

BOSS HOLDINGS, INC.

VOTE BY MAIL OR FAX
QUICK ★★★ EASY ★★★ IMMEDIATE

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS OF BOSS HOLDINGS, INC. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS



Vote Your Proxy by mail:
 Please mark, sign, date, and return this Proxy Card promptly using the enclosed envelope.

OR

Vote Your Proxy by Fax:
 Complete the portion below on this proxy card and fax to: (212) 509-5152

If you vote by fax, please DO NOT mail your proxy card.

▼ FOLD AND DETACH HERE ▼

THE DIRECTORS RECOMMEND A VOTE "FOR" EACH OF THE FOLLOWING ITEMS:

Please mark your votes like this



1. To effect a 1-for-100 reverse stock split (the "**Reverse Stock Split**") of the Common Stock, by amending the Company's Certificate of Incorporation, as further described in the Company's proxy statement dated March 5, 2010 relating to the Annual Meeting of Stockholders to be held on April 20, 2010.

FOR AGAINST ABSTAIN

2. To effect a 1-for-100 forward stock split (the "**Forward Stock Split**") of the Common Stock immediately following the Reverse Stock Split, by amending the Company's Certificate of Incorporation, as further described in the Company's proxy statement dated March 5, 2010 relating to the Annual Meeting of Stockholders to be held on April 20, 2010.

FOR AGAINST ABSTAIN

3. To elect as Directors of Boss Holdings, Inc. the nominees listed below:

(01) G. Louis Graziadio III (03) Perry A. Lerner (05) Paul A. Novelly
 (02) William R. Lang (04) Lee E. Mikles

FOR ALL WITHHOLD ALL FOR ALL EXCEPT

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the name(s) of the nominee(s) on the line below.

4. To ratify the appointment of McGladrey & Pullen, LLP as the Company's independent auditors for the fiscal year ending December 26, 2009.

FOR AGAINST ABSTAIN

5. To transact such other business as may properly come before the Annual Meeting of Stockholders or any adjournment thereof.

FOR AGAINST ABSTAIN

Label Area 4" x 1 1/2"

PRINT AUTHORIZATION (THIS BOXED AREA DOES NOT PRINT)

To commence printing on this proxy card please sign, date and fax this card to this number: [212-691-9013](tel:212-691-9013) or email us your approval.

SIGNATURE: _____ DATE: _____ TIME: _____

Registered Quantity _____ Broker Quantity _____

Note: SCOTTI to Email final approved copy for Electronic Voting website setup: Yes

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

Signature _____ Signature _____ Dated _____, 2010

Note: Please date and sign exactly as your name appears herein. When shares are held jointly, each holder should sign. If acting as an executor, administrator, trustee, guardian, etc., you should so indicate. If the signer is a corporation, please sign the full corporate name by a duly authorized officer. If shares are held jointly, each stockholder should sign.

▼ FOLD AND DETACH HERE ▼

**BOSS HOLDINGS, INC.
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder(s) of Boss Holdings, Inc., a Delaware corporation (the “**Company**”), hereby acknowledge(s) receipt of the Proxy Statement dated March 5, 2010 and hereby appoint(s) G. Louis Graziadio III and James F. Sanders and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Annual Meeting of Stockholders of Boss Holdings, Inc., to be held April 20, 2010 at 10:00 a.m. Central Daylight Time, at the Board Room of the Conference Center, 8235 Forsyth Blvd., Suite 801, St. Louis, Missouri 63105 and at any adjournment or adjournments thereof, and to vote all shares of Company’s common stock, par value \$0.25 per share (the “**Common Stock**”) which the undersigned would be entitled to vote if then and there personally present, on all matters set forth on the reverse side hereof.

The proxies are authorized to vote upon such other matters as may properly come before the meeting. Each properly executed proxy will be voted as directed by the stockholder(s). **If no direction is given, such shares will be voted “FOR” each of the items on the reverse side, and in the discretion of the proxies on any other matters that may properly come before the meeting.**

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE.)