



**BOSS**  
ENERGY LTD

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**BOSS ENERGY LIMITED**

**ACN 116 834 336**

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**NOTICE OF GENERAL MEETING**

**The general meeting of the Company will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 29 April 2022 at 10:00am (AWST).**

*Boss Energy Limited (**Company**) advises Shareholders that the general meeting (**Meeting**) will be held in compliance with any restrictions on public gatherings in Australia.*

*Due to the evolving COVID-19 situation, it may not be possible for Shareholders to physically attend the Meeting. As a result, the Company strongly encourages all Shareholders to vote by directed proxy rather than attend the meeting in person. Proxy forms for the meeting should be lodged before 10:00am (AWST) on Wednesday, 27 April 2022.*

*Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to [mohara@bossenergy.com](mailto:mohara@bossenergy.com) by no later than 5.00pm (AWST) on Thursday, 28 April 2022.*

*If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.*

*This Notice 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) 6263 4494**

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

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# BOSS ENERGY LIMITED

ACN 116 834 336

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of shareholders of Boss Energy Limited (**Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 29 April 2022 at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum 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, 27 April 2022 at 5:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

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

## AGENDA

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### 1 Resolution 1 – Ratify Tranche 1 Placement Shares issued under Listing Rule 7.1

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 approve and ratify the prior issue of 42,822,015 Shares issued under Listing Rule 7.1 at an issue price of \$2.15 each, on the terms and conditions in the Explanatory Memorandum.'*

#### Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of persons who participated in the issue or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 2 Resolution 2 – Approve Issue of Tranche 2 Placement 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 7.1 and for all other purposes, Shareholders approve the issue of up to 12,991,938 Shares at an issue price of \$2.15 each, on the terms and conditions in the Explanatory Memorandum.'*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 29 March 2022

**By order of the Board**

Mathew O'Hara

Company Secretary

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# BOSS ENERGY LIMITED

ACN 116 834 336

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## EXPLANATORY MEMORANDUM

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### 1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This 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	Background to Resolutions 1 and 2
Section 4	Resolution 1 – Ratify Tranche 1 Placement Shares issued under Listing Rule 7.1
Section 5	Resolution 2 – Approve Issue of Tranche 2 Placement Shares
Schedule 1	Definitions

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

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### 2 Action to be taken by Shareholders

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

The Company advises that a poll will be conducted for all 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. Returning the 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Wednesday, 27 April 2022, being at least 48 hours before the Meeting.

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

## 2.2 Attendance at Meeting

The Company advises Shareholders that the Meeting will be held in compliance with any government restriction on gatherings in Australia (and/or Western Australia). Due to the evolving COVID-19 situation, the Company strongly encourages all Shareholders to vote by directed proxy rather than attend the meeting in person.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://www.bossenergy.com/>.

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## 3 Background to Resolutions 1 and 2

On 16 March 2022, the Company announced an equity raising (**Equity Raising**) comprising:

- (a) a placement of an aggregate of 55,813,953 Shares each at an issue price of \$2.15 to institutional, professional and sophisticated investors to be completed in two tranches of:
- (i) 42,822,015 Shares (**Tranche 1 Placement Shares**) issued under the Company's existing placement capacity pursuant to Listing Rule 7.1 (**Tranche 1 Placement**); and
  - (ii) 12,991,938 Shares (**Tranche 2 Placement Shares**) to be issued subject to Shareholder approval under Resolution 2 (**Tranche 2 Placement**),
- to raise up to a total of approximately \$120 million (before costs) (**Placement**); and
- (b) a share purchase plan to eligible shareholders with a registered address in Australia and New Zealand to subscribe for up to \$20,000 worth of Shares each to raise up to a further \$5 million (before costs) at an offer price of \$2.15 per Share (being the same issue price as the Placement).

Proceeds raised under the Equity Raising will be used to fund the development of the Company's Honeymoon Uranium Project in South Australia (**Honeymoon Project**), for general working capital and for costs of the Equity Raising.

Macquarie Capital, Aitken Murray Capital Partners Pty Ltd and Cannacord Genuity (Australia) Limited provided capital raising services to the Company in connection with the Placement.

Refer to the Company's ASX announcement of 16 March 2022 for further details of the Equity Raising.

The Tranche 1 Placement Shares were issued on 23 March 2022. Refer to the Appendix 2A lodged by the Company on ASX on 23 March 2022.

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## **4 Resolution 1 – Ratify Tranche 1 Placement Shares issued under Listing Rule 7.1**

### **4.1 General**

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 and for all other purposes for the issue of the Tranche 1 Placement Shares (pursuant to the Company's capacity under Listing Rule 7.1) to institutional, professional and sophisticated investors (who are not related parties or associates of related parties of the Company) to raise approximately \$92 million (before costs).

Refer to Section 3 for further details of the Placement.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolutions 1.

### **4.2 Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 1 seeks Shareholder approval for the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### **4.3 Specific information required by Listing Rule 7.5**

In accordance with Listing Rule 7.5, information is provided in relation to the Tranche 1 Placement Shares as follows:

- (a) on 23 March 2022, the Company issued 42,822,015 Shares to institutional, professional and sophisticated investors identified by Macquarie Capital, Aitken Murray Capital Partners Pty Ltd and Canaccord Genuity (Australia) Limited as part of the bookbuild process for the Placement. None of the participants are related parties of the Company or 'material investors' under ASX Guidance Note 21;
- (b) the Tranche 1 Placement Shares were all fully paid ordinary shares in the Company and will rank equally in all respects with the Company's existing Shares on issue;

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- (c) the Tranche 1 Placement Shares were issued on 23 March 2022;
  - (d) the Tranche 1 Placement Shares were issued at \$2.15 per Share;
  - (e) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately \$92 million (before costs), which will be used to fund development of the Honeymoon Project, for general working capital and for costs of the Equity Raising;
  - (f) the Tranche 1 Placement Shares were issued pursuant to short form subscription letters pursuant to which subscribers under the Placement agreed to be issued Tranche 1 Placement Shares at an issue price of \$2.15 per Share; and
  - (g) a voting exclusion statement is included in the Notice for Resolution 1 .

#### 4.4 **Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

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## 5 **Resolution 2 – Approve Issue of Tranche 2 Placement Shares**

### 5.1 **General**

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 and for all other purposes for the issue of the Tranche 2 Placement Shares to institutional, professional and sophisticated investors (who are not related parties or associates of related parties of the Company) to raise approximately \$28 million (before costs).

Refer to Section 3 for further details of the Placement.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

### 5.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is detailed in Section 4.2 above.

The issue of the Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the Company's 15% placement capacity under Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval to issue the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to issue the Tranche 2 Placement Shares and, by extension, will not raise approximately \$28 million (before costs) and will need to seek alternative sources of financing to fund the full development of the Honeymoon Project. However, the Company advises that it currently holds approximately \$17 million cash and 1.25Mlbs of strategic uranium inventory valued at A\$100 million<sup>1</sup> which provides additional balance sheet flexibility.

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<sup>1</sup> 1.25Mlbs of strategic uranium inventory valued at A\$100 million based on a US\$60/lb uranium price and AUD:USD 0.72.

### 5.3 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, information is provided in relation to the Tranche 2 Placement Shares as follows:

- (a) up to a maximum of 12,991,938 Shares will be issued to institutional, professional and sophisticated who participated in the Tranche 1 Placement, identified Macquarie Capital, Aitken Murray Capital Partners Pty Ltd and Canaccord Genuity (Australia) Limited as part of the bookbuild process for the Placement. None of the participants are related parties of the Company or 'material investors' under ASX Guidance Note 21;
- (b) the Tranche 2 Placement Shares will all be fully paid ordinary shares in the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (c) the Tranche 2 Placement Shares will be issued on or around 3 May 2022, and in any event, no later than 3 months after the date of the Meeting;
- (d) the Tranche 2 Placement Shares will have an issue price of \$2.15 per Share;
- (e) the purpose of the issue of the Tranche 2 Placement Shares is to raise approximately \$28 million (before costs), which will be used to fund development of the Honeymoon Project, for general working capital and for costs of the Equity Raising;
- (f) the Tranche 2 Placement Shares will be issued pursuant to short form subscription letters pursuant to which subscribers under the Placement will be issued Tranche 2 Placement Shares at an issue price of \$2.15 per Share; and
- (g) a voting exclusion statement is included in the Notice for Resolution 2.

### 5.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

## Schedule 1

### Definitions

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

**\$** means Australian Dollars;

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Company** means Boss Energy Limited (ACN 116 834 336).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Equity Raising** has the meaning given in Section 3.

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

**Honeymoon Project** has the meaning given in Section 3.

**Listing Rules** means the listing rules of ASX.

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

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Placement** has the meaning given in Section 3.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Tranche 1 Placement** has the meaning given in Section 3.

**Tranche 1 Placement Shares** has the meaning given in Section 3.

**Tranche 2 Placement** has the meaning given in Section 3.

**Tranche 2 Placement Shares** has the meaning given in Section 3.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 27 April 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to track your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON RESOLUTIONS

You may direct your proxy how to vote by marking one of the boxes opposite each resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the resolutions, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

