

Boulder Steel Limited
ACN 009 074 588
(Company)

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN THAT A GENERAL MEETING OF THE MEMBERS OF BOULDER STEEL LIMITED WILL BE HELD AT, AND TO CONDUCT THE BUSINESS SPECIFIED, BELOW:

DATE: Wednesday, 18 March 2009
TIME: 11.00 AM
LOCATION: Stamford Grand Hotel, cnr. Epping and Herring Roads, North Ryde
NSW 2113

BUSINESS

RESOLUTION 1 – RE-ELECTION OF MR RICHARD MARTIN AS A DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Richard Martin be re-elected as a director of Boulder Steel Limited with effect from the conclusion of the meeting.”

RESOLUTION 2 – APPROVAL OF ISSUE OF 2012 OPTIONS TO NON-RELATED PARTIES

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the shareholders of the Company approve, pursuant to Listing Rule 7.1, of a placement to persons who are not related parties of the Company, pursuant to a prospectus to be lodged with the Australian Securities & Investments Commission, of up to 244,808,265 options expiring on 31 March 2012 to subscribe for ordinary shares in the capital of the Company on terms more fully described in the notice of meeting.”

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RESOLUTION 3 – APPROVAL OF ISSUE OF 2012 OPTIONS TO RELATED PARTIES

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the shareholders of the Company approve, pursuant to Listing Rule 10.11, of a placement to persons who are related parties of the Company, pursuant to a prospectus to be lodged with the Australian Securities & Investments Commission, of up to 5,191,735 options expiring on 31 March 2012 to subscribe for ordinary shares in the capital of the Company on terms more fully described in the notice of meeting.”

Proxies

A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. A proxy need not be a member of the Company. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

The proxy form must be signed by the member or the member's attorney, duly authorised in writing. Proxies given by corporations must be signed either under seal or under the hand of its attorney, director or secretary.

To be valid, the proxy form and the power of attorney (if any) under which it is signed (or a certified copy of it) must be either:

- *delivered by post in the reply paid envelope to Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001*
- *faxed to Computershare by fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)*

not less than 48 hours before the time for holding the meeting. A proxy form accompanies this Notice of Meeting.

In accordance with Corporations Regulation 7.11.37, the Board has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are registered holders at 7 pm (Sydney time) on Monday, 16 March 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board

Daniel Owen
Company Secretary
Boulder Steel Ltd
10 February 2009

Explanatory Notes

Resolution 1 – Re-election of Mr Richard Martin as a Director

Mr Richard Martin, having been appointed by the Board on 3 December 2008 as a Director under clause 11.4 of the Constitution, offers himself for re-election.

Mr Martin obtained a Bachelor of Business degree with a major in accounting from Charles Sturt University in 1980. He became a Chartered Accountant in 1983 and was in public practice until 1997 with twelve years as a principal of a medium sized Sydney practice.

During his time in public practice Mr Martin was involved in working in the areas of accounting services and taxation. He obtained significant experience in start-up and operational businesses with exposure to hospitality, oil and gas, resource and property industries. His work included complex business structuring, financing, management of foreign currency exposure, listing of companies on the Australian Stock Exchange (as it then was) and the establishment and operation of accounting and reporting systems.

Since ceasing public practice in 1997, Mr Martin has worked as an executive director in a small investment company in Sydney. His experience has been focussed on property development and management; plus technology start-up, development and financing.

In 2005, Mr Martin became a director of BioLayer Corporation Limited, an ASX listed company, as a part of a merger, and has been involved with financing and capital raising for this company.

In recent years, Mr Martin has obtained extensive experience in the establishment and operation of management systems in emerging companies as well as negotiating, financing and implementing the sale and purchase of enterprises, plus ongoing control of management operations.

Resolution 2 - Approval of the Issue of 2012 Options to non-related parties

The Company proposes to issue up to a total of 250,000,000 options expiring on 31 March 2012 to subscribe for ordinary shares in the capital of the Company (**2012 Options**). Up to 148,289,418 2012 Options are to be offered to those persons who held, on 30 November 2008, listed options which expired on that date to subscribe for ordinary shares in the capital of the Company (**2008 Options**), on the basis of one 2012 Option for each 2008 Option held (**Entitlement Offer**). The balance of 2012 Options will be offered to investors determined by the directors of the Company at their discretion (**Discretionary Offer**).

Of the 148,289,418 2012 Options the subject of the Entitlement Offer, 5,191,735 2012 Options are to be offered to persons who are related parties of the Company, and shareholder approval to the issue of these Options to related parties is dealt with in Resolution 3.

Listing rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the Company held at the beginning of the 12 month period, except with the prior approval of shareholders of the Company in general meeting of the terms and conditions of the proposed issue.

The following information is provided as required by Listing Rule 7.3.

Maximum number of securities (Listing Rule 7.3.1)

The maximum number of 2012 Options the Company will issue for which approval is sought under this resolution is 244,808,265. Of this number, up to 143,097,683 2012 Options will be issued under the Entitlement Offer to persons who are not related parties of the Company. This is based on the fact that

143,097,683 2008 Options were on issue and held by persons who are not related parties of the Company on the date the 2008 Options expired on 30 November 2008. The Company presently proposes to exclude some persons who held 2008 Options on their expiry date from the offer of 2012 Options. Such excluded persons are persons who held 2008 Options with registered addresses outside Australia, the EU and Switzerland. The Company has decided that it would be unreasonable to make the offer to such excluded persons having regard to the number of holders in such places, the number and value of 2012 Options they would be offered and the costs of complying with the relevant requirements in those places.

Proposed timetable (Listing Rule 7.3.2)

The proposed date on which the Company will issue the 2012 Options is 15 April 2009 but in any event the 2012 Options under the Entitlement Offer (excluding to any related parties participating in the Entitlement Offer) and the 2012 Options under the Discretionary Offer will be issued by no later than 18 June 2009, being 3 months after the date of the general meeting.

Issue price (Listing Rule 7.3.3)

The subscription price of each 2012 Option is 0.25 cent. Each 2012 Option entitles the holder to subscribe for and be allotted one ordinary share in the capital of the Company upon payment of the exercise price of 10 cents.

Names of allottees or the basis upon which the allottees will be identified or selected (Listing Rule 7.3.4)

2012 Options under the Entitlement Offer will be offered to those persons who held 2008 Options on their expiry date of 30 November 2008, on the basis of one 2012 Option for each 2008 Option held.

2012 Options under the Discretionary Offer will be offered to investors determined by the directors at their discretion.

Terms of the 2012 Options (Listing Rule 7.3.5)

The Company will apply to the ASX for the 2012 Options to be quoted. If ordinary shares in the Company are quoted on ASX at the time of exercise of the options, the Company will apply to ASX for quotation of shares issued on exercise of the options within 10 business days of allotment of the shares.

An option holder may not participate in a new issue of securities by the Company without first exercising the options. The Company will send a notice to each option holder at least 6 business days before the record date applicable to that new issue. If the Company offers shares by way of a pro-rata rights issue (other than a bonus issue) to the holders of ordinary shares, the exercise price of an option will be reduced in accordance with the formula in Listing Rule 6.22.2. If there is a bonus issue to the holders of ordinary shares then the number of shares over which option is exercisable will be increased by the number of shares which the option holder would have received under the bonus issue if the option had been exercised before the record date for the bonus issue. In the event of any reorganisation (including subdivision, consolidation, reduction, return or cancellation) of the issued capital of the Company, the rights of an option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules governing reorganisations in force at the time of the reorganisation.

The directors of the Company may vary the option terms without the consent of an option holder if they reasonably consider that the variation is required to ensure compliance with the ASX Listing Rules or any law binding on the Company or does not adversely affect the option holder's rights.

The intended use of funds raised (Listing Rule 7.3.6)

Funds raised by the issue of the options and of shares issued on exercise of the options will be applied to working capital for the development of the Company's projects and for head office operations.

Voting exclusion statement (Listing Rule 7.3.8)

Any vote cast on Resolution 2 by any person who may participate in the proposed issue of options, or who might obtain a benefit (except a benefit solely in the capacity as a shareholder) if the resolution is passed, or an associate of any such person, shall be disregarded. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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.

Resolution 3 - Approval of the Issue of 2012 Options to related parties

As explained in the explanatory notes for Resolution 2, 5,191,735 2012 Options are to be offered under the Entitlement Offer to certain related parties of the Company who held 2008 Options on 30 November 2008.

Listing Rule 10.11 prohibits a listed company from issuing or agreeing to issue equity securities to related parties (including directors) without shareholder approval.

The following information is provided as required by Listing Rule 10.13.

Maximum number of securities (Listing Rule 10.13.2)

The maximum number of 2012 Options the Company will issue for which approval is sought under this resolution is 5,191,735.

Proposed timetable (Listing Rule 10.13.3)

The proposed date on which the Company will issue the 2012 Options is 15 April 2009 but in any event the 2012 Options under the Entitlement Offer to any related parties participating in the Entitlement Offer will be issued by no later than 18 April 2009, being 1 month after the date of the general meeting.

Issue price (Listing Rule 10.13.5)

The subscription price of each 2012 Option is 0.25 cent. Each 2012 Option entitles the holder to subscribe for and be allotted one ordinary share in the capital of the Company upon payment of the exercise price of 10 cents.

Names of allottees or the basis upon which the allottees will be identified or selected (Listing Rules 7.3.4 and 10.13.1)

2012 Options under the Entitlement Offer will be offered to those persons who held 2008 Options on their expiry date of 30 November 2008, on the basis of one 2012 Option for each 2008 Option held.

The names of the related parties who held 2008 Options on their expiry date and hence may participate in the proposed issue of 2012 Options under the Entitlement Offer, and the number of 2012 Options that may be issued to them under the Entitlement Offer, is set out in the table below:

Related party	Relationship with director (if applicable)	Number of 2012 Options
Stelplate Pty Ltd	Superannuation fund controlled by Dr Peter Hans Wallner, former director*	2,351,800
Mrs Antonia Wallner-Snijders	Spouse of Dr Wallner	118,248
Mr Alexander Wallner	Son of Dr Wallner	785,216

Mrs Fiona Diana Martin	Spouse of Richard Martin, director	936,471
Mr Carl Ulrich Moser		1,000,000

* Dr Wallner ceased to be a director on 22 October 2008, however he remains a related party of the Company until 22 April 2009.

Terms of the 2012 Options (Listing Rule 10.13.5)

The Company will apply to the ASX for the 2012 Options to be quoted. If ordinary shares in the Company are quoted on ASX at the time of exercise of the options, the Company will apply to ASX for quotation of shares issued on exercise of the options within 10 business days of allotment of the shares.

An option holder may not participate in a new issue of securities by the Company without first exercising the options. The Company will send a notice to each option holder at least 6 business days before the record date applicable to that new issue. If the Company offers shares by way of a pro-rata rights issue (other than a bonus issue) to the holders of ordinary shares, the exercise price of an option will be reduced in accordance with the formula in Listing Rule 6.22.2. If there is a bonus issue to the holders of ordinary shares then the number of shares over which option is exercisable will be increased by the number of shares which the option holder would have received under the bonus issue if the option had been exercised before the record date for the bonus issue. In the event of any reorganisation (including subdivision, consolidation, reduction, return or cancellation) of the issued capital of the Company, the rights of an option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules governing reorganisations in force at the time of the reorganisation.

The directors of the Company may vary the option terms without the consent of an option holder if they reasonably consider that the variation is required to ensure compliance with the ASX Listing Rules or any law binding on the Company or does not adversely affect the option holder's rights.

The intended use of funds raised (Listing Rule 10.13.6A)

Funds raised by the issue of the options and of shares issued on exercise of the options will be applied to working capital for the development of the Company's projects and for head office operations.

Voting exclusion statement (Listing Rule 10.13.6)

Any vote cast on Resolution 3 by any person who may participate in the proposed issue of options, or who might obtain a benefit (except a benefit solely in the capacity as a shareholder) if the resolution is passed, or an associate of any such person, shall be disregarded. However, the Company need not disregard a vote if:

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

For personal use only

Boulder Steel Limited

ABN 78 009 074 588

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

000001 000 BGD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 11.00am (Sydney time) Monday 16 March 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



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- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Boulder Steel Limited hereby appoint

the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Boulder Steel Limited to be held at Stamford Grand Hotel, cnr. Epping and Herring Roads, North Ryde NSW 2113 on Wednesday, 18 March 2009 at 11.00am and at any adjournment of that meeting.

Important for Item 3: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Mr Richard Martin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Issue of 2012 Options to non-related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue of 2012 Options to related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

BGD

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