



29 June 2012

Dear Shareholders

SHARE PURCHASE PLAN OFFER

Boss Resources Limited ABN 38 116 834 336 (**Company**) wishes to raise up to \$500,000 pursuant to the Boss Resources Limited Share Purchase Plan (**Plan**).

The Plan offers eligible shareholders the ability to subscribe for up to AUD\$15,000 worth of fully paid ordinary shares in the Company (**Shares**) through the Plan.

To be eligible, you were required to be registered as a holder of Shares, with a registered address in Australia, New Zealand or any other jurisdictions in which the Company is able to determine that the offer made under the Plan is legally permissible as at 5.00pm (WST) on 16 May 2012 (**Eligible Shareholders**).

The proceeds of the share offers will be used toward furthering the Company's exploration activities, in particular in Burkina Faso and for working capital purposes.

The offer of Shares under the Plan (**Offer**) opens on 29 June 2012 and **closes at 5pm (WST)** on 19 July 2012. No late applications will be accepted, however the directors of the Company (**Directors**) reserve the right to extend the closing date.

The purchase price for each Share under the Plan is \$0.06 per Share being the same price as the Shares issued to sophisticated and institutional investors under a placement as announced on 17 May 2012. This price is a 25% discount to the average market price of Shares in the Company sold on the Australian Securities Exchange (**ASX**) during the previous five trading days ending 16 May 2012.

The market price of Shares in the Company may rise or fall between the date of this Offer and the date that Shares are issued to you under this Offer. This means that the price at which Shares are issued to you under this Offer may be greater or less than the prevailing market price of Shares at the date of this Offer. Further, the issue price may exceed the price at which you would be able to buy Shares on the market at the same time that Shares are issued to you under this Offer. We recommend that you seek financial advice from a suitably qualified adviser before you decide to participate in this Offer.

The maximum number of Shares that will be issued under the Plan is approximately 8,333,333 to raise a maximum of \$500,000. The Plan is not underwritten. However, the Directors reserve the right to place any shortfall under the Plan in their absolute discretion at a price not less than the price of the Shares being offered under the Plan.

Participation

If you are eligible to subscribe for Shares under the Plan and you wish to participate, you must subscribe for a minimum parcel of 25,000 Shares for a consideration of AUD\$1,000, a parcel of 100,000 Shares for a consideration of AUD\$6,000, a parcel of 150,000 Shares for a

consideration of AUD\$9,000 or a maximum parcel of 250,000 Shares for a consideration of AUD\$15,000. No fraction of Shares will be issued. The Company reserves the right to allot fewer Shares than an eligible shareholder applies for under the Offer, or no Shares and any determination by the Directors in respect of any scaling back will be final. If a scale back occurs, the Company will refund any excess application money to eligible shareholders (without interest). In the event the Company wishes to allot fewer Shares than an eligible shareholder applies for, the Company proposes to scale back applications on a pro rata basis.

Shareholder Approval

The Company is seeking to obtain shareholder approval for the issue of the Shares pursuant to the Plan. In the event that shareholder approval is not obtained, the Company may elect to issue the Shares pursuant to the Plan to the extent it is able under the Company's Listing Rule 7.1 placement capacity or Listing Rule 7.2 Exception 15 (if applicable). Shareholder meeting will be held on 30 July 2012. Refer to the notice of meeting dated on the date of this letter.

If required, the Company will scale back applications in such manner as the Directors see fit.

Terms and Conditions

Please carefully read the terms and conditions relating to the Offer, as you will be bound by them.

If you have any questions in respect of the Plan, the Offer, or these terms and conditions please contact the Company Secretary on +61 8 6143 6730.

Yours sincerely



Leigh Ryan
Managing Director

KEY DATES

Date	Details
16 May 2012	Record Date 5pm (WST) The date of which the Company determined eligible shareholders.
29 June 2012	Opening Date The date on which the Plan opens.
19 July 2012	Closing Date The date on which the Plan closes. Applications and payments must be received by 5pm (WST).
31 July 2012	Allotment Date The date shares under the Plan are allotted, any scale back and the issue price of the shares is announced.
1 August 2012	Despatch Date The date on which holding statements are sent to shareholders.
2 August 2012	Share Trading Date The date on which it is expected that shares under the Plan will commence trading on the ASX.

TERMS AND CONDITIONS

The following are the terms and conditions of the Offer under the Plan (**Terms and Conditions**). By accepting the offer to subscribe for Shares under the Plan, you will have agreed to be bound by these Terms and Conditions and the Company's constitution.

1 Class order 09/425 issued by the Australian Securities and Investments Commission

The Offer has been structured to comply with the Australian Securities and Investments Commission Class Order 09/425 (as may be amended from time to time) (**ASIC Class Order 09/425**) to enable the Company to issue Shares without a prospectus.

2 Opening and closing date of the Offer

The Offer opens at 9am (WST) on 29 June 2012 (**Opening Date**).

The Offer closes at 5pm (WST) on 19 July 2012 (**Closing Date**).

No late applications will be accepted, however the Directors reserve the right to extend the Closing Date.

3 Who is eligible to participate in the Offer?

You are eligible to apply for Shares in the Offer if:

- your registered address, as recorded in the Company's register of members, is in Australia, New Zealand or any other jurisdictions in which the Company is able to determine that the Offer is legally permissible; and
- you were registered as a holder of Shares as at 5pm (WST) on 16 May 2012.

The Offer to each Eligible Shareholder is made on the same terms and conditions.

The Offer is non-renounceable (i.e. you may not transfer your right to subscribe for Shares under the Offer to anyone else).

4 Is the Offer voluntary?

The Offer is entirely voluntary and is subject to these Terms and Conditions. You do not have to participate if you don't want to.

5 How was the issue price determined?

The issue price for each Share under the Offer is \$0.06 being equivalent to the price of the Shares issued to institutional and sophisticated investors pursuant to a placement announced on 17 May 2012.

This price is a 25% discount to the average market price of Shares sold on the ASX during the previous five trading days ending 16 May 2012.

6 Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of Shares, which can be obtained from the financial pages of your daily newspaper, your stockbroker, your financial adviser, or the ASX. Please note that the market price of Shares may rise or fall between the date of this Offer and the date when the Shares are issued to you under the Plan. This means that the price you pay per Share under this Offer may be greater than or less than the price of Shares at the time the Shares are issued to you pursuant to this Offer. ***In determining whether you wish to participate in this Offer and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.***

7 How much can you invest in the Offer?

Subject to paragraph 10, if you are an Eligible Shareholder under the Plan, you can subscribe for a maximum of 250,000 Shares which will cost AUD\$15,000. There is a minimum limit of 25,000 Shares that you can subscribe for under the Plan, which will cost AUD\$1,000.

The following tranches of Shares are available for Eligible Shareholders to subscribe for.

	Subscription Amount (\$AUD)	Shares to be allotted calculated at the issue price
Tranche A	\$1,500 (minimum)	25,000
Tranche B	\$6,000	100,000
Tranche C	\$9,000	150,000
Tranche E	\$15,000 (maximum)	250,000

Please note that the maximum limit of 250,000 Shares applies to you even if you receive more than one Offer from the Company. For example, if you are both a sole and a joint shareholder of the Company as at 16 May 2012, you can only apply for Shares under the Offer once, either in your capacity as sole shareholder or joint shareholder, not both.

No fractions of Shares will be issued.

8 Scaleback

The Company does not intend to issue more than 8,333,333 Shares under the Plan. If application for more than 8,333,333 Shares are received, the Company may in its absolute discretion, undertake a scaleback to the extent and in the manner it sees fit.

The Company may, in its absolute discretion, undertake a scaleback to the extent and in the manner it sees fit. Factors which the Company may take into account in determining any scaleback include, but are not limited to, the total application monies received under the Plan, the amount applied for by each Eligible Shareholder under the Plan, the number of Shares held at the Record Date, whether the Eligible Shareholder remains on the register on the Closing Date, the date the acceptance was received and any other such criteria as determined by the Directors.

If the Company rejects an application or purported application, or undertakes a scaleback, the Company will promptly return to the shareholders the relevant

application monies, without interest. Decision made about a scaleback by the Directors are final.

9 Shortfall

The Offer is not underwritten. To the extent that there is a shortfall in the subscription of Shares under the Plan by shareholders of the Company (**Shortfall Shares**), the Directors reserve the right to place any Shortfall Shares in their absolute discretion at a price no less than the price of Shares offered under the Plan, to the extent that any such placement of Shortfall Shares can be made having regard to Listing Rule 7.1.

10 Custodian certification

If on 16 May 2012 you are a custodian within the definition of "custodian" in ASIC Class Order 09/425 (**Custodian**) and hold Shares on behalf of one or more persons (each a **Participating Beneficiary**), you may apply for up to a maximum of AUD\$15,000 worth of Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company on application for Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:
 - (iii) where paragraph 10(a)(i) applies – the Custodian; and
 - (iv) where paragraph 10(a)(ii) applies – the Downstream Custodian,to apply for Shares on their behalf under the Plan;
- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 10(a)(i) applies, the number of Shares that the Custodian holds on their behalf; and
 - (ii) where paragraph 10(a)(ii) applies, the number of Shares to which the beneficial interests relate applies;
- (e) in respect of each Participating Beneficiary:
 - (i) where paragraph 10(a)(i) applies, the number or the dollar amount of Shares they instructed the Custodian to apply for on their behalf; and

- (ii) where paragraph 10(a)(ii) applies, the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds AUD\$15,000:
 - (i) the Shares applied for by the Custodian on their behalf under the Plan in accordance with the instructions in paragraph 10(e); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application under the Plan as a result of an instruction given by them to the Custodian or Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Plan;
- (g) that a copy of the written Offer document was given to each Participating Beneficiary; and
- (h) where paragraph 10(a)(ii) applies, the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a certificate under this paragraph 10, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

For the purpose of ASIC Class Order 09/425, you are a Custodian if you are registered holder of Shares that:

- (a) holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service (as these terms are defined in section 766E of the Corporations Act); or
 - (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or
- (b) is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service under:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (Cth); or
 - (ii) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184; or
 - (iii) paragraph 911A(2)(h) of the Corporations Act; or
- (c) is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) is the responsible entity of an IDPS-like scheme; or

- (e) is the registered holder of Shares and is noted on the register of members of the body or scheme (as the case may be) as holding the Shares on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 7 apply.

11 Shareholder certification

Subject to paragraph 10, an Eligible Shareholder must, on application for Shares pursuant to the Offer, certify to the Company that the total of the application price for Shares under the Offer does not exceed AUD\$15,000 in total in any consecutive 12 month period, when aggregated with the total contributions for any of the following:

- (a) the Shares the subject of the application under the Plan;
- (b) any other Shares applied for by the Eligible Shareholder under the Plan or any other Shares issued to the Eligible Shareholder under any similar arrangement in the 12 months before the application under the Plan; and
- (c) any other Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application under the Plan as a result of an instruction given by the Eligible Shareholder to the Custodian or another Custodian and which resulted in the Eligible Shareholder holding beneficial interests in the Shares.

12 Costs of participation

The only cost to you associated with the Offer is the issue price of the number of Shares you wish to subscribe for. Under the Offer you do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

13 Allotment of Shares and variation on number of Shares issued

The Shares will be allotted within 5 business days after the Closing Date.

The Company's share registry, Security Transfer Registrars Pty Limited, will send to you a holding statement in due course.

Without limiting the above, the Company reserves the right to allot fewer Shares than an eligible shareholder applies for under the Offer or no Shares, in the Company's discretion or if the Company believes the allotment of those Shares would contravene any law or the ASX Listing Rules. No interest will be paid on any money returned.

14 What rights will the Shares carry?

Once the Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights, and entitlements to dividends, rights and bonus issues.

15 Can the Company change the Plan?

The Plan may be changed, suspended or terminated by the Company at any time. If the Company changes, suspends or terminates the Plan it will advise ASX. The accidental omission to give notice of changes to or suspension or termination of the Plan or the non-receipt of any such notice will not invalidate the change, suspension or termination.

16 Directors' participation

The Directors, as eligible shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other shareholders of the Company.

17 How do you pay for the Shares?

All amounts in this Offer are expressed in Australian dollars. You must pay for the Shares either by:

- (a) BPAY® payment via internet or phone banking. You must also quote your reference number which is on the Share Purchase Plan Application Form. If you use this method, you should be aware of your financial institution's cut-off time (the time payment must be made by to be processed overnight). It is your responsibility to ensure funds are submitted correctly by the Closing Date and time; or
- (b) cheque, bank draft or money order in Australian dollars. Please make your cheque, bank draft or money order payable to "**Boss Resources Limited**" and cheques are crossed "**Not Negotiable**".

18 Please provide a cheque, bank draft or money order for the exact amount

If you do not provide the exact amount, the Company reserves the right to, where you have not elected to pay by BPAY®, return your Share Purchase Plan Application Form and cheque, bank draft or money order. If the Company returns your Share Purchase Plan Application Form and cheque, bank draft or money order, no Shares will be allotted to you.

If you make a BPAY® payment and do not provide the exact amount, you will be deemed to have applied for such Shares for which you have paid, subject to the Terms and Conditions of the Plan.

If you are eligible to subscribe for Shares under the Plan and you wish to participate, you must subscribe for a minimum parcel of 25,000 Shares for a consideration of AUD\$1,500, a parcel of 100,000 Shares for a consideration of AUD\$6,000, a parcel of 150,000 Shares for a consideration of AUD\$9,000 or a maximum parcel of 250,000 Shares for a consideration of AUD\$15,000.

19 Will the Shares be quoted on the ASX?

The Company will apply for the Shares allotted to you to be quoted on ASX, within the relevant period specified in the ASX Listing Rules.

20 How is a dispute resolved?

The Company may settle any dispute in connection with the Plan in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision shall be final and binding.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

HOW DO YOU APPLY FOR SHARES UNDER THE OFFER

If you want to participate in this Offer please carefully read the Terms and Conditions relating to the Offer.

If you make a BPAY® payment, please ensure you make a payment for the exact amount of the Share parcel you want to subscribe for. You will be deemed to have applied for such Shares for which you have paid, subject to the Terms and Conditions of the Plan. You must quote your reference number which is on the Application Form.

If you use this method, you should be aware of your financial institution's cut-off time (the time payment must be made by to be processed overnight). It is your responsibility to ensure funds are submitted correctly by the Closing Date and time, being no later than 5pm (WST) on 19 July 2012. **No late applications will be accepted, although the Directors reserve the right to extend the Closing Date.**

You do not need to return the Application Form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Shares for which you have paid.

Remember, you must subscribe for a minimum parcel of 25,000 Shares for a consideration of AUD\$1,500, a parcel of 100,000 Shares for a consideration of AUD\$6,000, a parcel of 150,000 Shares for a consideration of AUD\$9,000 or a maximum parcel of 250,000 Shares for a consideration of AUD\$15,000.

If you send in your cheque, bank draft or money order, you must complete all the required details in the enclosed Application Form, noting that all amounts are expressed in Australian dollars:

1. Tick the box for the number of Shares you want to subscribe for noting the amount payable for that number of Shares.
2. Complete the cheque details section and ensure that the "Amount" section corresponds to the exact amount payable for the Shares you wish to subscribe for. Insert your telephone contact numbers so that we may contact you if necessary.
3. Insert your telephone contact numbers so that we may contact you if necessary.
4. You do not need to sign the Application Form.
5. Ensure your cheque, bank draft or money order is made out for the exact amount of the Share parcel you want to subscribe for, payable to "**Boss Resources Limited**" and cheques crossed "**Not Negotiable**".

6. Return the completed Application Form, together with the cheque, bank draft or money order to Security Transfer Registrars Pty Limited to:

Security Transfer Registrars Pty Limited
770 Canning Highway
APPLECROSS WA 6153

7. Ensure that your completed Application Form and payment reach Security Transfer Registrars Pty Limited by the Closing Date of the Offer being no later than 5pm (WST) on 19 July 2012. **No late applications will be accepted, although the Directors reserve the right to extend the Closing Date.**

In determining whether you wish to participate in this Offer you should seek personal financial and/or taxation advice referable to your own circumstances.

By accepting this Offer you agree to be bound by the Terms and Conditions of the Offer and the Constitution of the Company.