Company.

Mr Williams will be granted 10,000,000 Tranche 1 Performance Rights, 10,000,000 Tranche 2 Performance Rights and 10,000,000 Tranche 3 Performance Rights.

The Williams Performance Rights will be granted on the following performance conditions:

Tranche	Milestone	Number
Tranche 1 Performance Rights	**First Milestone** means when the closing price of the Company's shares on ASX is at $0.075 for 20 consecutive ASX trading days.	10,000,000
Tranche 2 Performance Rights	**Second Milestone** means announcement by the Company of a discovery of 75,000t of contained Ni at 2% (or equivalent) or mineralisation of equivalent in ground value which the Company decides to mine in relation to a project.	10,000,000
Tranche 3 Performance Rights	**Third Milestone** means announcement by the Company of a discovery of 125,000t of contained Ni at 2% (or equivalent) or mineralisation of equivalent in ground value which the Company decides to mine in relation to a project.	10,000,000

If the performance condition of a Performance Right is satisfied prior to the relevant milestone date, the Performance Right will vest. If the performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Right will lapse.

The Performance Rights to be granted to Peter Williams shall have an expiry date of 5 years from date of issue.

Resolution 5 seeks Shareholder approval for the grant of the Williams Performance Rights to Mr Williams (or his nominee). Shareholder approval is required under Listing Rule 10.14 because Mr Williams is a Director and the Williams Performance Rights will be granted under an employee incentive scheme, the Rights Plan.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

8.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Williams Performance Rights constitutes giving a financial benefit and Mr Williams is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Williams who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Williams Performance Rights as the exception in section 211 of the Corporations Act applies. The agreement to grant the Williams Performance Rights, reached as part of the Mr Williams' consultancy agreement, is considered reasonable remuneration in the circumstances.

8.3 Technical information required by Listing Rule 10.14

Listing Rule 10.15 requires that the following information be provided to Shareholders in relation to the grant of the Williams Performance Rights:

(a) the Performance Rights will be granted to Peter Williams, a Director of the Company;

(b) the maximum number of Performance Rights to be granted to Peter Williams pursuant to Resolution 5 is 30,000,000, comprising of 10,000,000 Tranche 1 Performance Rights, 10,000,000 Tranche 2 Performance Rights and 10,000,000 Tranche 3 Performance Rights. The actual number of Shares issued on vesting of the Performance Rights is dependent on the achievement of the performance conditions as described above;

(c) each Performance Right converts into one Share on satisfaction of the relevant performance conditions;

(d) the Performance Rights will be granted as incentive Performance Rights pursuant to Mr Williams' consultancy agreement and will be granted for no monetary consideration. Further, the exercise price of the Performance Rights will also be nil consideration;

(e) there have not been any Performance Rights granted under the Rights Plan to date;

(f) subject to the requirements of the Listing Rules and the determination of the Board, the Directors (being Mr Evan Cranston, Dr Marat Abzalov, Mr Peter Williams and Mr Thomas Gladwin-Grove), and their respective nominees and associates are entitled to participate in the Rights Plan; and

(g) the Company will grant the Performance Rights no later than 12 months after the date of the Meeting or such longer period of time as ASX may in its discretion allow.

8.4 Board recommendation

Peter Williams has an interest in Resolution 5 under which Performance Rights will be granted and therefore believes it inappropriate to make a recommendation. The other Directors are unanimously in favour of the grant of the Performance Rights in Resolution 5.

9. Resolution 6 – Issue of Performance Rights to Dr Marat Abzalov

9.1 Background

The Company proposes to grant a total of 9,999,999 Performance Rights (**Abzalov Performance Rights**) (1.74% of the Company's issued and outstanding Equity Securities as of the date of this Explanatory Memorandum) to Dr Marat Abzalov under the Rights Plan and in accordance with the consultancy agreement between the Company and Dr Abzalov dated 31 March 2014. The principal terms of the Performance Rights to be granted to Dr Abzalov are summarised in Schedule 2.

In the Company's present circumstances, the Board considers that the incentive to Dr Abzalov that will be represented by the grant of the Abzalov Performance Rights, are a cost effective and efficient reward for the Company to make to appropriately incentivise the continued performance of Mr Abzalov and are consistent with the strategic goals and targets of the Company.

Dr Abzalov will be granted 3,333,333 Tranche 1 Performance Rights, 3,333,333 Tranche 2 Performance Rights and 3,333,333 Tranche 3 Performance Rights.

The Abzalov Performance Rights will be granted on the following performance conditions:

Tranche	Milestone	Number
Tranche 1 Performance Rights	**First Milestone** means when the closing price of the Company's Shares on ASX is at $0.085 for 20 consecutive ASX trading days.	3,333,333
Tranche 2 Performance Rights	**Second Milestone** means announcement by the Company of a discovery of 75,000t of contained Ni at 2% (or equivalent) or mineralisation of equivalent in ground value which the Company decides to mine in relation to a project.	3,333,333
Tranche 3 Performance Rights	**Third Milestone** means announcement by the Company of a discovery of 125,000t of contained Ni at 2% (or equivalent) or mineralisation of equivalent in ground value which the Company decides to mine in relation to a project.	3,333,333

If the performance condition of a Performance Right is satisfied prior to the relevant milestone date, the Performance Right will vest. If the performance condition of a

Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Right will lapse.

The Performance Rights to be granted to Marat Abzalov shall have an expiry date of 5 years from issue.

Resolution 6 seeks Shareholder approval for the grant of the Abzalov Performance Rights to Dr Abzalov (or his nominee). Shareholder approval is required under Listing Rule 10.14 because Dr Abzalov is a Director and the Abzalov Performance Rights will be granted under an employee incentive scheme, the Rights Plan.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

9.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Abzalov Performance Rights constitutes giving a financial benefit and Dr Abzalov is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Abzalov who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Abzalov Performance Rights as the exception in section 211 of the Corporations Act applies. The agreement to grant the Abzalov Performance Rights, reached as part of Dr Abzalov's consultancy agreement, is considered reasonable remuneration in the circumstances.

9.3 Technical information required by Listing Rule 10.14

Listing Rule 10.15 requires that the following information be provided to Shareholders in relation to the grant of the Abzalov Performance Rights:

(a) the Performance Rights will be granted to Marat Abzalov, a Director of the Company;

(b) the maximum number of Performance Rights to be granted to Marat Abzalov pursuant to Resolution 6 is 9,999,999, comprising of 3,333,333 Tranche 1 Performance Rights, 3,333,333 Tranche 2 Performance Rights and 3,333,333 Tranche 3 Performance Rights. The actual number of Shares issued on vesting of the Performance Rights is dependent on the achievement of the performance conditions as described above;

(c) the Performance Rights will be granted as incentive Performance Rights pursuant to Dr Abzalov's consultancy agreement and will be granted for no monetary consideration. Further, the exercise price of the Performance Rights will also be nil consideration;

(d) there have not been any Performance Rights granted under the Rights Plan to date;

(e) subject to the requirements of the Listing Rules and the determination of the Board, the Directors (being Mr Evan Cranston, Dr Marat Abzalov, Mr Peter Williams and Mr Thomas Gladwin-Grove), and their respective nominees and associates are entitled to participate in the Rights Plan; and

(f) the Company will grant the Performance Rights no later than 12 months after the date of the Meeting or such longer period of time as ASX may in its discretion allow.

9.4 Board recommendation

Marat Abzalov has an interest in Resolution 6 under which Performance Rights will be granted and therefore believes it inappropriate to make a recommendation. The other Directors are unanimously in favour of the grant of the Performance Rights in Resolution 6.

10. Resolution 7 – Approval of 10% Placement Facility

10.1 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 2014, the Company has a market capitalisation of approximately $8.7 million. The Company is 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 10.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

Resolution 7 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).

10.2 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 x 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 547,341,477 Shares and therefore has a capacity to issue:

(i) 82,101,221 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 3 54,734,148 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 10.2(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**).

10.3 Listing Rule 7.1A

The effect of Resolution 3 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.

10.4 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**		
		$0.008 **50% decrease in Issue Price**	$0.016 **Issue Price**	$0.032 **100% increase in Issue Price**
Current Variable A 547,341,477 Shares	**10% Voting Dilution**	54,734,148 Shares	54,734,148 Shares	54,734,148 Shares
	Funds raised	$437,873	$875,746	$1,751,493
50% increase in current Variable A 821,012,216 Shares	**10% Voting Dilution**	82,101,222 Shares	82,101,222 Shares	82,101,222 Shares
	Funds raised	$656,810	$1,313,620	$2,627,240
100% increase in current Variable A 1,094,682,954 Shares	**10% Voting Dilution**	109,468,295 Shares	109,468,295 Shares	109,468,295 Shares
	Funds raised	$875,746	$1,751,493	$3,502,985

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 or Convertible Notes (including any Options or Convertible Notes issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(iii) 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%.

(iv) 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.

(v) 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.

(vi) 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.

(vii) The issue price is $0.016, being the closing price of the Shares on ASX on 27 October 2014.

(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 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 29 November 2013. In the 12 months preceding the date of the 2014 Annual General Meeting and as at the date of this Notice, the Company has issued 91,897,413 Equity Securities and this represents 15.96% 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 2014 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
30/12/13	41,879,413	Shares[2]	Existing Shareholders via a rights issue and sophisticated investors via allocation of shortfall	$0.01 representing a discount of 37.5% to the market price at the date of issue	$418,794.13 was raised, of which nil has been spent. The funds will be used to progress the Company's new exploration strategy in Scandinavia, for its existing projects, the identification of quality projects in Europe and general working capital.
30/12/13	32,250,000	Shares[2]	Sophisticated investors	$0.01 representing a discount of 37.5% to the market price at the date of issue	$322,500 was raised, of which nil has been spent. The funds will be used to progress the Company's new exploration strategy in Scandinavia, for its existing projects, the identification of quality projects in Europe and general working capital.
19/03/14	17,750,000	Shares[2]	Sophisticated investors	$0.01 representing a discount of 33.3% to the market price at the date of issue	$177,500 was raised, of which nil has been spent. The funds will be used to progress the Company's new exploration strategy in Scandinavia, for its existing projects, the identification of quality projects in Europe and 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 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.

11. Resolution 8 – Ratification of prior issue of Shares

11.1 General

As announced to ASX on 24 December 2013, the Company undertook a two tranche placement and issued 50,000,000 Shares to sophisticated investors at an issue price of $0.01 per Share to raise $500,000.

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

11.2 Listing Rule 7.4

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more 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.

Listing Rule 7.4 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 purpose of Listing Rule 7.1.

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

The effect of the Shareholders passing Resolution 8 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

11.3 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 Shares:

(a) a total of 50,000,000 Shares were issued as follows:

  (i) 32,250,000 Shares were issued on 30 December 2013; and

  (ii) 17,750,000 Shares were issued on 19 March 2014;

(b) the Shares were issued at an issue price of $0.01 per Share;

(c) the 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 Shares were issued to sophisticated investors, none of whom are related parties of the Company; and

(e) the funds raised from this issue will be used to progress the Company's new exploration strategy in Scandinavia, for its existing projects, the identification of quality projects in Europe and general working capital.

12. Resolution 9 – Approval of Employee Option Plan

12.1 Background

The Company considers that it is desirable to maintain an option plan under which employees (including Directors) of the Company may be offered the opportunity to subscribe for Options to acquire Shares in order to increase the range of potential incentives available to them and to strengthen links between the Company and its employees (including Directors). Accordingly, the Company proposes to retain its Employee Option Plan, a summary of the terms of which are set out in Schedule 3 (**Option Plan**). A complete copy of the Option Plan is available by contacting the Company Secretary who will provide a copy of the Option Plan free of charge.

Resolution 9 seeks Shareholder approval in accordance with Exception 9(b) of Listing Rule 7.2 for the Company to issue securities under the Scheme without prior Shareholder approval and in reliance on the exception to Listing Rule 7.1.

12.2 Reasons for the Plan

The Company established the Option Plan to provide additional incentives to the employees (including Directors) of the Company and to recognise their contribution to the Company's success.

Under the Option Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Options in the Company as the Board may decide and on the terms set out in the rules of the Option Plan.

To enable the Company to secure employees and Directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Option Plan is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

The Company wishes to exempt issues of securities under the Options Plan from contributing towards the rolling annual limit of 15% of issued Shares prescribed by Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities made without Shareholder approval. Shareholder approval of the Options Plan is therefore sought under Listing Rule 7.2, Exception 9, whereby the Shareholders may approve in advance the issue of securities made under the Options Plan as an exception to the limit under Listing Rule 7.1.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Options Plan.

Since the Scheme was established and a summary of its terms were set out in the Company's general meeting held on 2 September 2011, 4,300,000 Options have been issued under the terms of the Scheme.

Pursuant to the Listing Rules, Shareholders must re-approve the Options Plan every 3 years.

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 10.1.

10% Placement Period has the meaning given in Section 10.2(f).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2014.

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.

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.

Option Plan means the Employee Option Plan the subject of Resolution 9 and as summarised in Schedule 3.

Performance Right means an entitlement to a Share subject to satisfaction of any performance conditions.

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.

Rights Plan means the Employee Performance Rights Plan the subject of Resolution 4 and as summarised in Schedule 2.

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 the terms of the Employee Performance Rights Plan

Set out below is a summary of the terms and conditions of the Employee Performance Rights Plan (**Rights Plan**):

The Board is cognizant of general Shareholder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Shares are automatically issued. Each Performance Right converts into one Share on satisfaction of the relevant performance conditions.

1. Eligible Participants

The eligible participants under the Rights Plan are:

(a) full time employees and permanent part-time employees of the Company and its subsidiaries;

(b) Directors; and

(c) any other person who is determined by the Board to be an eligible employee.

2. Limits on Entitlements

An offer of Performance Rights may only be made under the Rights Plan if the number of Shares that may be acquired on exercise of those Performance Rights, when aggregated with:

(a) the number of Shares which would be issued if each outstanding offer, right or option to acquire unissued Shares, being an offer made or right or option acquired pursuant to the Rights Plan or any other incentive scheme, was to be accepted or exercised (as the case may be); or

(b) the number of Shares issued during the previous 5 years pursuant to the Rights Plan or any other incentive scheme,

but disregarding an offer made, or Performance Rights acquired or Shares issued by way of or as a result of:

(c) an offer to a person situated at the time of receipt of the offer outside Australia;

(d) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or

(e) an offer made under a disclosure document,

does not exceed 5% (or such other maximum permitted under any ASIC Class Order providing relief from the disclosure regime of the Corporations Act) of the total number of issued Shares as at the time of the offer.

3. Individual Limits

The Rights Plan does not set out a maximum number of Shares that may be made issuable to any one person.

4. Consideration Payable

Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

5. Offer and Performance Conditions

Performance Rights issued under the Rights Plan to eligible participants will be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (the **Offer**) made by the Company to the eligible participant. The performance conditions may include one or more of:

(a) service to the Company of a minimum period of time;

(b) achievement of specific performance conditions by the participant and/or by the Company;

(c) a minimum vesting period following satisfaction of performance conditions before the Performance Rights vest (if required); or

(d) such other performance conditions as the Board may determine and set out in the Offer.

The Board in its absolute discretion determines whether performance conditions have been met and whether Performance Rights have vested.

6. Expiry Date & Lapse

Performance Rights will have an expiry date upon which unvested Performance Rights will lapse, as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval. A milestone date may be extended where the Board (in its sole discretion) considers that unforseen circumstances or events have caused a delay in achieving a performance condition by the milestone date.

7. Retirement, Disability, Redundancy or Death

Under the Rights Plan, upon the death, total and permanent disability, bona fide redundancy or retirement of a participant, the participant will be permitted to continue to hold Performance Rights in respect of which one or more of the relevant performance conditions have not been satisfied (but have not lapsed).

8. Forfeiture

If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company at any time, the Performance Rights then held by him or her will automatically lapse or if such Performance Rights have been exercised any Shares acquired upon exercise thereof will be automatically forfeited and the participant will either:

(a) be deemed to have agreed to sell such Shares to the Company pursuant to an Employee Share Scheme Buy-Back (as defined in the Corporations Act) for no consideration; or

(b) be deemed to have appointed any officer of the Company as his or her agent to sell such Shares on market.

In the event the underlying Shares have been sold by the participant the participant will be required to pay all or part of the net proceeds of that sale to the Company.

9. Assignment

Without approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

10. Takeover Bid or Change of Control

All Performance Rights automatically vest if:

(a) a Court approves a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, subdivision, reduction or return) of the issued capital of the Company);

(b) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Shares in the Company; or

(c) any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.

11. Alteration in Share Capital

Appropriate adjustments will be made to Performance Rights in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

12. Pro Rata Issue of Securities

A participant may only participate in a new issue of Shares or other securities of the Company to holders of Shares if the Performance Right has been exercised in accordance with its terms before the record date for determining entitlements to the issue.

13. Bonus Issue

If, during the term of any Performance Right, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

14. Participation in other Opportunities

There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

15. Termination, Suspension or Amendment

The Board may terminate, suspend or amend the Rights Plan at any time subject to any resolution of the Company required by the Listing Rules.

Schedule 3 - Summary of the terms of the Employee Option Plan

Set out below is a summary of the terms and conditions of the Employee Option Plan:

(a) Each Option entitles the holder, on exercise, to the number of Shares specified in the Option.

(b) Shares issued on exercise of Options will upon allotment rank equally with other Shares of the Company.

(c) An Option may only be exercised after that Option has vested, if any vesting conditions are imposed, after any conditions associated with the exercise of the Option are satisfied and before its expiry date. The Board may determine whether any vesting period should apply and what those vesting conditions should be. On the grant of an Option the Board may in its absolute discretion impose other conditions on the exercise of an Option.

(d) The exercise price of each Option issued under the Option Plan will be determined by the Board when it resolves to offer the Options, and will be not less than 80% of the average closing sale price of the Shares on ASX over the five trading days immediately preceding the day of the announcement of the issue of Options by the Board.

(e) The expiry date of an Option will be determined by the Board, and will be no later than 5 years after the date of issue.

(f) An Option will lapse upon the first to occur of its expiry date, or voluntary resignation of the employee or voluntary termination of the consultancy contract, or the holder acting fraudulently or dishonestly in relation to the Company.

(g) An Option will lapse after 6 months of a participant's death, permanent illness or physical or mental incapacity or a participant's redundancy or termination of consulting contract initiated by the Company, other than as a direct result of change sale of the Company.

(h) If the Company enters into a scheme of arrangement, a takeover bid is made for the Company's Shares, or a party acquires a sufficient interest in the Company to enable them to replace the Board, or the Board considers that a change of control event has occurred (or the Board forms the view that one of those events is likely to occur) then the Board may declare an Option to be free of any conditions of exercise. Options which are so declared may be exercised at any time on or before they lapse.

(i) Options may not be transferred other than to a nominee of the participant, within the meaning prescribed under tax legislation in Australia. Quotation of Options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of Options.

(j) There are no participating rights or entitlements inherent in the Options and holders 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 the record date for determining entitlements to any such issue will be at least 9 Business Days after the issue is announced.

(k) If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves (**Bonus Issue**), each Option holder holding any Options which have not expired at the time of the record date

for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those Options, the number of Shares which would have been issued under the Bonus Issue (**Bonus Shares**) to a person registered as holding the same number of Shares as that number of Shares to which the Option holder may subscribe for, pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise).

(l) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Options, the number of Options to which each Option holder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.