



Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at
Level 2, 16 Ord Street, West Perth
on Wednesday, 25 November 2009 commencing at 10am

Beadell Resources Limited
ABN 50 125 222 291

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Annual Report 2009 can be viewed online at www.beadellresources.com.au/view/news/annual-report

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Beadell Resources Limited will be held at Level 2, 16 Ord Street, West Perth on Wednesday, 25 November 2009 commencing at 10am WST.

ORDINARY BUSINESS

Financial Statements

To receive and consider the financial statements and reports of the Directors for the year to 30 June 2009, together with the Directors' and Auditors' report for that period.

Resolution 1 – Re-election of Dr Michael Donaldson

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

'That Dr Michael Donaldson, retires in accordance with Clause 6.3(c) of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'

Resolution 2 – Approval of the Remuneration Report

To consider and, if thought fit, pass the following resolution as a non binding ordinary resolution:

'That for the purposes of Section 250R(2) of the Corporation Act 2001 and for all other purposes, the Company accept the Remuneration Report as tabled.'

Short explanation: Section 250R(2) of the Corporation Act 2001 requires the Remuneration Report be tabled and that Shareholders be given the opportunity to cast a non-binding vote on the Remuneration Report. Please refer to the Explanatory Statement for further details.

SPECIAL BUSINESS

Resolution 3 – Approval of Issue of Options to Mr Peter Bowler

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

'That, pursuant to Listing Rule 10.14, and in accordance with the Beadell Resources Limited Employee Share Option Scheme, the members of the Company approve the granting of 500,000 options over ordinary shares to Mr Peter Bowler, the Managing Director of the Company, in the manner described in the Explanatory Memorandum.'

NB: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or

Listing Rule 10.11, as set out in the Explanatory Memorandum.

Resolution 4 – Approval of Issue of Options to Mr Robert Watkins

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

'That, pursuant to Listing Rule 10.14, and in accordance with the Beadell Resources Limited Employee Share Option Scheme, the members of the Company approve the granting of 500,000 options over ordinary shares to Mr Robert Watkins, Executive Director - Exploration of the Company, in the manner described in the Explanatory Memorandum.'

NB: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

Resolution 5 – Approval of Issue of Options to Dr Michael Donaldson

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

'That, pursuant to Listing Rule 10.14, and in accordance with the Beadell Resources Limited Employee Share Option Scheme, the members of the Company approve the granting of 500,000 options over ordinary shares to Dr Michael Donaldson, Chairman of the Company, in the manner described in the Explanatory Memorandum.'

NB: if approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Memorandum.

Voting exclusion

In accordance with the Listing Rules, the Company will disregard votes cast on resolution 3, 4 and 5 by the Directors and their associates. However, the Company need not disregard a vote if:

- it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the instructions on the proxy form; or
- it is cast by a 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.

Proxies

Please note that:

- a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- b) a proxy need not be a member of the Company; and
- c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“Snap-shot” Time

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all shares of the Company that are quoted on ASX at 5.00pm WST on Monday, 23 November 2009 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of Corporate Representative form is available upon request from the Company Secretary.

Explanatory Statement

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting.

By Order of the Board of Directors



Greg Barrett
Company Secretary
Beadell Resources Limited

20 October 2009

Explanatory Statement

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

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting and the Company's 2009 Annual Report.

Financial Statements and Reports

As required under Section 317 of the Corporations Act, the Annual Report will be laid before the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Annual General Meeting.

Resolution 1 – Re-election of Dr Michael Donaldson

Dr Michael Donaldson retires in accordance with Clause 6.3(c) of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.

Clause 6.3(c) of the Company's Constitution provides that one third of the Directors in office must retire at each annual general meeting.

Resolution 2 – Approval of the Remuneration Report

The Corporation Act 2001 requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. However, Shareholders should note that the vote on Resolution 2 is not binding to the Company or its Directors. This report is incorporated in the Directors' Report in the Company's 2009 Annual Report and sets out the Company's remuneration arrangements for the Directors and Officer of the Company.

Shareholders will be provided with the opportunity to ask questions of the Directors in relation to the Remuneration Report of the Company.

Resolution 3 – Approval of Issue of Options to Mr Peter Bowler

As advised to ASX Limited on 31 August 2009, Resolution 3 seeks the approval of Shareholders for the issue of 500,000 options to Mr Peter Bowler or his nominee(s). The issue of options is pursuant to the Beadell Resources Limited Employee Share Option Scheme.

The Board resolved at its Board Meeting on 27 August 2009 to reaffirm the 16 to 20% salary reductions to executives undertaken in 2008 and in lieu of any cash increases in Directors fees and salaries for 2009/10

elected to propose this issue of options. The issue of options is consistent with industry practice and in particular is commensurate with companies of a similar nature to Beadell. The options are intended to provide a long-term incentive and align Mr Bowler's interests with those of Shareholders, in seeking to maximize the value of the Company. The issue of options is also a prudent measure to allow the Company to maximize its cash resources during a difficult market environment and focus those resources towards the Company's exploration projects.

Once approval is obtained pursuant to Listing Rule 10.14, Beadell is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1. The Company provides the following information under Listing Rule 10.15.

Approval is sought for the grant of the following options as contained in the table below:

| | |
|---------------------|--|
| Number to be issued | 500,000 options over ordinary shares |
| Vesting date | 30 June 2010 |
| Option issue price | Nil |
| Exercise price | \$0.12 Representing a premium of 20% to the closing price of \$0.10 on 26 August 2009. |
| Expiry date | 30 June 2013 |

Issue of options is contingent upon this approval. The issue will be made as soon as possible following approval but in any event within 12 months from the date of the Annual General Meeting.

There is no intention for the Company to grant a loan in relation to the options or acquisition of shares under the options. Consistent with Listing Rule 10.15.4, no other person, being a person referred to in Listing Rule 10.14 has received securities under Beadell's Employee Option Scheme since its adoption in 2007.

Additional Valuation Information

Consistent with applicable accounting standards, the Company discloses the following information concerning the value of the options to be issued to Mr Peter Bowler. Further details of Mr Bowler's remuneration are contained in the 2009 Annual Report.

For accounting purposes, option valuation details:

| | |
|------------------------------------|--------------|
| Closing Share Price at grant date* | \$0.10 |
| Volatility | 72% |
| Dividend yield (estimate) | 0% |
| Expiry date | 30 June 2013 |

| | |
|--|----------|
| Exercise (strike) price | \$0.12 |
| Risk free rate | 5.02% |
| Option value | \$0.0507 |
| Number of options issued (in capacity as a director) | 500,000 |
| Employee benefit expense for Mr Bowler's options | \$25,362 |

* This is a valuation reference point when the Directors resolved to seek shareholder approval for this issue of options. The options are issued for nil consideration and the options are exercisable to acquire one ordinary share at \$0.12.

As at 20 October 2009 the number of ordinary shares held in the Company notified to ASX Limited by Mr Bowler was 9,110,001. Should Mr Bowler become entitled and exercise all of his options, he would hold approximately 10.3% of the ordinary voting shares in the Company (assuming no other option holder exercised their options and no further issues of securities took place). In compliance with Listing Rule 10.15.4A, the persons referred to in Listing Rule 10.14 whom are entitled to participate in Beadell's Employee Option Scheme include a full or part time employee of the Company and its related bodies corporate, a director and or a consultant of the Company, determined as eligible by the Board from time to time.

Resolution 4 – Approval of Issue of Options to Mr Robert Watkins

As advised to ASX Limited on 31 August 2009, Resolution 3 seeks the approval of Shareholders for the issue of 500,000 options to Mr Robert Watkins or his nominee(s). The issue of options is pursuant to the Beadell Resources Limited Employee Share Option Scheme.

The Board resolved at its Board Meeting on 27 August 2009 to reaffirm the 16 to 20% salary reductions to executives undertaken in 2008 and in lieu of any cash increases in Directors fees and salaries for 2009/10 elected to propose this issue of options. The issue of options is consistent with industry practice and in particular is commensurate with companies of a similar nature to Beadell. The options are intended to provide a long-term incentive and align Mr Watkins interests with those of Shareholders, in seeking to maximize the value of the Company. The issue of options is also a prudent measure to allow the Company to maximize its cash resources during a difficult market environment and focus those resources towards the Company's exploration projects.

Once approval is obtained pursuant to Listing Rule 10.14, Beadell is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1. The Company provides the following information under Listing Rule 10.15.

Approval is sought for the grant of the following options as contained in the table below:

| | |
|---------------------|--|
| Number to be issued | 500,000 options over ordinary shares |
| Vesting date | 30 June 2010 |
| Option issue price | Nil |
| Exercise price | \$0.12 Representing a premium of 20% to the closing price of \$0.10 on 26 August 2009. |
| Expiry date | 30 June 2013 |

Issue of options is contingent upon this approval. The issue will be made as soon as possible following approval but in any event within 12 months from the date of the Annual General Meeting.

There is no intention for the Company to grant a loan in relation to the options or acquisition of shares under the options. Consistent with Listing Rule 10.15.4, no other person, being a person referred to in Listing Rule 10.14 has received securities under Beadell's Employee Option Scheme since its adoption in 2007.

Additional Valuation Information

Consistent with applicable accounting standards, the Company discloses the following information concerning the value of the options to be issued to Mr Robert Watkins. Further details of Mr Watkins's remuneration are contained in the 2009 Annual Report.

For accounting purposes, option valuation details:

| | |
|--|--------------|
| Closing Share Price at grant date* | \$0.10 |
| Volatility | 72% |
| Dividend yield (estimate) | 0% |
| Expiry date | 30 June 2013 |
| Exercise (strike) price | \$0.12 |
| Risk free rate | 5.02% |
| Option value | \$0.0507 |
| Number of options issued (in capacity as a director) | 500,000 |
| Employee benefit expense for Mr Watkins's options | \$25,362 |

* This is a valuation reference point when the Directors resolved to seek shareholder approval for this issue of options. The options are issued for nil consideration and the options are exercisable to acquire one ordinary share at \$0.12.

As at 20 October 2009 the number of ordinary shares held in the Company notified to ASX Limited by Mr

Watkins was 5,750,001. Should Mr Watkins become entitled and exercise all of his options, he would hold approximately 6.7% of the ordinary voting shares in the Company (assuming no other option holder exercised their options and no further issues of securities took place). In compliance with Listing Rule 10.15.4A, the persons referred to in Listing Rule 10.14 whom are entitled to participate in Beadell's Employee Option Scheme include a full or part time employee of the Company and its related bodies corporate, a director and or a consultant of the Company, determined as eligible by the Board from time to time.

Resolution 5 – Approval of Issue of Options to Dr Michael Donaldson

As advised to ASX Limited on 31 August 2009, Resolution 3 seeks the approval of Shareholders for the issue of 500,000 options to Dr Michael Donaldson or his nominee(s). The issue of options is pursuant to the Beadell Resources Limited Employee Share Option Scheme.

The Board resolved at its Board Meeting on 27 August 2009 to reaffirm the 16 to 20% salary reductions to executives undertaken in 2008 and in lieu of any cash increases in Directors fees and salaries for 2009/10 elected to propose this issue of options. The issue of options is consistent with industry practice and in particular is commensurate with companies of a similar nature to Beadell. The options are intended to provide a long-term incentive and align Mr Donaldson's interests with those of Shareholders, in seeking to maximize the value of the Company. The issue of options is also a prudent measure to allow the Company to maximize its cash resources during a difficult market environment and focus those resources towards the Company's exploration projects.

Once approval is obtained pursuant to Listing Rule 10.14, Beadell is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1. The Company provides the following information under Listing Rule 10.15.

Approval is sought for the grant of the following options as contained in the table below:

| | |
|---------------------|--|
| Number to be issued | 500,000 options over ordinary shares |
| Vesting date | 30 June 2010 |
| Option issue price | Nil |
| Exercise price | \$0.12 Representing a premium of 20% to the closing price of \$0.10 on 26 August 2009. |
| Expiry date | 30 June 2013 |

Issue of options is contingent upon this approval. The issue will be made as soon as possible following

approval but in any event within 12 months from the date of the Annual General Meeting.

There is no intention for the Company to grant a loan in relation to the options or acquisition of shares under the options. Consistent with Listing Rule 10.15.4, no other person, being a person referred to in Listing Rule 10.14 has received securities under Beadell's Employee Option Scheme since its adoption in 2007.

Additional Valuation Information

Consistent with applicable accounting standards, the Company discloses the following information concerning the value of the options to be issued to Dr Michael Donaldson. Further details of Dr Donaldson's remuneration are contained in the 2009 Annual Report.

For accounting purposes, option valuation details:

| | |
|--|--------------|
| Closing Share Price at grant date* | \$0.10 |
| Volatility | 72% |
| Dividend yield (estimate) | 0% |
| Expiry date | 30 June 2013 |
| Exercise (strike) price | \$0.12 |
| Risk free rate | 5.02% |
| Option value | \$0.0507 |
| Number of options issued (in capacity as a director) | 500,000 |
| Employee benefit expense for Mr Donaldson's options | \$25,362 |

* This is a valuation reference point when the Directors resolved to seek shareholder approval for this issue of options. The options are issued for nil consideration and the options are exercisable to acquire one ordinary share at \$0.12.

As at 20 October 2009 the number of ordinary shares held in the Company notified to ASX Limited by Dr Donaldson was 1,800,000. Should Dr Donaldson become entitled and exercise all of his options, he would hold approximately 2.5% of the ordinary voting shares in the Company (assuming no other option holder exercised their options and no further issues of securities took place). In compliance with Listing Rule 10.15.4A, the persons referred to in Listing Rule 10.14 whom are entitled to participate in Beadell's Employee Option Scheme include a full or part time employee of the Company and its related bodies corporate, a director and or a consultant of the Company, determined as eligible by the Board from time to time.



Proxy Form

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of Beadell Resources Limited and entitled to attend and vote hereby appoint

The Chairman
of the meeting

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

(mark with an 'X')

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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 Beadell Resources Limited to be held at Level 2, 16 Ord Street, West Perth on Wednesday, 25 November 2009 commencing at 10am WST and at any adjournment of that meeting.

Voting directions to your proxy – please mark to indicate your directions

FOR

AGAINST ABSTAIN

| | | | | |
|---------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1. | Re-election of Dr Michael Donaldson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2. | Approval of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3. | Approval of Issue of Options to Mr Peter Bowler | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4. | Approval of Issue of Options to Mr Robert Watkins | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5. | Approval of Issue of Options to Dr Michael Donaldson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

*If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of a second proxy (see instructions overleaf).

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

Voting exclusions – please mark or leave blank to indicate your directions

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Items 3, 4 and 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he has an interest in the outcome of these items and that votes cast by him for those items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 3, 4 and 5 and your votes will not be counted in calculating the required majority if a poll is called on these resolutions.

IMPORTANT The Chairman of the Meeting intends to vote undirected proxies in favour of all Items set out above

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 1

Director

Shareholder 3

Director/Company Secretary

How to complete this Proxy Form

Your Name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Greg Barrett on +61 8 9429 0800 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of Extraordinary General Meeting or may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. ie. no later than 5.00pm WST on Monday, 23 November 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the company's registered office at Level 2, 16 Ord Street, West Perth 6005 Western Australia or sent by facsimile to the registered office on +61 8 9481 3176.