



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 Wednesday, 18 May 2016 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.

2015 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 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 Wednesday, 18 May 2016 commencing at 9.00am (WST).

Terms used in this Notice and Explanatory Memorandum are defined in the glossary to this document. 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 2015, 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:

"That the Remuneration Report contained in the Company's Annual Report for the financial year ended 31 December 2015 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 Craig Readhead

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

"That Mr Craig Readhead, 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."

Resolution 3 – Renewal of the Performance Rights Plan (PRP)

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

"That, the following be approved for the purposes of Exception 9 to Listing Rule 7.2 (as an exception to Listing Rule 7.1) and for all other purposes:

- a) *the terms of the 2016 Performance Rights Plan (2016 PRP) for the provision of incentives to executive directors, employees and other persons*

who the Board declares are eligible to receive rights (Participants); and

- b) *the grant of Performance Rights, and the subsequent issue or transfer of Company Shares to Participants under the 2016 PRP,*

each as described in the accompanying Explanatory Memorandum."

Resolution 4 – Approval of potential termination benefits under the PRP

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

"That, for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the Company giving benefits under the Performance Rights Plan to a person in connection with that person ceasing to hold a managerial or executive office in the Company (or a related body corporate of the Company) on the terms and conditions as described in the Explanatory Memorandum."

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 through 4 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.

Resolution 3: Renewal of the Performance Rights Plan

The Company will disregard any votes cast on this Resolution 3 by a Director (except one who is ineligible to participate in any employee incentive scheme of the Company) and an associate of a Director unless:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- a) the proxy is either:
 - i. a member of the Key Management Personnel; or
 - ii. a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- a) the proxy is the Chairman of the Meeting; and
- b) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with

remuneration of a member of the Key Management Personnel.

Please note, in accordance with sections 250BD(1) and (2) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 3 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) and if you do not direct the Chairman how to vote, you must tick the acknowledgement box in the proxy form to acknowledge that you expressly authorise the Chairman to exercise your proxy on these Resolutions even though the Chairman has an interest in this Resolution and that the votes cast by the Chairman, other than a proxy holder, would be disregarded because of that interest.

If you appoint the Chairman as your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box on the proxy form.

Resolution 4: Approval of potential termination benefits under the PRP

The Company will disregard any votes cast on Resolution 4 by:

- a) an employee or Director of the Company or any of its related body corporate or an Associate of those persons; or
 - b) a potential employee or Director of the Company or any of its related body corporate or an Associate of those person,
- unless:
- c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- a) the proxy is either:
 - i. a member of the Key Management Personnel; or
 - ii. a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- a) the proxy is the Chairman of the Meeting; and

- b) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Please note, in accordance with section 250BD(1) and (2) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 4 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), and if you do not direct the Chairman how to vote, you must tick the acknowledgement box in the proxy form to acknowledge that you expressly authorise the Chairman to exercise your proxy on this Resolution even though the Chairman has an interest in the Resolution and that the votes cast by the Chairman, other than a proxy holder, would be disregarded because of that interest.

If you appoint the Chairman as your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 4 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 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 Monday, 16 May 2016**, 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 ASX at 5:00pm (WST) on Monday, 16 May 2016 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
15 April 2016

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 2015 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 2015 will be laid before the Annual General Meeting.

The Annual Financial Statements are included in the Company's 2015 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 2015 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 Craig Readhead

Clause 6.3(c) of the Constitution provides that if the Company has 3 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 Craig Readhead 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 Craig Readhead can be found in the 2015 Annual Report.

Directors' Recommendation

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

Resolutions 3 and 4 – Renewal of the Performance Rights Plan and Payment of Potential Termination Benefits under the Performance Rights Plan.

Background

The performance rights plan will be used for Long Term Incentives; however, the Long Term Incentives for 2016 were set using the Employee Option Scheme. Therefore it is not envisaged that any additional Long Term Incentives via performance rights or options will be granted for the 2016 year.

The Company's current performance rights plan is more restrictive than the most recent ASIC Class Order CO 14/1000 (**CO 14/1000**). Unlike the Company's current performance rights plan, CO 14/1000 allows contractors and casual employees to participate in employee incentive schemes and simplifies the calculation of the aggregate number of securities which may be issued by an entity under the Class Order.

Shareholder approval of the 2016 PRP is therefore sought for all purposes under the Corporations Act and the ASX Listing Rules, including for the purpose of Listing Rule 7.2, Exception 9.

Listing Rule 7.1 provides that without the approval of Shareholders, an entity must not issue or agree to issue equity securities which amount to more than 15% of its issued share capital in any rolling 12 month period. However, Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. These exceptions

include Exception 9 which covers an issue of equity securities under an employee incentive scheme if within three years before the date of issue the Shareholders have approved the issue of securities under the scheme. Accordingly, the Board now seeks the approval of Shareholders under ASX Listing Rule 7.2 Exception 9, which will mean that the issue of Performance Rights under the 2016 PRP will be excluded from the calculation of the maximum number of equity securities that can be issued by the Company without shareholder approval in any 12 months period for the purposes of Listing Rule 7.1 for a period of three years from the date of this approval.

Since the Company's current performance rights plan was last approved on 24 May 2013, 5,942,028 Performance Rights were granted under the PRP, of which 3,741,800 Performance Rights were forfeited as a result of a failure to meet vesting conditions.

Summary of the PRP Rules

The Board is responsible for administering the 2016 PRP in accordance with the rules contained in the 2016 PRP and the terms and conditions of the specific grants to participants in the 2016 PRP. The 2016 PRP includes the following provisions:

- a) The Board may, in its absolute discretion, invite Eligible Person to participate in the 2016 PRP.
 - b) Except on the death of an Eligible Person who has been granted Performance Rights, Performance Rights may not be transferred, assigned or novated except with the approval of the Board and any purported transfer, assignment or novation is of no effect.
 - c) A Performance Right will only vest on the satisfaction of any performance conditions and any other relevant conditions advised to the Participant from time to time by the Board.
 - d) A Participant has no entitlement to any dividends or voting rights unless and until the Shares comprised in each vested Performance Right has been issued.
 - e) The Company will not apply for quotation of the Performance Rights on the ASX.
 - f) If a Participant ceases to be an employee of the Company for any reason other than for cessation due to illness, total and permanent disability, redundancy, death or any other reason determined by the Board (**Specified Reasons**), any unvested Performance Rights held by that Participant or their permitted nominee will automatically lapse.
 - g) If a Participant ceases to be an employee of the Company for a Specified Reason, the Participant is entitled to be issued Shares related to the unvested Performance Rights held by them if and to the extent that such unvested Performance Rights become vested Performance Rights under the PRP Rules within:
 1. six months from the date of the occurrence of the Specified Reason; or
 2. such longer period as the Board determines, but not longer than the original expiry date.
- Performance Rights which have not vested within the six months or the longer period determined by the Board will automatically lapse.
- h) Notwithstanding paragraph g), if a Participant ceases to be an employee of Company for a Specified Reason the Board may, subject to the requirements of the Listing Rules and Corporations Act, resolve to:
 1. accelerate the vesting date for any Performance Right; and
 2. in determining the number of vested Performance Rights the Participant's reduced period of employment shall not be taken into account to reduce the number of vested Performance Rights on a pro rata basis for one or more performance hurdles.
 - i) Instead of granting vested Performance Rights to pay the Participant under paragraphs g) and h), the Board may, in its discretion, resolve to pay the Participant (or their nominee) the market value of the vested Performance Rights as determined on the vesting date.
 - j) A Performance Right which has not vested will also lapse on the earlier of:
 1. the date the Board makes a determination that the performance hurdles have not been satisfied;
 2. in the event of the cessation of employment for a Specified Reason the date as described in subparagraphs g)1. and 2. above ;
 3. the cessation of employment for any reason other than a Specified Reason;
 4. the day the Board makes a determination that the Performance Right lapses due to a material breach by the Participant of his or her obligations to the Company, or if in the opinion of the Board the Participant acts fraudulently or dishonestly; or
 5. the day the Board makes a determination in relation to a change of control of the Company or the winding up of the Company (in which case the Board may determine in its absolute discretion that all or a portion of the unvested Performance Rights or Vesting Performance Rights will become vested Performance Rights).
 - k) Unless the Board determines otherwise, no payment is required to be made by a Participant on the grant or vesting of a Performance Right.
 - l) Any Shares issued under the 2016 PRP will rank equally with all other issued Shares. If the Shares issued to a Participant under the 2016 PRP are made up of newly issued Shares, the Company will

apply for official quotation or listing of these Shares on ASX.

m) The Company will pay all expenses, costs and charges in relation to the establishment, implementation and administration of the 2016 PRP, including all costs incurred in or associated with the issue of Shares (except for taxes which are payable by Participants in respect of the Performance Rights and Shares issued upon vesting of Performance Rights) for the purposes of the 2016 PRP.

n) In the event of:

1. a takeover bid being made for Shares;
2. a change of control; or
3. immediately upon the approval of a merger by way of a scheme of arrangement,

the Board may, in its absolute discretion, determine that all or a specified number of a Participant's Performance Rights will vest.

o) Subject to the applicable law, the Board may determine in its absolute discretion the number of unvested Performance Rights or Vesting Performance Rights that shall become vested (irrespective of whether the relevant performance hurdles have been met) where:

1. the Company passes a resolution for voluntary winding up; or
2. an order is made for the compulsory winding up of the Company.

p) In the event of any capital reorganisation by the Company (including any subdivision, consolidation, reduction or return of the issued capital of the Company), the number of Shares to which each Participant is entitled will be adjusted in the way (if any) specified by the Listing Rules from time to time.

q) Subject to paragraph p), a Performance Right does not entitle a Participant to participate in any new issue of Shares.

r) The aggregate number of Performance Rights may be issued under the 2016 PRP is limited to such number as will not breach applicable ASX Listing Rules, the Corporations Act or any other applicable legislative instruments.

s) The Board may make and amend rules for the operation of the 2016 PRP (including sub-plans and 2016 PRP addenda) that are not inconsistent with these terms and conditions and any matter incidental to the 2016 PRP to accommodate the specific requirements of local laws and procedures of the jurisdiction in which the 2016 PRP is offered.

t) The Board has the sole and unfettered authority to interpret the 2016 PRP and to adopt, amend and rescind such administrative guidelines and other

rules and regulations relating to the 2016 PRP as it may from time to time deem advisable and may make all other determinations and perform such other actions as the Board deems necessary or advisable to implement and administer the 2016 PRP.

Differences

The key differences between the Company's current performance rights plan and the 2016 PRP are as follows:

1. under the 2016 PRP Eligible Participants may include (if the Board determines) contractors or casual employees; and
2. under the 2016 PRP the aggregate number of Performance Rights which may be issued under the 2016 PRP is limited to such number as will not breach applicable ASX Listing Rules, the Corporations Act or any other applicable legislative instruments (under CO 14/1000 equity securities up to an aggregate of 5% of the Company's issued capital over 3 years may be issued in reliance of CO 14/1000, as opposed to an aggregate of 5% over 5 years under the Company's current long term incentive plan).

Shareholder Approval

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or a related body corporate of the Company if it is approved by shareholders or an exemption applies.

This section of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes directors and all persons whose remuneration is required to be disclosed in the Company's Remuneration Report. This section also applies to persons who, at any time in the three year period up to their retirement, held managerial or executive positions.

The term 'benefit' has a wide operation and may include benefits resulting from the Board exercising its discretion under the PRP Rules.

The Company is therefore seeking Shareholder approval under Section 200B of the Corporations Act for the exercise of the Board's discretion in respect of future participant in the PRP who holds:

- a) a managerial or executive office in the Company (or a related body corporate of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- b) Performance Rights under the PRP at the time of their leaving.

The termination benefit that may be given under the PRP is the early vesting of the Performance Rights

if the Participant ceases employment with the Company due to death, disability, bona fide redundancy or other reason with the approval of the Board. The value of such benefits cannot presently be ascertained but matters, events and circumstances that will, or likely to, affect the calculation of that value include:

- the number of Performance Rights held by the participant prior to cessation of employment;
- the number of Performance Rights that vest;
- the market price of Shares on ASX on the last ASX trading day before the date of calculation;
- the participant's length of service and the portion of vesting periods at the time they cease employment;
- the status of the performance hurdles attaching to the Performance Rights at the time the participant's employment ceases; and
- the number of unvested Performance Rights that the participant holds at the time they cease employment.

The Board's current intention is to only exercise this discretion:

1. where the employee leaves employment without fault on their part; and
2. so as only to preserve that number of unvested Performance Rights as are pro-rated to the date of leaving.

If Shareholder approval is given under this Resolution, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Directors' Recommendation

The Directors (excluding Mr Simon Jackson and Mr Glen Masterman, who have abstained from making a recommendation as they are potential Participants under the PRP) recommend that Shareholders vote **in favour** of Resolutions 3 and 4.

GLOSSARY

The following terms and abbreviations used in this Notice of Annual General Meeting and accompanying Explanatory Memorandum have the following meaning:

2015 Annual Report: The annual report of the Company for the 12 months ended 31 December 2015.

Annual Financial Statements: The financial statements, directors' report and auditors' report contained in the Annual Report.

ASIC: Australian Securities and Investments Commission.

Associate: Has the meaning given to that term in sections 11 to 17 of the Corporations Act.

ASX: ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.

Board: The board of directors of the Company.

Closely Related Party of a member of Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e) an entity the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Beadell:** Beadell Resources Limited ABN 50 125 222 291.

Company Secretary: company secretary of the Company.

Constitution: The constitution of the Company.

Corporations Act: *Corporations Act 2001 (Cth)*.

Director: A director of the Company

Eligible Person means:

- a) a full-time or part-time employee of the Company;
- b) the executive directors of the Company; or
- c) the managing director of the Company.

Explanatory Memorandum: The Explanatory Memorandum accompanying the Notice of Annual General Meeting.

Key Management Personnel: Has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise) of the Company.

Listing Rules: The listing rules of the ASX.

Meeting or **Annual General Meeting:** The meeting convened by the Notice.

Notice or **Notice of Annual General Meeting:** The notice convening the Annual General Meeting which accompanies this Explanatory Memorandum.

Participant means an Eligible Person or their nominee who returns a duly completed application form accepting an invitation to participate in the PRP and, to whom Performance Rights are granted under the PRP.

Performance Rights: An entitlement granted to a participant in the PRP to receive one Share subject to the satisfaction of any application vesting conditions and performance hurdles.

2016 PRP: Beadell's Performance Rights Plan which is subject to Shareholders' approval under Resolutions 3 and 4.

Remuneration Report: The remuneration report incorporated in the directors' report in the Annual Report which sets out the Company's remuneration arrangements for the Directors and officers of the Company.

Resolution: A resolution included in the Notice.

Shareholders: Holders of Shares.

Shares: Fully paid ordinary shares in the capital of the Company.

WST: Western Standard Time, being the time in Perth, Western Australia.



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

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 Vote and view the annual report online <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.	
Your access information that you will need to vote: 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 Monday 16 May 2016**

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

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 Annual General Meeting of Beadell Resources Limited to be held at **Level 2, 16 Ord Street, West Perth, Western Australia on Wednesday, 18 May 2016 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 Items 1, 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 1, 3 and 4 are 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 Items 1, 3 and 4 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 Craig Readhead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Renewal of the Performance Rights Plan (PRP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Potential Termination Benefits under the PRP	<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 / / _____