2009 NOTICE OF GENERAL MEETING

BSA LIMITED
ACN 088 412 748

DATE: 27 OCTOBER 2009

TIME: 10:00 AM

PLACE: BDO CHARTERED ACCOUNTANTS & ADVISERS
LEVEL 19, 2 MARKET STREET, SYDNEY NSW 2000

Notice of General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of BSA Limited ACN 088 412 748 (**'BSA' or 'the Company'**) will be held at the offices of BDO Chartered Accountants & Advisers, Level 19, 2 Market Street, Sydney NSW 2000 on **27 October 2009** at **10:00 am** (AEDT).

General Business

TO RECEIVE AND CONSIDER the financial report and reports of the directors and of the auditor for the financial year ended 30 June 2009.

Resolutions

1. TO RE-ELECT DIRECTOR – Max Cowley

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

> "That Edwin Maxwell Cowley, being one of the two directors who have been longest in office, retires by rotation and is eligible for re-election, be re-elected as a director of the Company."

[see the accompanying Explanatory Notes]

2. TO ELECT DIRECTOR – Paul Teisseire

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

> "That Paul Desmond Teisseire, being one of the two directors who have been longest in office, retires by rotation and is eligible for re-election, be re-elected as a director of the Company."

[see the accompanying Explanatory Statement]

3. TO ADOPT THE REMUNERATION REPORT on pages 16-22 of the Annual Report

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

> "That the Remuneration Report for the period ended 30 June 2009 be adopted."

[see the accompanying Explanatory Notes]

4. RESOLUTION FOR THE RESIGNATION OF BDO KENDALLS AUDIT & ASSURANCE (NSW-VIC) PTY LTD AS AUDITOR AND THE APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS AUDITOR

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

> "Having been advised by the Directors that BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd, having first obtained the consent of the Australian Securities & Investments Commission to do so, have resigned as Auditor of the Company and that Deloitte Touche Tohmatsu:
>
> (a) Having been nominated by a member of the Company, in accordance with section 328B(1) of the Corporations Act; and
>
> (b) Having given its Consent to Act as Auditor, in accordance with section 328A(1) of the Corporations Act, to the Directors,
>
> be appointed as the auditor of the Company."

[see the accompanying Explanatory Statement]

Exception to Voting Exclusion Statements:

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.

Background Information

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the explanatory note forming part of this notice of meeting.

Voting Entitlement

The Company has determined that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 10.00 am (AEDT) on 25 October 2009, subject to the Constitution of the Company.

Questions from shareholders

The chairman of the meeting will allow a reasonable opportunity for stakeholders to ask questions or make comments on the management of the Company at the meeting.

Jeff Abela of BDO, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2009 (or his representative) will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

To assist the board of directors and the auditor of the Company in responding to any questions you may have, please submit any questions headed '**Questions from shareholders**' to the address below to be received no later than 5.00pm (AEDT) on 20 October 2009.

In person or by mail:
Registered Office
Unit 8, 79 – 99 St Hilliers Road
Auburn NSW 2144

PO Box 6482 Silverwater NSW 1811

By Facsimile:
+61 2 8748 2577

As required by section 250PA of the *Corporation Act 2001*, the Company will distribute a list of questions prior to the commencement of the annual general meeting, setting out the questions received and directed to the auditor in writing at least 5 business days prior to the meeting that the auditor considers relevant to the content of the audit report or the conduct of the audit of the financial report for the year ended 30 June 2009. The chairman of the meeting will allow reasonable opportunity for the auditor to respond to the questions set out on this list.

By Order of the Board

Graham Seppelt
Company Secretary
Dated: 25 September 2009
Sydney, New South Wales

Explanatory statement

Financial Statements and Reports

The Corporations Act requires the annual report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report in respect of the financial year of BSA Limited (BSA) ended 30 June 2009 to be laid before the 2009 Annual General Meeting. Shareholders will be given an opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of BSA.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR MR MAX COWLEY

Clause 62.3 of the Company's Constitution requires that at each Annual General Meeting one-third of the directors must retire from office. A director appointed during the year either to fill a casual vacancy or as an addition to the directors is not taken into account in determining the directors who must retire by rotation. Therefore, Max Cowley, being one of the directors who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 27th October 2009. In accordance with clause 62(4) of the Company's constitution, Max Cowley has submitted himself for re-election at the Annual General Meeting as a director.

Max Cowley's details are set out in the 2009 Annual Report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR MR PAUL TEISSEIRE.

Clause 62.3 of the Company's Constitution requires that at each Annual General Meeting one-third of the directors must retire from office. A director appointed during the year either to fill a casual vacancy or as an addition to the directors is not taken into account in determining the directors who must retire by rotation. Therefore, Paul Teisseire, being one of the directors who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 27th October 2009. In accordance with clause 62(4) of the Company's constitution, Paul Teisseire has submitted himself for re-election at the Annual General Meeting as a director.

Paul Teisseire's details are set out in the 2009 Annual Report.

3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

Section 240L and 250R of the Corporations Act 2001 require that a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company.

The Remuneration Report is set out on pages 16 to 22 of the 2009 Annual Report.

4. RESOLUTION 4 – THE RESIGNATION OF BDO KENDALLS AUDIT AND ASSURANCE (NSW-VIC) PTY LTD AS AUDITOR AND THE APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS AUDITOR

During 2009, the Directors have undertaken an audit tender process to consider the appointment of the most appropriate audit firm to assist BSA as it develops further over the coming years.

BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd was asked to tender along with other audit firms.

The directors undertook a formal tender review process and on balance, recommend that the most appropriate auditor of BSA moving forward is Deloitte Touche Tohmatsu.

As a result of discussions with both audit firms:

(a) BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd has tendered its resignation as auditor, effective from the conclusion of the Annual General Meeting. The Australian Securities & Investments Commission has approved the resignation;

(b) in accordance with s.127 of the Corporations Act 2001, a member of BSA has given notice of nomination of Deloitte Touche Tohmatsu as auditor; and

(c) The members be asked to pass a Resolution that Deloitte Touche Tohmatsu be appointed as the Auditor.

The Directors have considered this request and have agreed to put the Resolution to the Members at the forthcoming Annual General Meeting.

The Directors recommend that the Shareholders vote in favour of Resolution 4.

BSA Limited
ABN 50 088 412 748

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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 BSA
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 10.00am (AEDT) Sunday 25 October 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 →

View your securityholder information, 24 hours a day, 7 days a week:
www.investorcentre.com

☑ **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.

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 BSA 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 Annual General Meeting of BSA Limited to be held at the offices of BDO Chartered Accountants & Advisers, Level 19, 2 Market Street, Sydney NSW 2000 on **27 October 2009** at **10:00 am** (AEDT) and at any adjournment of that meeting.

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	To re-elect Max Cowley as a Director	☐	☐	☐
2	To re-elect Paul Teisseire as a Director	☐	☐	☐
3	To adopt the Remuneration Report for the period ending 30 June 2009	☐	☐	☐
4	To approve the appointment of Deloitte Touche Tohmatsu as Auditor	☐	☐	☐

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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ______________________ Contact Daytime Telephone ______________________ Date ___ / ___ / ___