



Notice of Annual General Meeting and Explanatory Memorandum

**Annual General Meeting to be held at the Boardroom of
Beadell Resources Limited's Registered and Corporate Office at Level 2, 16 Ord Street,
West Perth, Western Australia on Thursday, 24 May 2018 commencing at 9.00am (WST)**

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

This Notice of Annual General Meeting and Explanatory Memorandum 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.

2017 Annual Report can be viewed online at:

www.beadellresources.com.au

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Beadell Resources Limited (Beadell or the Company) will be held at the Boardroom of Beadell Resources Limited's Registered and Corporate Office at Level 2, 16 Ord Street, West Perth, Western Australia on Thursday, 24 May 2018 commencing at 9.00am Western Standard Time (WST).

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

AGENDA

Annual Financial Statements

To receive and consider the Annual Financial Statements for the twelve months ended 31 December 2017, together with the Directors' and Auditors' report for that period.

ORDINARY BUSINESS

Resolution 1 – Approval of the Remuneration Report (non-binding resolution)

To consider and, if thought fit, pass the following resolution as a non-binding **ordinary resolution** in accordance with section 250R(2) of the *Corporations Act 2001 (Cth)* (Corporations Act):

"That the Remuneration Report contained in the Company's Annual Report for the financial year ended 31 December 2017 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Please refer to the Explanatory Memorandum for further details.

Resolution 2 – Re-election of Mr Timo Jauristo

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

"That Mr Timo Jauristo, who retires in accordance with Clause 6.3(c) of the Company's Constitution, and being eligible and having given his consent, be re-elected as a Director of the Company."

OTHER BUSINESS

To transact any other business which may be properly brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

NOTES

Requisite majorities

Resolutions 1 and 2 are ordinary resolutions and will be passed only if supported by a simple majority of the votes cast by Shareholders entitled to vote on the resolutions.

Voting exclusion statements

Resolution 1: Approval of the Remuneration Report (non-binding resolution)

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - i. does not specify the way the proxy is to vote on this Resolution; and
 - ii. expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Please note, in accordance with sections 250R(4) and 250R(5) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 1 unless the shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions. Please note that if the Chairman of the meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chairman to exercise your proxy on this Resolution even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chairman.

If you appoint the Chairman as your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

Proxies

Please note that:

- a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- b) a proxy can be an individual or a body corporate;
- c) a proxy need not be a member of the Company; and
- d) 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.

In order to record a valid vote, members will need to take the following steps:

- a) Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions; or
- b) Complete and lodge the proxy form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney) to:

Beadell Resources Limited
c/- Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001
or facsimile 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia)

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

- a) Lodge your vote Online: www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on your Proxy Form.

So that your proxy is received not later than **9:00am (WST) on Tuesday, 22 May 2018**, being not less than 48 hours prior to the commencement of the meeting. Proxies received later than this time will be invalid.

“Snap-shot” time

The Company's directors have determined that all shares of the Company that are quoted on the Australian Securities Exchange (ASX) at 5:00pm (WST) on Tuesday, 22 May 2018 shall, for the purposes of determining voting entitlements at the 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 Memorandum

The Explanatory Memorandum accompanying this Notice of Annual 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 April 2018

Explanatory Memorandum

This Explanatory Memorandum 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 Memorandum 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 Memorandum should be read in conjunction with the Notice of Annual General Meeting and the Company's 2017 Annual Report.

Financial statements and reports

As required under section 317 of the Corporations Act, the Annual Financial Statements for the 12 months ended 31 December 2017 will be laid before the Annual General Meeting.

The Annual Financial Statements are included in the Company's 2017 Annual Report, a copy of which can be accessed online at: www.beadellresources.com.au. 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 – Approval of the Remuneration Report

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company.

The Remuneration Report forms part of the Directors' Report included in the 2017 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior management of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior management personnel of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior management of the Company.

The vote on the adoption of the Remuneration Report is advisory only and the vote does not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 1.

Resolution 2 – Re-election of Mr Timo Jauristo

Clause 6.3(c) of the Constitution provides that if the Company has three or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each AGM. However, a Director who retires under this clause is eligible for re-election at that meeting as provided in clause 6.3(f) of the Constitution.

Accordingly, Mr Timo Jauristo retires in accordance with Clause 6.3(c) of the Company's Constitution and, being eligible and having given his consent, offers himself for re-election as a Director of the Company.

Further information on Mr Timo Jauristo can be found in the 2017 Annual Report.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Directors' Recommendation

The Directors, other than Mr Timo Jauristo, unanimously recommend that Shareholders vote **in favour** of Resolution 2.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 137 515
(outside Australia) +61 3 9415 4667

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 181504

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 9:00am (WST) on Tuesday 22 May 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Beadell Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Beadell Resources Limited to be held at the Boardroom of Beadell Resources Limited's Registered and Corporate Office at Level 2, 16 Ord Street, West Perth, Western Australia on Thursday, 24 May 2018 at 9:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

ORDINARY BUSINESS

	For	Against	Abstain
1 Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Timo Jauristo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____