



ASX ANNOUNCEMENT  
ASX Code: **BDR**

13 April 2010

**NOTIFICATION UNDER SECTION 708A(5)(E) CORPORATIONS ACT 2001 (CTH)**

Beadell Resources Ltd (**Beadell**) has issued:

- (a) 380,000,000 fully paid ordinary shares at an issue price of A\$0.15 per share to sophisticated and professional investors; and
- (b) 115,004,492 fully paid ordinary shares to Peak Mines Ltd (being a subsidiary of New Gold Inc) representing US\$16 million of shares (converted to Australian dollars on 9 April 2010 using the exchange rate identified by the Reserve Bank of Australia) at an issue price of A\$0.15 per share pursuant to a sale and purchase agreement dated 27 January 2010 (as varied) (**Sale Agreement**) as part of the consideration for the acquisition of 100% of the issued capital of New Gold Inc's Brazilian subsidiary, Mineração Pedra Branca do Amapari Ltda (**MPBA**),

**(Relevant Securities).**

An Appendix 3B applying for quotation of the Relevant Securities is attached.

Beadell issued the Relevant Securities without disclosure to investors under part 6D.2 of the *Corporations Act 2001 (Cth)* (**Act**) pursuant to the terms of the Sale Agreement and share placement to sophisticated and professional investors as further described in the announcements to the ASX on 28 January 2010 and on 1 April 2010.

This notice is being given under 708A(5)(e) of the Act.

As at the date of this notice Beadell has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to Beadell; and
- (b) section 674 of the Act.

As at the date of this notice, there is no information that is excluded information (as that term is used in section 708A(7) of the Act) in respect to Beadell.

**For further information please contact:**

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BEADELL RESOURCES LIMITED

ABN

50 125 222 291

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |                             |
|---|--|-----------------------------|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares             |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 495,004,492 Ordinary Shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>380,000,000 Ordinary Shares: Yes</p> <p>115,004,492 Ordinary Shares: No, subject to voluntary escrow to 13/04/11.</p>				
<p>5 Issue price or consideration</p>	<p>380,000,000 Ordinary Shares: \$0.15</p> <p>115,004,492 Ordinary Shares: Deemed issue price \$0.15</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>380,000,000 Ordinary Shares issued to sophisticated and professional investors to fund the acquisition of 100% of the issued capital of Mineração Pedra Branca do Amapari Ltda and for working capital purposes.</p> <p>115,004,492 Ordinary Shares issued as part consideration for the acquisition of 100% of the issued capital of Mineração Pedra Branca do Amapari Ltda.</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>12 and 13 April 2010</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1590 989 1635">Number</th> <th data-bbox="989 1590 1279 1635"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1635 989 1859">473,600,003</td> <td data-bbox="989 1635 1279 1859">Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	473,600,003	Ordinary Shares
Number	<sup>+</sup> Class				
473,600,003	Ordinary Shares				

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+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	115,004,492	Ordinary Shares (Voluntary Escrow to 13/04/11).
	1,500,000	Opts Ex Price \$0.35 Exp 30/06/12.
	1,500,000	Opts Ex Price \$0.50 Exp 30/06/12.
	465,000	Opts Ex Price: \$0.25 Exp 30/06/11.
	210,000	Opts Ex Price: \$0.35 Exp 30/06/11.
	200,000	Opts Ex Price: \$0.30 Exp 30/06/12 (vesting 30 June 2010).
	2,300,000	Opts Ex Price: \$0.12 Exp 30/06/13 (vesting 30 June 2010).

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The extent, timing and payment of dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance of the Company.
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## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

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+ See chapter 19 for defined terms.

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought	N/A
39	Class of +securities for which quotation is sought	N/A
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	N/A
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)	N/A

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+ See chapter 19 for defined terms.




	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those +securities should not be granted +quotation.
  
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 13 April 2010  
(Company secretary)

Print name: GREG BARRETT  
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+ See chapter 19 for defined terms.