



6 March 2017

Dear Shareholder

Beadell Resources Limited - Share Purchase Plan

On behalf of the Directors of Beadell Resources Limited (Beadell or Company), I am pleased to offer Eligible Shareholders (as defined in Section 2 of the enclosed Terms and Conditions) the opportunity to participate in the Beadell Share Purchase Plan (**SPP**).

The SPP allows Eligible Shareholders to subscribe for up to \$15,000 worth of new fully paid ordinary shares in Beadell (New Shares), without incurring brokerage or other transaction costs.

The Company is seeking to raise a maximum of \$5 million from the SPP, subject to any discretionary scale back. If the Company receives applications in excess of \$5 million, Beadell reserves absolute discretion to scale back applications under the SPP to the extent and in the manner that it sees fit. Factors that Beadell may take into account in determining any scale back include, but are not limited to, the amount applied for by each Eligible Shareholder under the SPP, the date on which the application under the SPP is received, the number of Shares held at the Record Date and whether the Eligible Shareholder has sold or bought additional shares in the Company after the Record Date.

The offer under the SPP is only to Eligible Shareholders who were registered as holders of fully paid ordinary shares in Beadell Resources as at 7.00 pm (AEDT) on 20 February 2017 and whose registered address is in Australia or New Zealand. Participation in the SPP is optional, but the right of Eligible Shareholders to participate in the SPP is not transferable.

On 21 February 2017, Beadell announced that it has received commitments under a placement of new fully paid ordinary shares to domestic and international institutional and sophisticated investors to raise approximately \$46 million (Placement). Proceeds from the Placement and from the SPP will be used to fund long lead time items associated with the design and construction of plant upgrades including a ball mill; exploration to add quality ounces into the mine plan, both on the mining lease (including underground) and on surrounding tenements; and working capital.

Issue Price

Eligible Shareholders may subscribe for New Shares at an issue price of \$0.29 per share, which is the same price that institutional and sophisticated investors subscribed for new shares under the Placement. The issue price represents a discount of 16.3% to the Company's 5-day volume weighted average price before the date of the SPP announcement to the market.

Participation

Participation in the SPP is optional and open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries on the terms and conditions set out in the Terms and Conditions. The right to participate in the SPP is not transferable. All New Shares will rank equally with existing shares in Beadell.

How to apply

The SPP opens on Monday, 6 March 2017, and is expected to close at 5.00 pm (Adelaide time) on Monday, 20 March 2017 (**closing date**); However, Beadell reserves the right to close the SPP early in the event that the SPP is oversubscribed.

SPP Shares are expected to be issued on Thursday, 30 March 2017 and commence trading on the ASX on Friday, 31 March 2017.

To apply for the SPP, you must complete the non-renounceable "Share Purchase Plan Application Form" and return it together with your cheque made payable to "Beadell Resources Limited Share Purchase Plan". Alternatively, you can make a BPAY® payment in accordance with the instructions in the "Share Purchase Plan Application Form". Your duly completed application and cheque or BPAY® payment must be received by the closing date.

In deciding whether to participate in the SPP, please take time to read the enclosed SPP Terms. If needed, please seek your own investment or taxation advice.

If you have any questions regarding the operation of the SPP, please call Mr Greg Barrett, Company Secretary, on (08) 9429 0800.

On behalf of the Board, I thank you for your continued support, and invite you to consider participating in the SPP.

Yours sincerely

Craig Readhead
Chairman

BEADELL RESOURCES LIMITED

Terms and Conditions – Share Purchase Plan (SPP)

These terms and conditions and the accompanying “Share Purchase Plan Application Form” set out the terms and conditions of the SPP (**Terms and Conditions**). By accepting the offer to subscribe for Shares under the SPP you agree to be bound by these terms and conditions and the constitution of Beadell Resources Limited ACN 125 222 291 (**Beadell**).

Key dates:

Record date	7.00pm (AEDT) Monday, 20 February 2017
Opening Date of SPP offer	Monday, 6 March 2017
Closing Date of SPP offer	5.00pm (Adelaide time) Monday, 20 March 2017
Issue date for Shares under SPP	Thursday, 30 March 2017
Expected quotation date of Shares under SPP	Friday, 31 March 2017

These dates are indicative only and subject to change.

1. What is the SPP?

The SPP is a convenient and cost effective way for Eligible Shareholders to acquire New Shares at \$0.29 per share, free of brokerage and other transaction costs.

Beadell is undertaking the SPP to provide an opportunity for Shareholders to increase their shareholding in Beadell.

The net proceeds from the SPP will be applied to long lead time items associated with the design and construction of plant upgrades including a ball mill; exploration with the objective of adding quality ounces into the mine plan, both on the mining lease (including underground) and on surrounding tenements; and working capital.

2. Who is eligible to participate?

You are eligible to participate in the SPP and considered an “**Eligible Shareholder**” if you were a registered holder of fully paid ordinary shares in Beadell (Shares) as at 7.00pm (AEDT) on 20 February 2017 (**Record Date**) with a registered address in Australia and New Zealand. Beadell has determined that it is not practical for holders of Shares with registered addresses in other jurisdictions to participate in the SPP.

Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand or who are “U.S. persons” (as defined in Regulation S under the United States Securities Act of 1933 (as amended))(the **Securities Act**) (**US Persons**) or who act for the account or benefit of a U.S Person are not entitled to participate in the SPP. The Shares to be issued under this SPP have not been and will not be registered under the Securities Act. Accordingly, shareholders who are located in the “United States” or who are, or are acting for the account or benefit of, U.S Persons, are not Eligible Shareholders entitled to participate in the SPP.

Option holders are not eligible to participate unless they separately qualify as an Eligible Shareholder.

3. Do I have to participate?

No. Participation in the SPP is entirely voluntary.

4. How much can I invest?

You can choose to invest to a value of any one of the following amounts (subject to scale back as described in section 12 below) by complying with the requirements on the “Share Purchase Plan Application Form”:

- \$2,000 for 6,897 Shares (**Minimum Application Amount**)
- \$5,000 for 17,242 Shares
- \$10,000 for 34,483 Shares
- \$15,000 for 51,725 Shares (**Maximum Application Amount**)

The offer under the SPP needs to comply with ASIC Class Order 09/425. Accordingly, Eligible Shareholders may only acquire up to a maximum of \$15,000 worth of Shares in aggregate under a share purchase plan or similar plan in any 12 month period (except in certain circumstances, as described in section 11 below). This limitation applies, for example, even if you receive more than one application form or you hold your existing Shares in more than one capacity. The \$15,000 limit applies irrespective of the number of existing Shares you hold on the Record Date.

By applying to acquire Shares under the SPP (whether by submitting the “Share Purchase Plan Application Form” and payment by cheque or making a BPAY® payment), you:

- certify and warrant that the aggregate of the application price paid by you for:
 - the Shares the subject of your application, or an application by a custodian on your behalf, under the SPP; and
 - any other existing Shares, or interests in existing Shares, issued to you or issued to a custodian as a result of an instruction given by you to apply for those Shares on your behalf in the 12 months before

the application under an arrangement similar to the SPP (Beadell has not conducted a share purchase plan or similar plan in the last 12 months),

does not exceed \$15,000 (unless you are applying as a custodian for one or more beneficiaries – see section 11 below);

In respect of the above, the aggregate application price paid by you does not include the price of Shares applied for but not issued. The \$15,000 limit applies irrespective of how many Shares you hold on the Record Date;

- represent that you are an Eligible Shareholder;
- acknowledge that the Shares have not, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdictions in the United States, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other securities laws; and
- agree not to send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US Person.

Custodians wishing to participate on behalf of more than one Beneficiary per registered holding should contact Beadell's share registry, Computershare Investor Services and request a Custodian Certificate and Schedule.

Beadell reserves the right to reject any application for Shares or issue fewer than the number of Shares subscribed for under the SPP.

5. Can I transfer my right to purchase the Shares?

No.

The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire Shares under the SPP to anyone else.

6. Will shares issued under the SPP rank equally with my existing Shares?

Yes.

All Shares issued under the SPP will rank equally with your existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the issue date.

7. What is the issue price of the Shares?

The issue price for each Share is \$0.29 (**Issue Price**), which is the same price for each Share that was issued by the company under its recently completed Placement. The issue price represents a discount of 16.3% to the Company's 5-day volume weighted average price before the date of the SPP announcement to the market.

Shares in Beadell are a speculative investment, and the market price of Shares might rise or fall between the date of this offer and the date the New Shares are issued to you. This means that the price you pay for a New Share in Beadell may be greater or less than the market price of Shares at the time they are issued to you.

Beadell recommends that you monitor Beadell's share price, which can be found on the Australian Securities Exchange website at www.asx.com.au (ASX code: BDR) or in the financial pages of major Australian metropolitan newspapers.

This offer to acquire Shares is not a recommendation. If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

8. How do I apply for Shares under the SPP?

To apply for Shares under the SPP, Eligible Shareholders must either:

- make a BPAY® payment by using the personalised reference number shown on your "Share Purchase Plan Application Form", which is required to identify your holding. If you make payment using BPAY®, the payment must be received in cleared funds by no later than 5:00pm (Adelaide time) on 20 March 2017 Closing Date. (Note: BPAY® payments can only be made through an Australian financial institution); or
- complete the "Share Purchase Plan Application Form" and return it with your payment by cheque drawn on an Australian financial institution in Australian Dollars made payable to "Beadell Resources Limited Share Purchase Plan so that it is received by Beadell's registry by no later than **5:00pm (Adelaide time) on 20 March 2017 (Closing Date)**.

Applications received after 5:00pm (Adelaide time) on 20 March 2017 will not be accepted.

Any application money received in excess of the amount required for the number of New Shares you successfully apply for will be refunded to you without interest. If the amount is received is less than \$2,000 (minimum subscription amount), Beadell will not issue any New Shares to you and the money received from you will be refunded without interest.

Applications and any payments received under the SPP may not be withdrawn once they have been received by Beadell. Application money will not bear interest against Beadell in any circumstances. Receipts for payments will not be issued.

9. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP.

10. When will I receive the Shares?

Beadell intends to issue Shares under the SPP as soon as reasonably practicable after the closing date specified by Beadell.

It is expected that Shares issued under the SPP will be quoted on ASX on or about 31 March 2017. Shares issued under the SPP to these persons can be traded on ASX at any time after quotation on ASX. You should confirm your holding before trading in any New Shares you believe you have been issued under the SPP. You can check the number of New Shares issued to you under the SPP by visiting Computershare's website at www.investorcentre.com and following the security access instructions or by contacting your broker.

You should receive your holding statement or confirmation advice shortly after the date of issue.

11. I have several holdings. Can I purchase a separate parcel of Shares for each holding?

If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities in aggregate is \$15,000.

If you are recorded with one or more other persons as a joint holder of Shares, that joint holding is considered to be a single holding for the purposes of the SPP. Accordingly, joint holders are only entitled to participate in the SPP in respect of that single holding. If you receive more than one offer under the SPP due to multiple identical holdings, the maximum you may invest under the SPP in all capacities is in aggregate \$15,000.

However, If you are a custodian within the definition of "custodian" in ASIC Class Order [CO 09/425] (Custodian) and hold Beadell Resources shares on behalf of one or more persons (each a Participating Beneficiary), or on behalf of a "downstream custodian" within the definition of ASIC Class Order [CO 09/425] (Downstream Custodian) who holds the beneficial interest in Beadell Resources shares on behalf of a Participating Beneficiary, you may apply for up to a maximum amount of \$15,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to Beadell Resources certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (the Custodian Certificate), including:

- that you hold existing Shares on behalf of each Participating Beneficiary on the Record Date (being 7.00pm (AEDT) on **20 February 2017**);
- that each Participating Beneficiary has subsequently instructed you to apply for Shares under the SPP;
- the number of Participating Beneficiaries;
- the name and address of each Participating Beneficiary;
- in respect of each Participating Beneficiary, the number of existing Shares, or interests in existing Shares, you hold on their behalf;
- in respect of each Participating Beneficiary, the number or the dollar amount of new Shares they instructed you to apply for on their behalf; and
- there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - the new Shares applied for by you on their behalf under the SPP; and
 - any other existing Shares, or interests in existing Shares, issued to you in the 12 months before the application as a result of an instruction given by the Participating Beneficiary to you to apply for those Shares on their behalf under an arrangement similar to the SPP.

(In respect of the total application price referred to above, the application price does not include Shares applied for but not issued);

- that a copy of this offer document was given to each Participating Beneficiary; and
- if you are a custodian that holds shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

If you are a custodian and you hold existing Shares on the record date jointly on behalf of two (2) or more persons:

- the \$15,000 limit in aggregate applies in relation to that joint holding as if you held the Shares on behalf of a single person; and
- you are taken to have been instructed to apply for new Shares on behalf of those persons if:
 - you have received such an instruction in accordance with the terms on which the Shares are held; or

- where the terms on which the Shares are held do not cover the giving of instructions of this kind, you have received such an instruction from any of those persons.

If a custodian is not able to provide this certification, Beadell cannot issue Shares to the custodian on behalf of a Participating Beneficiary.

For the purposes of the SPP, a custodian is a custodian as that term is defined in ASIC Class Order 09/425. If you hold shares as a trustee or nominee for another person, but are not a custodian as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

12. Scale back

Beadell is only seeking to raise a maximum of \$5,000,000 under the SPP. Accordingly, Beadell reserves the right to close the SPP early and scale back applications in its absolute and sole discretion should the total demand exceed \$5,000,000. When determining the amount (if any) by which to scale back an SPP application, the Company may take into account a number of factors, including the size of an applicant's shareholding in the Company, the extent to which an applicant has sold or bought additional shares in the Company after the SPP record date and the date on which an application was made with earlier applications given precedence.

If Beadell undertakes a scale back, you will receive the number of Shares determined by Beadell in its absolute discretion which may be less than the parcel of Shares for which you have applied. In this case, the difference between the application moneys received and the number of New Shares allocated to you multiplied by the issue price, will be refunded to you by cheque as soon as practicable without interest on or around 5 April 2017.

If the scale back produces a fractional number of New Shares, the number of New Shares issued will be rounded up to the nearest whole share.

13. Discretion and Disputes

Beadell reserves the right to waive strict compliance with any term or condition of this SPP. Any powers or discretions of Beadell may be exercised by the directors of Beadell or any delegate of them.

Beadell may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. A determination made by Beadell will be conclusive and binding on all participants and other persons to whom the determination relates.

14. Changes and Termination

Beadell may change or terminate the SPP or the terms and conditions of the SPP at any time, whether because of a change of law, ASIC requirements or policy or any other circumstance relevant to the SPP or Beadell. If Beadell terminates the SPP, it will notify the ASX and refund any application moneys to you (without interest).

15. Currency

Unless otherwise specified, any reference to "\$" is a reference to the lawful currency of Australia.

16. Compliance

- This offer of New Shares under the SPP is made in accordance with the requirements of ASIC Class Order [CO 09/425]. That Class Order grants relief from the requirement to prepare a prospectus for the offer of shares under the SPP.

This document is not a prospectus and has not been registered with the Australian Securities & Investments Commission and does not, and is not required to, contain all the information that a prospectus under Australian law is required to contain.

- The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Beadell with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

17. Governing Law

The SPP is governed by the laws in force in Western Australia. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

18. Where can I obtain further information in relation to the SPP?

If you have any questions about the terms and conditions of the SPP or how to make an application, please contact Mr Greg Barrett, Company Secretary, on (08) 9429 0800. Neither Beadell nor Computershare Investor Services Pty Ltd (the company's share registry) nor any of their personnel, is or is to be taken to be, giving any securities recommendation or investment advice in relation to the SPP nor do any of them have any obligation to do so. You should consider seeking your own advice in relation to the SPP.



BEADELL

ACN 125 222 291

For all enquiries:

Phone:



(within Australia) (08) 9429 0800
(outside Australia) +61 8 9429 0800

Web:



www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

Your payment must be received by 5:00pm (Adelaide time) Monday 20 March 2017

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Beadell Resources Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Beadell Resources Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Beadell Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Beadell Resources Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Beadell Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Beadell Resources Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with **BPAY** payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Beadell Resources Limited Share Purchase Plan**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Beadell Resources Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Adelaide time) Monday 20 March 2017

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:

Entitlement No:

Offer Details:

Record date:

20 February 2017

Minimum value
available to purchase:

\$2,000

Maximum value
available to purchase:

\$15,000

STEP 2

Make Your Payment



Billers Code: 393330
Ref No:

Pay by Mail:



Make your cheque, bank draft or money order payable to "**Beadell Resources Limited Share Purchase Plan**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited

GPO BOX 2987 Adelaide South Australia 5001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Adelaide time) Monday 20 March 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Beadell Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Adelaide time) Monday 20 March 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Beadell Resources Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Beadell Resources Limited (choose one option)

- \$2,000
6,897 Shares
- OR \$5,000
17,242 Shares
- OR \$10,000
34,483 Shares
- \$15,000
51,725 Shares

Entitlement No:

Payment must be received by 5:00pm (Adelaide time) Monday 20 March 2017

Contact Details

Contact
Name

Daytime

Telephone

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$