



Notice of General Meeting and Explanatory Memorandum

**In relation to a 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 Monday, 25 June 2018 commencing at 9.00am (WST)**

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

This Notice of 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.

Notice of General Meeting

Notice is given that a General Meeting (the **Meeting**) of Beadell Resources Limited (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 Monday, 25 June 2018 commencing at 9.00am Western Standard Time (WST), being the time in Perth, Western Australia.

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

AGENDA

Resolution 1 – Ratification of Tranche 1 of the Placement of Equity (Shares and Warrants) and Convertible Debentures

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify Tranche 1 of the Placement of Equity (Shares and Warrants) and Convertible Debentures, being the issue and allotment on or about 18 May 2018 of 73,840,220 fully paid ordinary shares in the Company at an issue price of A\$0.083 per share and 55,380,165 attached unlisted warrants (on the basis that each share carried three-quarters of one warrant) to sophisticated and professional investors, and US\$3.7 million worth of 6% senior secured convertible debentures due 30 June 2023, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by any person who participated in Tranche 1 of the Placement or any of their associates.

However, the Company need not disregard a vote if it is cast:

- a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) by the Chairman of 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.

Resolution 2 – Approval of Tranche 2 of the Placement of Equity (Shares and Warrants) and Convertible Debentures

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve Tranche 2 of the Placement of Equity (Shares and Warrants) and Convertible Debentures, which comprises the issue and allotment of up to 138,000,000 fully paid ordinary shares at an issue price of A\$0.083 per share and up to 104,000,000 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant), and US\$6.3 million worth of 6% senior secured convertible debentures due 30 June 2023, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by:

- a) any person who is expected to participate in, or who will obtain a material benefit as a result of, Tranche 2 of the Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) any of their associates.

However, the Company need not disregard a vote if it is cast:

- a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) by the Chairman of 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.

Resolution 3 – Participation of Mr Brant Hinze in Tranche 2 of the Placement of Equity (Shares and Warrants only)

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

"That, subject to and conditional on Resolution 2 being passed, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,596,600 fully paid ordinary shares at \$0.083 per Share and 1,197,450 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) to Mr Brant Hinze (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by Mr Brant Hinze (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast:

- a) by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) by the Chairman of 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.

Resolution 4 – Participation of Dr Nicole Adshead-Bell in Tranche 2 of the Placement of Equity (Shares and Warrants only)

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

"That, subject to and conditional on Resolution 2 being passed, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,745,200 fully paid ordinary shares at \$0.083 per Share and 2,808,900 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) to Dr Nicole Adshead-Bell (or her nominee) on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by Dr Nicole Adshead-Bell (or her nominee) or any of her associates. However, the Company need not disregard a vote if it is cast:

- a) by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or;
- b) by the Chairman of 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.

Resolution 5 – Participation of Mr Simon Jackson in Tranche 2 of the Placement of Equity (Shares and Warrants only)

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

"That, subject to and conditional on Resolution 2 being passed, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,204,700 fully paid ordinary shares at \$0.083 per Share and 903,525 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) to Mr Simon Jackson or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by Mr Simon Jackson (or his nominee) or any of his associates. However the Company need not disregard a vote:

- a) by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or;
- b) by the Chairman of 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.

NOTES

Requisite majorities

Each resolution will be put to the Meeting as an ordinary resolution and will be passed only if supported by a simple majority of the votes cast by Shareholders entitled to vote on the resolutions.

Proxies

Please note that:

- a) a member of the Company entitled to attend and vote at the 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, Shareholders 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;
- b) Lodge your vote Online: www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on your Proxy Form; or
- c) Complete and lodge the proxy form with the Company at the address or facsimile number specified below, along with any power of attorney or notary certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney) not later than **9:00am (WST) on Saturday, 23 June 2018**, being not less than 48 hours prior to the commencement of the meeting. Proxies received later than this time will be invalid.

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.

"Snap-shot" time

The Company's directors have determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that all shares of the Company that are quoted on the Australian Securities Exchange (**ASX**) at 5:00pm (WST) on Saturday, 23 June 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. Accordingly, share transfers registered after that time will be disregarded in determining entitlements attached to attend and vote at the Meeting.

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 2001* (Cth) (**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 and its attachments accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'G Barrett', with a small dot at the end.

Greg Barrett

Company Secretary
Beadell Resources Limited

24 May 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 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 General Meeting.

Resolution 1 – Ratification of Tranche 1 of the Placement Equity (Shares and Warrants) and Convertible Debentures

Background

On 7 May 2018, the Company announced that it had received commitments from investors to participate in a placement (**Placement**).

The Placement included the issue of 73,840,220 ordinary shares in the Company (**Ordinary Shares**) and 55,380,165 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) (**Tranche 1 Placement Equity**) to sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act respectively) and US\$3.7 million worth of 6% senior secured convertible debentures due 30 June 2023 (**Tranche 1 Convertible Debentures**), to raise approximately \$10.5 million¹ (before costs) (**Tranche 1**).

As announced on 10 May 2018, the Company has been granted a waiver of ASX Listing Rule 10.1 on standard terms in relation to the participation of funds and accounts under management by subsidiaries of BlackRock, Inc (**Blackrock**). The Company applied for a waiver under ASX Listing Rule 10.1 to allow it to grant security for the Tranche 2 Convertible Debentures over its shares in its Australian Subsidiaries, Beadell (Brazil) Pty Ltd and Beadell (Brazil 2) Pty Ltd, in favour of holders of debentures, including Blackrock, without obtaining shareholder approval.

The securities issued under Tranche 1 were issued on 18 May 2018 without security holder approval under ASX Listing Rule 7.1.

Approval sought

ASX Listing Rule 7.1 provides that, without approval of shareholders, a listed company must not issue or agree to issue "equity securities" (as defined under the Listing Rules) (**Equity Securities**) if those securities, when aggregated with the securities issued by the company without the approval and which were not subject to an exemption during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period (subject to certain rules and exemptions).

The issue and allotment of the Tranche 1 Placement Equity and the Tranche 1 Convertible Debentures in Resolution 1 did not exceed the Company's capacity under ASX Listing Rule 7.1. However, ASX Listing Rule 7.4 provides that, where a company in general meeting ratifies an issue of Equity Securities, the issue will be treated having been made with approval for the purpose of ASX Listing Rule 7.1, thereby enabling the company to issue further Equity Securities in the following 12 months without the ratified Equity Securities counting towards the company's 15% capacity under ASX Listing Rule 7.1.

The Company now seeks Shareholder approval to ratify the issue of the Tranche 1 Placement Equity and Tranche 1 Convertible Debentures under Tranche 1. Approval of this resolution will provide the Company with the flexibility to issue further securities as required.

Information required by ASX Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 in relation to the issue of the Tranche 1 Placement Equity and Convertible Debentures.

Placement Equity (shares and warrants)

- a) The number of securities issued by the Company in Tranche 1 was 73,840,220 Ordinary Shares with 55,380,165 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- b) The issue price for the Tranche 1 Placement Equity was A\$0.083 for each Ordinary Share with attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- c) One warrant entitles the holder to subscribe for one Ordinary Share at an exercise price of US\$0.0815 (implying a premium of approximately 30% over the issue price for the Ordinary Shares and attaching warrants²). The warrants expire 48-months from date of issue. Please see Attachment 1 for the terms and conditions attaching to the warrants.
- d) The Ordinary Shares issued via Tranche 1 Placement Equity rank equally in all respects with the Company's existing ordinary shares.
- e) The Ordinary Shares and the attaching warrants issued via Tranche 1 Placement Equity were issued and allotted to professional and sophisticated investors.
- f) The funds raised from the issue of the Tranche 1 Placement Equity will be used by the Company for the following purposes:

¹ Assuming an AUD:USD exchange rate of \$0.76.

² Assuming an AUD:USD exchange rate of \$0.76.

- 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.
- g) A voting exclusion statement is included in the Notice.

Convertible Debentures

The Company has issued US\$3.7 million worth of 6% senior secured convertible debentures on the terms and conditions set out in Attachment 2. A summary of the terms and conditions is set out below:

Face value	US\$1,000
Quantity	Up to 3,700 Convertible Debentures
Maturity date	30 June 2023
Coupon	6.0% per annum, payable semi-annually
Conversion	Convertible into Ordinary Shares at fixed price of US\$0.0815, subject to standard adjustments
Redemption	Not redeemable before 30 June 2021 except in limited circumstances
Security	Secured by share pledges over Beadell's Australian subsidiaries which hold the shares in Beadell Brasil Ltda, the operating entity for Tucano
Scheme with Golden Harp Resources Inc	To be assumed by Golden Harp Resources Inc. as part of implementation of scheme of arrangement

- a) The Tranche 1 Convertible Debentures were issued and allotted to professional and sophisticated investors.
- b) The funds raised from the issue of the Tranche 1 Placement Convertible Debentures have been and will be used by the Company for the following purposes:
 - 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.
- c) A voting exclusion statement is included in the Notice.

Directors' Recommendation

The Directors intend to vote in favour of Resolution 1 (subject to any applicable voting exclusion) and unanimously recommend that Shareholders vote in favour of Resolution 1.

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

Resolution 2 – Approval of Tranche 2 of the Placement of Equity (Shares and Equity) and Convertible Debentures

Background

On 7 May 2018, the Company announced that, subject to shareholder approval and ongoing satisfactory progress on the turnaround of operations at the Tucano mine (to the satisfaction of the holders of the Tranche 1 Convertible Debentures), in addition to Tranche 1, it would conduct a second tranche equity placement for up to 124,000,000 Ordinary Shares (and 93,000,000 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) and US\$6.4 million worth of 6% senior secured convertible debentures due 30 June 2023, raising up to approximately US\$18.7 million³ (before costs). Subsequent to the announcement on 7 May 2018, the Company has now received commitments from investors to subscribe for up to 138,000,000 Ordinary Shares (and up to 104,000,000 attached unlisted warrants) (**Tranche 2 Placement Equity**) (on the basis that each share carries three-quarters of one warrant) and US\$6.3 million worth of 6% senior secured convertible debentures due 30 June 2023 (**Tranche 2 Convertible Debentures**), raising up to approximately \$18.9 million (before costs) (**Tranche 2**).

As announced on 10 May 2018, the Company has been granted a waiver of ASX Listing Rule 10.1 on standard terms in relation to the participation of funds and accounts under management by subsidiaries of BlackRock Inc (**Blackrock**). The Company applied for a waiver under ASX Listing Rule 10.1 to allow it to grant security for the Tranche 2 Convertible Debentures over its shares in its Australian Subsidiaries, Beadell (Brazil) Pty Ltd and Beadell (Brazil 2) Pty Ltd, in favour of holders of debentures, including Blackrock, without obtaining shareholder approval.

Approval sought

ASX Listing Rule 7.1 provides that, without approval of shareholders, a listed company must not issue or agree to issue Equity Securities if those securities, when aggregated with the securities issued by the company without the approval and which were not subject to an exemption during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period (subject to certain rules and exemptions).

³ Assuming an AUD:USD exchange rate of \$0.76.

The issue of Tranche 2 Placement Equity and Tranche 2 Convertible Debentures under Tranche 2 will exceed the Company's 15% placement capacity under ASX Listing Rule 7.1 that was exhausted by Tranche 1, and therefore requires Shareholder approval.

The Company now seeks Shareholder approval to issue the Tranche 2 Placement Equity and Tranche 2 Convertible Debentures.

Information required by ASX Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 in relation to the Tranche 2 Placement Equity and Convertible Debentures:

Placement Equity (shares and warrants)

- a) The number of securities which will be issued by the Company under Tranche 2 is up to 138,000,000 ordinary shares with up to 104,000,000 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- b) The issue price of the Tranche 2 Placement Equity will be A\$0.083 for each Ordinary Share with attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- c) One full warrant entitles the holder to subscribe for one Ordinary Share at an exercise price of US\$0.0815. The warrants expire 48-months from date of issue. Please see Attachment 1 for the terms and conditions attaching to the warrants.
- d) The Ordinary Shares of the Tranche 2 Placement Equity rank equally in all respects with the Company's existing Ordinary Shares.
- e) The Ordinary Shares and attaching warrants issued via the Tranche 2 Placement Equity will be issued and allotted to professional and sophisticated investors.
- f) The funds to be raised from the issue of the Tranche 2 Placement Equity will be used by the Company for the following purposes:
 - 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.
- g) Upon receipt of Shareholder approval for this Resolution 2, the Tranche 2 Placement Equity will be issued all at once immediately following the Meeting and in any event not later than 3 months following this meeting.
- h) A voting exclusion statement is included in the Notice.

Convertible Debentures

The Company is seeking shareholder approval to issue US\$6.3 million worth of 6% senior secured convertible debentures on the terms and conditions set out in Attachment 2. A summary of the terms and conditions is set out below:

Face value	US\$1,000
Quantity	Up to 6,300 Convertible Debentures
Maturity date	30 June 2023
Coupon	6.0% per annum, payable semi-annually
Conversion	Convertible into Ordinary Shares at fixed price of US\$0.0815, subject to standard adjustments
Redemption	Not redeemable before 30 June 2021 except in limited circumstances
Security	Secured by share pledges over Beadell's Australian subsidiaries which hold the shares in Beadell Brasil Ltda, the operating entity for Tucano
Scheme with Golden Harp Resources Inc	To be assumed by Golden Harp Resources Inc. as part of implementation of scheme of arrangement

- a) The Tranche 2 Placement Convertible Debentures will be issued and allotted to professional and sophisticated investors.
- b) The funds raised from the issue of the Tranche 2 Placement Convertible Debentures will be used by the Company for the following purposes:
 - 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.
- c) A voting exclusion statement is included in the Notice.
- d) Upon receipt of Shareholder approval for this Resolution 2, the Tranche 2 Placement Convertible Debentures will be issued all at once immediately following the Meeting and in any event not later than 3 months following this meeting.
- e) A voting exclusion statement is included in the Notice.

Summary of potential effect on Company's share capital

The below table sets out the cumulative effect Tranche 2 will have on the number of Ordinary Shares on issue in the capital of the Company.

Current (1)	Issue of Tranche 2 Ordinary Shares (2)	Upon exercise of all Tranche 2 warrants (3)	Upon conversion of all Tranche 2 Convertible Debentures (4)
1,408,050,232	1,546,050,232	1,650,050,232	1,727,351,232

Notes:

- 1) Number includes Ordinary Shares issued under Tranche 1, exercise of all Tranche 1 Warrants and conversion of all Tranche 1 Convertible Debentures.
- 2) Number includes the current number of Ordinary Shares and assumes that all of the 138,000,000 Ordinary Shares under Tranche 2 are issued by the Company.
- 3) Number includes the Ordinary shares issued under Tranche 1 and Tranche 2 and assumes that all warrants under Tranche 2 have been exercised and converted into Ordinary Shares.
- 4) Number includes the Ordinary Shares issued under Tranche 1, Tranche 2 and assumes that all warrants and convertible notes under Tranche 2 have been exercised and converted into Ordinary Shares pursuant to the right of holders to convert at any time while the Debentures remain outstanding.

Directors' Recommendation

The Directors intend to vote in favour of Resolution 2 (subject to any applicable voting exclusion) and unanimously recommend that Shareholders vote in favour of Resolution 2.

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

Resolution 3 – Participation of Mr Brant Hinze in Tranche 2 of the Placement of Equity (Shares and Warrants)

Background

As announced on 7 May 2018, the Company's management team and Board intend to participate in the Tranche 2 subject to Shareholder approval and ongoing satisfactory progress on the turnaround of operations at the Tucano mine to the satisfaction of the proposed holders of the Tranche 2 Convertible Debentures. The Company is seeking Shareholder approval for the issue of 1,596,600 Ordinary Shares with 1,197,450 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) to Mr Brant Hinze or his nominee pursuant to Tranche 2.

Approval sought

ASX Listing Rule 10.11 provides that a company must not, without the approval of shareholders, issue Equity Securities to a related party, including directors (subject to certain rules and exemptions). Mr Brant Hinze (or his nominee) wishes to participate in the Placement as part of Tranche 2, as previously announced to ASX on 7 May 2018. His participation must be approved by the shareholders in accordance with ASX Listing Rule 10.11.

Information required by ASX Listing Rule 10.13

The following information is required by ASX Listing Rule 10.13 in relation to the issue of securities to Mr Brant Hinze (or his nominee):

- a) The Company will issue 1,596,600 Ordinary Shares with 1,197,450 attached unlisted warrants to Mr Brant Hinze (or his nominee) no later than 1 month after the date of the Meeting.
- b) The Ordinary Shares will be issued at an issue price of \$0.083 each with attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- c) One warrant entitles holder to subscribe for one Ordinary Share at an exercise price of US\$0.0815 (implying a premium of approximately 30% over the issue price). The warrants expire 48-months from date of issue. Please see Attachment 1 for the terms and conditions attaching to the warrants.
- d) The Ordinary Shares issued will rank equally with the existing Ordinary Shares on issue; and
- e) The net proceeds from Tranche 2 are to be used by the Company as follows:
 - 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.

Tables 1 and 2 set out the direct and indirect relevant interests of Mr Brant Hinze prior to and following the issue of the Ordinary Shares the subject of Resolutions 2 to 5.

Table 1

Relevant interests of Mr Brant Hinze immediately prior to the Issue of Placement Equity.

Director	Number of Shares	% of Capital Issued
Brant Hinze	384,610	0.03%

Table 2

Relevant interests of Mr Brant Hinze immediately following the Issue of Ordinary Shares of Tranches 1 and 2 and assuming the passing of Resolutions 2 to 5 and that no Employee Share Options or Performance Rights are exercised.

Director	Number of Shares	% of Capital Issued
Brant Hinze	1,981,210	0.14%

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain Shareholders approval for giving a financial benefit to a related party is where the benefit is given on arm's length terms or terms that are less favourable than arm's length terms.

Approval pursuant to Chapter 2E of the Corporations Act is not being sought in respect of Resolution 3 because the Ordinary Shares and warrants will be issued to Mr Brant Hinze (or his nominee) on the same terms as the equity issued to non-related party participants in the Tranche 2 and as such the Directors (other than Mr Hinze who has a material interest in Resolution 3) have determined that the giving of the financial benefit is on arm's length terms.

Directors' Recommendation

The Directors, other than Mr Brant Hinze who has a material interest in Resolution 3, unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4 – Participation of Dr Nicole Adshed-Bell in Tranche 2 of the Placement of Equity (Shares and Warrants)

Background

As announced on 7 May 2018, the Company's management team and Board intend to participate in Tranche 2 subject to Shareholder approval and ongoing satisfactory progress on the turnaround of operations at the Tucano mine to the satisfaction of the proposed holders of the Tranche 2 Convertible Debentures. The Company is seeking Shareholder approval for the issue of 3,745,200 Ordinary Shares with 2,808,900 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) to Dr Nicole Adshead-Bell or her nominee pursuant to Tranche 2.

Approval sought

ASX Listing Rule 10.11 provides that a company must not, without the approval of shareholders, issue equity securities to a related party, including directors (subject to certain rules and exemptions). Dr Nicole Adshead-Bell (or her nominee) wishes to participate in the Placement as part of Tranche 2 as previously announced to ASX on 7 May 2018. Her participation must be approved by the shareholders in accordance with ASX Listing Rule 10.11.

Information required by ASX Listing Rule 10.13

The following information is required by ASX Listing Rule 10.13 in relation to the issue of securities to Dr Nicole Adshead-Bell (or her nominee):

- a) The Company will issue 3,745,200 Ordinary Shares with 2,808,900 attached unlisted warrants to Dr Nicole Adshed-Bell (or her nominee) no later than 1 month after the date of the Meeting.
- b) The Ordinary Shares will be issued at an issue price of \$0.083 each with attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- c) One full warrant entitles holder to subscribe for one Ordinary Share at an exercise price of US\$0.0815. The warrants expire 48-months from date of issue. Please see Attachment 1 for a detailed summary of the terms and conditions attaching to the warrants.
- d) The Ordinary Shares issued will rank equally with the existing Ordinary Shares on issue; and
- e) The net proceeds from Tranche 2 are to be used by the Company as follows:
 - 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.

Tables 1 and 2 set out the direct and indirect relevant interests of Dr Nicole Adshed-Bell prior to and following the issue of the Ordinary Shares the subject of Resolutions 2 to 5.

Table 1

Relevant interests of Dr Nicole Adshed-Bell immediately prior to the Issue of Placement Equity.

Director	Number of Shares	% of Capital Issued
Nicole Adshed-Bell	630,000	0.05%

Table 2

Relevant interests of Dr Nicole Adshed-Bell immediately following the Issue of Ordinary Shares of Tranches 1 and 2 and assuming the passing of Resolutions 2 to 5 and that no Employee Share Options or Performance Rights are exercised.

Director	Number of Shares	% of Capital Issued
Nicole Adshed-Bell	4,375,200	0.30%

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain Shareholders approval for giving a financial benefit to a related party is where the benefit is given on arm's length terms or terms that are less favourable than arm's length terms.

Approval pursuant Chapter 2E of the Corporations Act is not being sought in respect of Resolution 4 because the Ordinary Shares and warrants will be issued to Dr Nicole Adshed-Bell (or her nominee) on the same terms as the equity issued to non-related party participants in the Tranche 2 and as such the Directors (other than Dr Adshed-Bell who has a material interest in Resolution 4) have determined that the giving of the financial benefit is on arm's length terms.

Directors' Recommendation

The Directors, other than Dr Nicole Adshed-Bell who has a material interest in Resolution 4, unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.

Resolution 5 – Participation of Mr Simon Jackson in Tranche 2 of the Placement of Equity (Shares and Warrants)

As announced on 7 May 2018, the Company's management team and Board intend to participate in Tranche 2 subject to Shareholder approval and ongoing satisfactory progress on the turnaround of operations at the Tucano mine to the satisfaction of the proposed holders of the Tranche 2 Convertible Debentures. The Company is seeking Shareholder approval for the issue of 1,204,700 Ordinary Shares with 903,525 attached unlisted warrants (on the basis that each share carries three-quarters of one warrant) to Mr Simon Jackson or his nominee pursuant to Tranche 2.

Approval sought

ASX Listing Rule 10.11 provides that a company must not, without the approval of shareholders, issue Equity Securities to a related party, including directors. Mr Simon Jackson (or his nominee) wishes to participate in the Placement as part of Tranche 2, as previously announced to ASX on 7 May 2018. His participation must be approved by the shareholders in accordance with ASX Listing Rule 10.11.

Information required by ASX Listing Rule 10.13

The following information is required by ASX Listing Rule 10.13 in relation to the issue of securities to Mr Simon Jackson (or his nominee):

- a) The Company will issue 1,204,700 Ordinary Shares with 903,525 attached unlisted warrants to Mr Simon Jackson (or his nominee) no later than 1 month after the date of the Meeting.
- b) The Ordinary Shares of Tranche 2 will be issued at an issue price of \$0.083 each Tranche 2 with attached unlisted warrants (on the basis that each share carries three-quarters of one warrant).
- c) One full warrant entitles holder to subscribe for one Ordinary Share at an exercise price of US\$0.0815 (implying a premium of approximately 30% over the issue price). The warrants expire 48-months from date of issue. Please see Attachment 1 for the terms and conditions attaching to the warrants.
- d) The Ordinary Shares issued will rank equally with the existing Ordinary Shares on issue; and
- e) The net proceeds from Tranche 2 are to be used by the Company as follows:
 - 1) Completion of the Tucano plant upgrade,
 - 2) Working capital, and
 - 3) General corporate purposes.

Tables 1 and 2 set out the direct and indirect relevant interests of Mr Simon Jackson prior to and following the issue of the Ordinary Shares the subject of Resolutions 2 and 5.

Table 1

Relevant interests of Mr Simon Jackson immediately prior to the Issue of Ordinary Shares.

Director	Number of Shares	% of Capital Issued
Simon Jackson	512,820	0.04%

Table 2

Relevant interests of Mr Simon Jackson immediately following the Issue of Ordinary Shares of Tranches 1 and 2 and assuming the passing of Resolutions 2 to 5 and that no Employee Share Options or Performance Rights are exercised.

Director	Number of Shares	% of Capital Issued
Simon Jackson	1,717,520	0.12%

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain Shareholders approval for giving a financial benefit to a related party is where the benefit is given on arm's length terms or terms that are less favourable than arm's length terms.

Approval pursuant to Chapter 2E of the Corporations Act is not being sought in respect of Resolution 5 because the Ordinary Shares and warrants will be issued to Mr Simon Jackson (or his nominee) on the same terms as the equity issued to non-related party participants in the Tranche 2 and as such the Directors (other than Mr Jackson who has a material interest in the outcome of Resolution 5) have determined that the giving of the financial benefit is on arm's length terms

Directors' Recommendation

The Directors, other than Mr Simon Jackson who has a material interest in Resolution 5, unanimously recommend that Shareholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

Attachment 1 – Warrant terms and conditions

- (a) **Warrant entitlement:** Each Warrant issued entitles the Holder to subscribe for one Share upon receipt by the Company of a Warrant Notice duly executed by the Holder and payment of the Warrant Price at any time following issue of the Warrant but before 5:00pm (Perth time) on the Warrant Expiry Date (**Warrant Exercise Period**).
- (b) **Exercise of Warrants:** Warrants must be exercised in tranches of not less than 1,000,000 Warrants or, if less, any balancing amount of Warrants held by the Holder.
- (c) **Transferability:** Subject to any restrictions under applicable law, Warrants may be transferred in blocks of not less than 1,000,000 (or, if less, any balancing amount of Warrants held by the Holder) by the Holder at any time to a person who is a professional investor (as defined in section 9 of the Corporations Act) or a sophisticated investor pursuant to section 708(8) of the Corporations Act. A transfer may be effected by written instrument of transfer in a form satisfactory to the Company, acting reasonably (a **Transfer**), executed by the transferee and transferor and subject to the transferee complying with the Company's reasonable requirements, including (without limitation) providing warranties in favour of the Company or evidence satisfactory to the Company that the securities laws of any applicable jurisdictions have been complied with in connection with transfer of Warrants and that, upon exercise of the transferred Warrants, the issue of the Shares will comply with the securities laws of any applicable jurisdictions. Promptly following any transfer of Warrants, the transferor and the transferee will notify the Company in writing of the Transfer and (subject to the provision of a valid Transfer, compliance with the Company's reasonable requirements, and the return to the Company of the relevant certificate relating to the transferred Warrants) the Company must, within 10 Business Days of receipt of the relevant documents, issue or procure the issue of a new certificate to the transferee and, if applicable, the transferor reflecting their respective holdings of Warrants.
- (d) **Method of exercising Warrants:** Warrants may be exercised by:
- (i) the Holder delivering to the Company before 5:00pm on the Warrant Expiry Date a Warrant Notice duly executed by the Holder specifying the number of Warrants being exercised, which must not be less than the number specified in paragraph (b) above; and
 - (ii) the Holder paying to the Company in Immediately Available Funds of the total Warrant Price for the Warrants being exercised.
- (e) **Issue of Shares by Company:** As soon as practicable and in any event within 10 Business Days after receiving a duly executed Warrant Notice and payment of the applicable Warrant Price in accordance with paragraph (d) above from the Holder, the Company must:
- (i) issue, or cause to be issued, to the Holder the number of Shares corresponding to the number of Warrants specified in the Holder's Warrant Notice; and
 - (ii) issue, or cause to be issued, to the Holder a holding statement for the number of Shares.
- (f) **Quotation:** As soon as practicable and, in any event, within 2 Business Days following the issue of Shares on exercise of Warrants, the Company must:
- (i) apply to ASX for official quotation of the Shares; and
 - (ii) give to ASX a notice under section 708A(5)(e) of the Corporations Act, unless it cannot meet the criteria in "case 1" of section 708A of the Corporations Act, in which case the Company will comply with the criteria in "case 2" of section 708A of the Corporations Act and issue a disclosure document under chapter 6D.2 of the Corporations Act as soon as reasonably practicable after the date of exercise of the Warrants and in any event within 20 Business Days of that date (and until the Company has issued the disclosure document, the Holder may only transfer the relevant Shares to a person satisfying the requirements of section 708(8), (10) or (11) of the Corporations Act.
- (g) **Corporations Act:** The Holder acknowledges and must comply with Chapter 6 of the Corporations Act and the *Foreign Acquisitions and Takeovers Act 1975* (Cth) in respect of the exercise of any Warrants.
- (h) **Constitution:** On issue of Shares on exercise of Warrants, the Holder agrees to be bound by the Constitution.
- (i) **Ranking of Shares:** All Shares issued on exercise of Warrants will be issued as fully paid and will rank equally in all respects with the other Shares on issue in the capital of the Company as at the date of issue.
- (j) **No dividends:** A Warrant does not confer any rights to dividends.
- (k) **Participation in new issues:** A Warrant does not confer any right on the Holder to participate in a new issue unless the Holder exercises the Warrant before the record date for the issue.
- (l) **Bonus issues:** If there is a bonus issue to holders of Shares, then the number of Shares over which any outstanding Warrant is exercisable will be adjusted in the manner provided for in the ASX Listing Rules.
- (m) **Pro rata issues:** If there is a pro rata issue (other than a bonus issue) to the holders of Shares, then the Warrant Price of any outstanding Warrant will be adjusted in the manner provided for in the ASX Listing Rules.
- (n) **Reorganisation of capital:** If the Company reorganises its capital, the rights attaching to the Warrants will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (o) **Variation of terms:** Subject to the ASX Listing Rules, these terms and conditions of the Warrants may be varied at any time by written agreement between the Company and the Holder.

(p) **RTO:** The Company will procure that if the RTO becomes Effective, then, prior to the RTO Record Date, it will procure that Golden Harp agrees to issue warrants to acquire common shares in the capital of Golden Harp (expected to be renamed Americano Mining Inc) (the **Americano Common Shares**) on substantially equivalent terms to these Warrant Terms (having regard to the nature and value of the Warrants, the requirements of applicable Canadian laws and market practice, and the terms of the RTO) (**Replacement Warrants**) in exchange for the Warrants conditional upon and concurrently with the effectiveness of the RTO. The Holder agrees to the grant of the Replacement Warrants and to the exchange of the Warrants in accordance with this clause (p) and appoints the Company (and any officer of the Company authorised by the board of the Company for this purpose) as its agent to do anything necessary to give effect to the exchange of the Replacement Warrants for the Warrants conditional upon the completion of the RTO. The Company will procure that, in connection with the RTO, Golden Harp will apply for the listing on the TSX Venture Exchange (**TSXV**) of the Americano Common Shares issuable upon exercise of Replacement Warrants. The Replacement Warrants will be governed by the laws of the Province of British Columbia and subject to the rules and policies of the TSXV with respect to amendments or variations of terms. For greater certainty, following the RTO becoming Effective, no Warrants may be exercised for Shares and instead the only right of a holder of Warrants will be to receive Replacement Warrants in exchange therefor.

(q) **Governing law:** These terms and conditions of the Warrants are governed by the laws of Western Australia.

(r) **Definitions:** The meanings of the terms used in this document are set out below.

Term	Meaning
ASX	ASX Limited (ABN 98 008 624 691) and, where the context requires, the financial market that it operates.
ASX Listing Rules	the official listing rules of ASX.
Business Day	a day on which banks are open for business in Perth, excluding a Saturday, Sunday or public holiday.
Constitution	the constitution of the Company as amended or varied from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Immediately Available Funds	payment by bank cheque or electronic funds transfer into an account nominated by the Company.
Effective	the coming into effect, under subsection 411(10) of the Corporations Act, of the order of the Court made under paragraph 411(4)(b) of the Corporations Act in relation to the RTO.
Golden Harp	Golden Harp Resources Inc. BC0756561 of Suite 3123, 595 Burrard Street, Vancouver, BC V7X 1J1, Canada.
Holder	the holder of the Warrants, as evidenced by a certificate to be issued by the Company to the Holder on grant or transfer of the Warrants.
RTO	the scheme of arrangement under the Corporations Act between the Company and its members as announced to ASX on 18 March 2018.
RTO Record Date	the date for determining entitlements to participate in the RTO, as set out in the terms of the RTO.
Share	a fully paid ordinary share in the capital of the Company.
Warrant Expiry Date	48 months from the date of grant of the Warrants.
Warrant Price	US\$0.0815 per Share.
Warrant Notice	a written notice from the Holder to the Company under which the Holder elects to exercise a Warrant in return for payment of the Warrant Price.
Warrant Terms	the terms set out in this document.
Warrants	unquoted warrants conferring on the Holder the right to subscribe for a Share on the terms and conditions set out in these Warrant Terms for the Warrant Price.

(s) **Definitions from ASX Listing Rules:** In these Warrant Terms, a term defined in or for the purposes of the ASX Listing Rules which is not otherwise defined in these Warrant Terms has the same meaning as in the ASX Listing Rules.

Attachment 2 - Convertible debenture terms and conditions

Term	Summary
Issue price	US\$1,000 per Debenture.
Maturity Date	30 June 2023.
Coupon	6.0% per annum, payable semi-annually in arrears on 30 June and 31 December each year, commencing 31 December 2018. Beadell has the option (but no obligation) to pay interest by delivering Shares to a trustee for sale, in which event the Debenture holders will be entitled to receive a cash payment from the proceeds.
Security and ranking	<p>Beadell will grant share pledges over its shares in Beadell (Brazil) Pty Ltd and Beadell (Brazil 2) Pty Ltd (which companies hold the shares in Beadell's operating Brazilian subsidiary, Beadell Brasil Ltda) as security for the Debentures.</p> <p>The Debentures will be direct obligations of the Company ranking pari passu in right of payment with all other senior liabilities of the Company and, on enforcement in respect of the secured property, ranking senior in right of payment to all other liabilities (senior or subordinate) of the Company, other than, in each case, those liabilities mandatorily preferred by law.</p>
Conversion rights	<p>Each US\$1,000 amount will be convertible by the Debenture holder on any day prior to the business day before the Maturity Date or before a date fixed for redemption (see below) into Shares at a conversion price of US\$0.0815 per Share, subject to standard adjustment provisions summarised below (Conversion Price).</p> <p>The Shares issued on conversion of the Debentures will rank equally in all respects with the fully paid ordinary Shares on issue in the capital of the Company at the relevant time.</p>
Redemption	<p>Beadell will only be able to redeem the Debentures on the following terms:</p> <ul style="list-style-type: none">the Debentures are not redeemable on or before 30 June 2021 (First Call Date);after the First Call Date and prior to 30 June 2022 (Second Call Date), the Debentures are redeemable at a price equal to their principal amount plus accrued and unpaid interest (provided that the current market price preceding the date on which the notice of redemption is given is at least 125% of the Conversion Price set out above); andon or after the Second Call Date, the new securities are redeemable at a price equal to their principal amount plus accrued and unpaid interest.
Events of Default	<p>Each of the follow events constitutes an Event of Default for the purposes of the Debenture Indenture:</p> <ul style="list-style-type: none">failure to pay amounts when due;default in the delivery, when due, of any Shares;breach of covenants under the Debenture Indenture or the collateral documents;Beadell suffering an event of insolvency or a secured creditor seizing assets of Beadell; andany failure by Beadell to comply with the terms of any indebtedness of the Company or its subsidiaries above a threshold amount.
Change of control	<p>On a change of control of Beadell (other than the proposed scheme of arrangement with Golden Harp referred to below), holders will have the right to require Beadell to repurchase their Debentures, in whole or in part, at a price equal to 105% of the principal amount plus accrued and unpaid interest.</p> <p>Additionally, subject to applicable regulatory approvals and approvals required by applicable securities exchanges, if there is a change of control where 10% or more of the consideration is or can be received in cash, equity securities that are not traded or intended to be traded immediately following such transaction on a stock exchange, or other property that is not traded or intended to be traded immediately following such transaction on a stock exchange, Debenture holders may elect to convert their Debentures and receive an additional number of Shares, such number to be outlined in an agreed table for each Share price and effective date of the change of control, and provided that the Conversion Price at the time is not less than the maximum discount permitted under applicable listing rules and policies.</p>
Adjustments	<p>The terms of the Debentures include standard provisions for adjusting the Conversion Price on certain events occurring to adjust for the effect of the event, including a reorganisation of Beadell's capital structure, the issue of new securities by way of dividend or other distribution (other than dividend reinvestment elections) or the payment of dividends, and the issue of options or warrants to all or substantially all Beadell shareholders.</p>

Term	Summary
Transfer	The Debentures are transferable subject to compliance with applicable securities laws. In Australia, the Debentures are only transferable to sophisticated or professional investors within the meaning of the Corporations Act.
Voting rights	Debenture holders will not be entitled to attend and vote at general meetings of the Company.
Scheme of arrangement transaction	<p>As announced on 19 March 2018, Beadell and Golden Harp Resources Inc (Golden Harp) have agreed to implement a scheme of arrangement under which each Beadell shareholder will be entitled to exchange 14.25 Beadell ordinary Shares in for one Golden Harp common share. Following completion, Golden Harp will carry on the business of Beadell under the name Americano Mining Inc, which will remain listed on the TSXV and intends to apply for admission to the official list of the ASX.</p> <p>If the scheme of arrangement completes, the Debentures will be assumed by Americano (through the issue of replacement debentures) and Beadell, as a subsidiary of Americano, will guarantee the Debentures.</p> <p>If the scheme of arrangement does not complete (and in the period until the scheme of arrangement does complete), the Debentures would continue to be held by Beadell, and Beadell would apply to ASX for quotation of any Shares issued on conversion of the Debentures, such conversion to take place at the Conversion Price.</p>

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



BDR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX

 <p>Vote online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. 	
<p>Your access information that you will need to vote:</p> <p>Control Number: 999999</p> <p>SRN/HIN: I9999999999 PIN: 99999</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

 **For your vote to be effective it must be received by 9:00am (WST) on Saturday 23 June 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 →**

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

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 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 Monday 25 June 2018 at 9:00am (WST) and at any adjournment or postponement of that meeting.

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. Ratification of Tranche 1 of the Placement of Equity (Shares and Warrants) and Convertible Debentures	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Tranche 2 of the Placement of Equity (Shares and Warrants) and Convertible Debentures	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Participation of Mr Brant Hinze in Tranche 2 of the Placement of Equity (Shares and Warrants only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Participation of Dr Nicole Adshead-Bell in Tranche 2 of the Placement of Equity (Shares and Warrants only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Participation of Mr Simon Jackson in Tranche 2 of the Placement of Equity (Shares and Warrants only)	<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.*

<p>Individual or Securityholder 1</p> <input style="width: 90%; height: 25px;" type="text"/> Sole Director and Sole Company Secretary	<p>Securityholder 2</p> <input style="width: 90%; height: 25px;" type="text"/> Director	<p>Securityholder 3</p> <input style="width: 90%; height: 25px;" type="text"/> Director/Company Secretary
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____