

**BOART LONGYEAR LIMITED**

Notice of Meeting & Explanatory Notes

A.B.N. 49 123 052 728

If you like this photo i will airbrush the US flag out.



Annual General Meeting of Boart Longyear Limited

Museum of Sydney  
Corner of Bridge and Phillip Streets  
Monday, 11 May 2009  
Commencing at 10.00 am



Annual General Meeting of Boart Longyear Limited

Museum of Sydney  
Corner of Bridge and Phillip Streets  
Sydney, NSW 2000

Monday, 11 May 2009  
Commencing at 10.00 am (Sydney Time)



Dear Shareholder,

On behalf of the Board of Directors, I am pleased to invite you to attend Boart Longyear's Annual General Meeting to be held at the Museum of Sydney, on Monday, 11 May 2009 from 10.00 am. Registration will commence at 9:00 am.

The notice of meeting and explanatory notes are included in this booklet. A proxy form is also enclosed. If you are able to attend, please bring your proxy form, as the bar coding on the form will simplify and speed your registration.

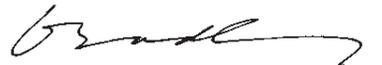
Shareholders are encouraged to submit any questions they may have in writing in advance of the meeting. This process assists the Board and other shareholders. To submit a question, please complete the enclosed form and return it in accordance with the instructions provided.

Shareholders who elected in writing to receive a paper copy of the annual report will find a copy enclosed. All shareholders may access the annual report at [www.boartlongyear.com](http://www.boartlongyear.com).

If you are unable to attend the meeting, I encourage you to vote on the resolutions contained in the notice of meeting either by using the enclosed proxy form or lodging your proxy form online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Instructions on appointing a proxy and returning your proxy form are set out on the back of the form. Proxy forms must be received before 10.00 am (Sydney time) on Saturday, 9 May 2009 to be valid for the meeting.

I look forward to seeing you at the meeting.

Yours sincerely,



Graham Bradley  
Chairman

## **NOTICE OF 2009 ANNUAL GENERAL MEETING**

Boart Longyear Limited ABN 49 123 052 728

Notice is given that the second Annual General Meeting of Shareholders of Boart Longyear Limited (the Company) will be held at the Museum of Sydney, located at the corner of Bridge and Phillip Streets, Sydney NSW 2000 on Monday, 11 May 2009, commencing at 10.00 am (Sydney time).

### **BUSINESS OF THE MEETING**

#### **A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report "Reports" of the Company for the financial year ended 31 December 2008.

All shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2008 on the website of the Company ([www.boartlongyear.com](http://www.boartlongyear.com)) by selecting "Investors" and then "Prospectus/Annual Reports."

#### **B. QUESTIONS AND COMMENTS**

Following the consideration of Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on, the performance and affairs of the Company.

The Company's auditor will attend the meeting and will be available to answer questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the 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.

The auditor will answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit.

#### **C. ITEMS FOR APPROVAL**

##### *1. Election of Mr Peter St George*

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

*"That Mr Peter St George, having retired by rotation in accordance with the Company's Constitution and having offered himself for election and being eligible, is hereby elected as a director of the Company in accordance with ASX Listing Rule 14.4."*

##### *2. Election of Mr David Grzelak*

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

*"That Mr David Grzelak, having been appointed as director to the Board of the Company on 14 November 2008 in accordance with the Company's Constitution and having offered himself for election and being eligible, is hereby elected as a director of the Company in accordance with ASX Listing Rule 14.4."*

##### *3. Remuneration Report*

To consider and, if thought fit, to pass the following as a non-binding resolution of the Company:

*"That the Remuneration Report for the financial year ended 31 December 2008 (set out in the Directors' Report) is adopted."*

By order of the Board



Fabrizio Rasetti  
Company Secretary

[date]

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with Reg 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at 7.00 pm (EST) on Sunday, 10 May 2009, will be entitled to attend and vote at the Meeting as a shareholder.

## **VOTING BY PROXY**

A shareholder entitled to attend and vote may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the share registry of the Company no later than 3.00 pm (Sydney time) on Saturday, 9 May 2009. Proxies must be received before that time by one of the following methods:

By post: Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

By facsimile: In Australia (02) 9287 0309  
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
Australia

## **VOTING BY ATTORNEY**

A proxy form and the original power of attorney, if any, under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00 a.m. (Sydney time) on 09 May 2009, being 48 hours before the Meeting.

## **Corporate Representatives**

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act 2001. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's 2009 Annual General Meeting.

The purpose of this Explanatory Statement is to provide shareholders with information they may reasonably require to decide how to vote upon the resolutions. The directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

All of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

## ORDINARY BUSINESS

### ***Resolution 1: Election of Mr Peter St George***

Mr Peter St George was appointed a non-executive director of the Company on 21 February 2007. Under ASX Listing Rule 14.4 and the Company's Constitution, directors must submit for re-election once they have been a director for the longer of three continuous years or past the third annual general meeting after the director's appointment. No director of the Company has served 3 years or past the third annual general meeting of his appointment, but ASX Listing Rule 14.5 nonetheless requires an entity to hold an election of directors each year.

Four directors (Mr Bradley, Mr Brook, Mr McLemore and Mr St George) equally hold the position of longest serving director, having all been appointed on 21 February 2007. In accordance with clause 46 of the Constitution, the directors have agreed that Mr St George retires by rotation and, being eligible, offers himself for re-election.

The directors, with Mr St George abstaining, recommend that shareholders vote in favour of this resolution.

### ***Resolution 2: Election of Mr David Grzelak***

Mr David Grzelak was appointed a non-executive director of the Company on 14 November 2008. In accordance with Clause 44(d) of the Company's Constitution and ASX Listing Rule 14.4, Mr. Grzelak retires and, being eligible, offers himself for election.

Mr. Grzelak is currently Chairman and Chief Executive Officer of Komatsu America Corp. and has held a variety of senior executive positions with Komatsu since joining the company in 1991. Prior to joining Komatsu, he worked in General Electric's Transportation Systems business for approximately 20 years. Mr Grzelak has served as a director of the Alamo Group Inc. (listed on the New York Stock Exchange) and member of its Audit, Compensation and Nomination committees since 2006.

Mr Grzelak earned his Bachelor of Science in industrial

engineering from Penn State University and a Master of Business Administration from Gannon University.

He is a member of the Audit, Compliance & Risk Committee and the Environment, Health & Safety Committee.

The directors, with Mr Grzelak abstaining, recommend that shareholders vote in favour of this resolution.

### ***Resolution 3: Remuneration Report***

Section 250R(2) of the Corporations Act 2001 requires shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

As set out in the Remuneration Report, the Company's remuneration philosophy and practices aim to set board and executive compensation at levels which are fair and reasonable, competitive with relevant market benchmarks, and assist the company to recruit, retain and motivate skilled and talented people across the Company's operations. Wherever possible, the Company's remuneration practices and governance are consistent with best practice for Australian listed companies, adapted where necessary to the needs of a multinational company operating in some 30 countries worldwide. These policies and practices are overseen by the Board's Remuneration & Nomination Committee.

The Remuneration Report is available on pages [25] to [38] in the Company's Annual Report.

The directors recommend that shareholders vote in favour of this advisory resolution.

