

# Beadell Resources Limited

ACN 125 222 291

## Share Purchase Plan

**14 April 2010**

This is an important document. The share purchase plan does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. If you are in any doubt about the action you should take or the contents of this document please consult your financial, taxation or other advisor. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the share purchase plan.

14 April 2010

Dear Shareholder

## Opportunity to participate in the Beadell Share Purchase Plan

As announced on 28 January 2010, Beadell Resources Limited (**Beadell** or **Company**) is conducting a non-underwritten Share Purchase Plan (**SPP**).

Under the SPP, Eligible Shareholders have the opportunity to invest up to \$15,000 in new Shares, free of brokerage and other transaction costs. The SPP allows Eligible Shareholders to acquire new Shares at a price per Share of \$0.15, which is the same price at which the Company recently completed a placement of Shares (**Placement**).

Beadell is seeking to raise a maximum of \$5,000,000 from the SPP and Beadell will scale back applications if they exceed \$5,000,000. The majority of the net proceeds from the SPP will be applied to undertake a feasibility study on the recommencement of production at the Amapari Gold Mine in Brazil and for associated working capital.

The price per Share issued under the SPP represents a discount of 9% to the last ASX traded price of Shares on 13 April 2010.

Participation in the SPP is open to Shareholders who were recorded on Beadell's share register as at close of business on 9 April 2010 in accordance with the enclosed "Terms and Conditions of the Share Purchase Plan" (**SPP Terms**). Participation is entirely voluntary and the offer is non-renounceable.

To participate in 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".

Completed application forms with appropriate payment must be received by Beadell's registry by no later than **5:00pm (Adelaide time) on 4 May 2010**.

Key highlights of the Company's recent acquisition of the Amapari Gold Mine and an iron ore royalty from the Amapá Iron Ore Project (as further disclosed in the Company's recent announcements which can be found at [www.asx.com.au](http://www.asx.com.au) (ASX code BDR))(**Acquisition**) include:

- high quality, near term, long life gold project with attractive economics;
- existing processing plant, infrastructure and mining fleet, significantly reducing capital expenditure requirements;
- production forecast of 110,000 – 130,000 ounces per annum with a forecast mine life of 7 – 10 years, following construction and commissioning of the CIL plant;
- significant exploration potential with an aggressive drilling program planned;
- complementary fit with Beadell's existing Tartaruga Gold Project also located in Amapá, Brazil;
- sustainable and regular cashflow via the iron ore royalty from the Amapá Iron Ore Project;
- management team on site and in Amapá and Rio de Janeiro; and a platform for future growth which repositions Beadell as a diversified gold company.

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.

The Acquisition is a defining moment for all Beadell Shareholders as we embark on a feasibility study to further our aim to rapidly transform the Company from gold explorer to producer. I look forward to being part of an experienced management team whose goal is to elevate Beadell's reputation as a respected ASX listed gold producer. I believe that the significant support that we have secured pursuant to the Placement underpins the inherent value of this large, high quality gold asset in a great mining jurisdiction. On behalf of the Board, I invite you to consider this opportunity to increase your investment in Beadell and thank you for your continuing support.

If you have any questions regarding the operation of the SPP, please call Mr Greg Barrett, Company Secretary, on (08) 9429 0800 or Computershare Investor Services on 1300 137 515 (within Australia) or +61 3 9415 4667 (outside Australia).

Yours sincerely

**Peter Bowler**  
**Managing Director**

# Terms and Conditions of the Share Purchase Plan (SPP)

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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**).

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## Key dates:

Record date	9 April 2010
Opening Date of SPP offer	19 April 2010
Closing Date of SPP offer	4 May 2010
Issue date for Shares under SPP	12 May 2010
Expected quotation date of Shares under SPP	13 May 2010

These dates are indicative only and subject to change.

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## 1. What is the SPP?

The SPP is a convenient and cost effective way for Eligible Shareholders to acquire fully paid ordinary shares in Beadell (**Shares**) at a discount to the market price during the pricing period, 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 majority of the net proceeds from the SPP will be applied to undertake a feasibility study on the recommencement of production at the Amapari Gold Mine in Brazil and for associated 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 Shares as at close of business on 9 April 2010 (**Record Date**) with a registered address in Australia or 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.

In accordance with relevant New Zealand securities law, a person who, on the Record Date, was on the register as the holder of Shares with a New Zealand address, but who on the date of the SPP offer no longer holds Shares, is not eligible 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":

- 10,000 Shares for \$1,500 (**Minimum Application Amount**)
- 20,000 Shares for \$3,000
- 40,000 Shares for \$6,000
- 60,000 Shares for \$9,000
- 80,000 Shares for \$12,000
- 100,000 Shares for \$15,000 (**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 of Shares 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.

If you require a Custodian Certificate or would like further information on how to apply, you should contact Computershare Investor Services using the details set out in section 18 below.

Beadell reserves the right to reject any application for Shares or issue a fewer number of Shares subscribed for under the SPP where it believes the terms of the SPP have not been complied with.

## **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 \$0.15 (**Issue Price**), which is the same price for each Share that was issued by the company under its recently completed Placement.

Shares in Beadell are a speculative investment, and the price of Shares might rise or fall between the date of this offer and the date the Shares are issued to you. This means that the price you pay for a Share in Beadell may be greater or less than the 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](http://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:

- complete the “Share Purchase Plan Application Form” and return it with your payment by cheque 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 4 May 2010 (Closing Date)**; or
- 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 the Closing Date. (Note: BPAY® payments can only be made through an Australian financial institution).

Applications received after 5:00pm (Adelaide time) on 4 May 2010 will not be accepted.

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.

## 9. What are the participation costs of the SPP?

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

These costs will be paid by Beadell.

## 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 11 May 2010. Shares issued under the SPP to these persons can be traded on ASX at any time after quotation on ASX.

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 is \$15,000.

If you are recorded with one or more other persons as the 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 \$15,000.

However, if you are a custodian holding existing Shares as at the record date on behalf of one or more persons who resides in Australia or New Zealand (each a **Participating Beneficiary**), you may apply for up to a maximum amount of \$15,000 of Shares for each Participating Beneficiary subject to certifying to Beadell:

- that you hold existing Shares on behalf of each Participating Beneficiary on the Record Date (being close of business on **9 April 2010**);
- 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).

- 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 2 or more persons:

- the \$15,000 limit 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, then the maximum an eligible custodian may invest under the SPP in all capacities is \$15,000.

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 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 fact that the minimum subscription under the SPP is \$1,500, 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 remains on the register on the Closing Date.

Beadell may scale back applications below the Minimum Application Amount (being \$1,500). 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 Shares allocated to you multiplied by the issue price, may be refunded to you by direct credit (to your nominated account if recorded on Beadell's share register) or cheque as soon as practicable without interest at the time of allotment.

## **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. ASIC and ASX relief**

The offer of Shares under this SPP is made in accordance with the relief granted under ASIC Class Order 09/425 which grants relief from the requirement to prepare a prospectus for the offer of new shares under the SPP.

Beadell has also obtained a waiver on 23 March 2010 from ASX from Listing Rules 7.1 and 10.11 to permit Beadell to issue up to \$15,000 worth of Shares to each Eligible Shareholder, for all directors to participate in the SPP and for the issue price of the Shares to be no less than the lower of the following:

- the minimum issue price of the Shares issued under the Placement, being \$0.15; and
- 80% of average share price over the last 5 trading days on which sales were recorded, either before the day on which the SPP was approved or on which the shares will be issued under the SPP.

As noted earlier, the price per Share to be issued under the SPP is \$0.15 which is the same price per Share as the Shares issued

under the Placement and therefore satisfies the relevant condition of the waiver.

## **16. Currency**

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

## **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 or Computershare Investor Services on 1300 137 515 (within Australia) or +61 3 9415 4667 (outside Australia). 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 Resources Limited**  
 ABN 50 125 222 291

**Please return completed form to:**  
 Computershare Investor Services Pty Limited  
 GPO Box 2987 Adelaide  
 South Australia 5001 Australia  
 Enquiries (within Australia) 1300 137 515  
 (outside Australia) 61 3 9415 4667  
 web.queries@computershare.com.au  
 www.computershare.com

For your security keep your SRN/HIN confidential.

Entitlement Number:  
 Record Date: 9 April 2010  
 Offer Closes: 5:00 pm (Adelaide time) 4 May 2010  
 Price per Security: A\$0.15

## SHARE PURCHASE PLAN APPLICATION FORM

This personalised form can only be used in relation to the securityholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the Share Purchase Plan (SPP) contained in the letter to Beadell Resources Limited securityholders dated 14 April 2010, Beadell Resources Limited is offering eligible securityholders the opportunity to purchase new Shares up to a maximum value of A\$15,000 per eligible securityholder, subject to a minimum application of A\$1,500.

**If you do not wish to purchase additional shares under this offer there is no need to take action.**

By making your payment, you agree to be bound by the Constitution of Beadell Resources Limited and agree that the submission of this payment constitutes an irrevocable offer to you by Beadell Resources Limited to subscribe for Beadell Resources Limited Shares on the terms of the SPP. In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

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

### METHOD OF ACCEPTANCE

You can apply for shares and make your payment utilising one of the payment options detailed overleaf.

Beadell Resources Limited may make determinations in any manner it thinks fit, in relation to 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. Any determinations by Beadell Resources Limited will be conclusive and binding on all eligible securityholders 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 and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible securityholders even where Beadell Resources Limited does not notify you of that event.

**ASXAAASXAAA**

**SPRB**



▼ PLEASE DETACH HERE ▼

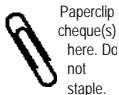
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Please see overleaf for Payment Options



Biller Code: 125435

Ref No:



Paperclip  
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**Beadell Resources Limited**  
 ABN 50 125 222 291

I/We wish to purchase:

100,000 shares or A\$15,000    or   
  80,000 shares or A\$12,000    or   
  60,000 shares or A\$9,000    or   
  40,000 shares or A\$6,000    or   
  20,000 shares or A\$3,000    or   
  10,000 shares or A\$1,500

\* These share amounts may be subject to scale-back in accordance with the terms of the SPP.

**Payment Details – Please note that funds are unable to be directly debited from your bank account**

Drawer	Cheque number	BSB number	Account number	Cheque amount
				A\$

Make your cheque or bank draft payable to Beadell Resources Limited Share Purchase Plan

### Contact Details

Please provide your contact details in case we need to speak to you about this slip

Name of contact person

\_\_\_\_\_

Contact person's daytime telephone number

(    )    \_\_\_\_\_



# How to accept the Share Purchase Plan

## Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this Application Form;

Your cheque, bank draft or money order must be made payable to Beadell Resources Limited Share Purchase Plan in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. **Please note that funds are unable to be directly debited from your bank account.**

**If paying by cheque, return the slip below and Cheque, Bank Draft or money order in the envelope provided.**

**Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.**

## Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

### Lodgement of Application

If you are applying for shares and your payment is being made by BPAY<sup>®</sup>, you do not need to return the slip below. Your payment must be received by no later than 5:00pm (Adelaide time) on 4 May 2010. 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. Ensure you have read and accurately followed your banking institution's BPAY FAQ or other instructions prior to making multiple payments for multiple holdings under this offer. Neither 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 slip below must be received by Computershare Investor Services Pty Limited (CIS) Adelaide by no later than 5:00pm (Adelaide time) on 4 May 2010. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for securityholders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached.

**Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.**

### Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

**If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 137 515.**

This form may not be used to notify your change of address. For information, please contact CIS on 1300 137 515 or visit [www.computershare.com](http://www.computershare.com) (certificated/issuer sponsored holders only).

**CHESS holders must contact their Controlling Participant to notify a change of address**

® Registered to BPAY Pty Ltd ABN 69 079 137 518

### Payment Options:



Billers Code: 123456

Ref No: 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: [www.bpay.com.au](http://www.bpay.com.au)



By Mail  
Beadell Resources  
Limited  
Computershare Investor  
Services Pty Limited  
GPO Box 2987  
Adelaide, South Australia  
8060 AUSTRALIA

