

BEACON MINERALS LIMITED

ABN 64 119 611 559

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Beacon Minerals Limited ("Beacon" or the "Company") will be held on Monday, 23 November 2009 commencing at 10 am at the level 2, 46 Ord Street, West Perth, Western Australia 6005.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company, together with the Directors' and Auditor's Reports for the year ending 30 June 2009.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions.

Resolution 1: Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following as an ordinary resolution:

"The section of the report of the Directors for the financial year ending 30 June 2009 dealing with the remuneration of the Company's Directors, Company Secretary and Senior Executives be adopted."

- Although this resolution is advisory only, this resolution shall be determined as if it were an ordinary resolution.
- This resolution does not bind the Directors or the Company.

Resolution 2 – Ratification of Prior Placement of Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary Resolution:

"That for the purpose of Listing Rule 7.4 of the ASX Listing Rules, and for all other purposes, Shareholders ratify the allotment and issue of 42,000,000 Shares at an issue price of A\$0.012 each to raise A\$504,000 to the persons and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting".

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue, or any associate of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the proxy form.

Resolution 3: Re-election of a Director (By Rotation)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution:**

"That Mr Paul Lloyd, being a director of the Company retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible, is hereby re-elected as a director of the Company."

Short Explanation: Clause 11.3 of the Constitution requires that at the Annual General Meeting, one-third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

PROXIES

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is 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. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Principal Place of Business: LEVEL 2, 46 ORD STREET
WEST PERTH, WESTERN AUSTRALIA 6005

Facsimile Number: (61 8) 9476 9099

Postal Address: P O Box 140
WEST PERTH, WESTERN AUSTRALIA 6872

Each member entitled to vote at the Annual General Meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile), 10am on Saturday 21 November 2009.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5pm on 19 November 2009 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD



Paul Lloyd
Director/Company Secretary

Perth, Western Australia
21 October 2009

Members who do not plan to attend the meeting are encouraged to complete and return a proxy form.

BEACON MINERALS LIMITED

ABN 64 119 611 559

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Beacon Minerals Limited (“**Beacon**” or the “**Company**”) in connection with the business to be conducted at the Company’s Annual General Meeting to be held on 23 November 2009 at 10am at the level 2, 46 Ord Street, West Perth, Western Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report, Directors’ Report and Auditor’s Report for the Company for the year ending 30 June 2009 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor’s report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company’s auditor may be made about:

- the preparation and content of the Auditor’s Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to your questions please submit any questions you may have using the enclosed Question Form at Annexure A of the Explanatory Memorandum so that it is received no later than 5.00 pm (WST) on Monday 16 November 2009 to:

Paul Lloyd
Director/Company Secretary
Beacon Minerals Limited
PO Box 140
West Perth WA 6872
- or -
Fax: +61 8 9476 9099

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing, being questions which the auditor considers relevant to the content of the Auditor’s Report or the conduct of the audit of the financial report for the year ended 30 June 2009. The Chairman will allow a reasonable opportunity to respond to the questions set out on this list.

3. RESOLUTION 1: Non-binding Approval of Remuneration Report

The Remuneration Report of the Company for the year ending 30 June 2009 is set out in the Director's Report contained in the Company's 2009 Annual Report at pages 4-13 and can also be found on the Company's website at www.beaconminerals.com.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non executive Directors of the Company.

A reasonable opportunity will be given for discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

4. RESOLUTION 2: Ratification of Prior Placement of Shares

ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any 12 month period (subject to the qualifications and adjustments that are set out in the ASX Listing Rules).

The issue of the Shares detailed in Resolution 2 does not exceed the 15% threshold. While Shareholder approval of this issue is not required at the time of issue, the effect of the issue is to reduce the Company's capacity to issue additional securities in the future without Shareholder approval.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in general meeting ratifies a previous issue of securities made without shareholder approval under ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 42,000,000 Shares at a price of A\$0.012 per Share. By ratifying this issue of Shares, the Company will retain the capacity to issue securities in the future up to the 15% threshold without the requirement to obtain Shareholder approval.

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the total number of securities allotted was 42,000,000 Shares;
- (b) the price at which the Shares have been issued is A\$0.012 per Share;
- (c) the Shares rank equally with the Company's existing issued Shares;
- (d) the Shares were allotted and issued on 1 July 2009 to sophisticated and institutional clients of Phillip Capital Pty Ltd;
- (e) the funds raised by the issue of Shares were principally applied to the expansion of Company's drilling and exploration activities at the Barlee Gold Project.
- (f) None of the Directors or their associates participated in the issue of Shares.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

5. RESOLUTION 3: Re-Election of a Director (By Rotation)

5.1 Background

Resolution 3 seeks approval for the re-election of Mr Paul Lloyd as a Director.

Clause 11.3 of the Constitution requires that at an Annual General Meeting of the Company one third of the Directors (except the Managing Director or any alternate Director) for the time being shall retire from office. A retiring Director is eligible for re-election.

Mr Paul Lloyd retires by rotation in accordance with this requirement, is eligible for re-election and puts himself forward for re-election at this Annual General Meeting.

5.2 Directors' Recommendation

All the Directors (excluding Mr Lloyd) recommend that Shareholders vote in favour of Resolution 3.

6. ANNEXURE

ANNEXURE A: Questions from Shareholders

ANNEXURE A: Questions from Shareholders

This form is provided with the notice of the Annual General Meeting of Beacon Minerals Limited ABN 64 119 611 559 ("**Company**") to be held at level 2, 46 Ord Street West Perth, Western Australia on Monday 23 November 2009 at 10.00 am WST to assist shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company; and
- HLB Mann Judd, as the auditor who prepared the auditor's report for the year ended 30 June 2009, in relation to the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Board of Directors and the auditor will endeavour to respond to the questions received by shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

Name of shareholder/s:

Questions (please place an "X" in the box next to the question if your question is directed at the auditor)

1. _____
- _____
2. _____
- _____
3. _____
- _____
- _____

Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 5.00 pm (WST) on Monday 16 November 2009.

By mail: Paul Lloyd, Company Secretary, Beacon Minerals Limited, PO Box 140, West Perth WA 6872

By fax: +61 8 9476 9099

Beacon Minerals Limited

(ABN 64 119 611 559)

PROXY FORM

Shareholder

Name and address of shareholder of
Beacon Minerals Limited.

Name _____

Address _____

Appointment of Proxy

I/We being a member/s of Beacon Minerals Limited and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the General Meeting of Beacon Minerals Limited to be held on 23 November 2009 and at any adjournment of that meeting.

If you do **not** wish to direct your proxy how to vote, please place a mark in the box →→

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. **The Chairman of the Meeting intends to vote any such undirected proxies in favour of all the resolutions.**

If you do not mark the above box and you have not directed your proxy how to vote in the boxes below, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called.

Voting directions to your proxy – please mark to indicate your directions

RESOLUTIONS	FOR	AGAINST	ABSTAIN*
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director Paul Lloyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

PLEASE SIGN HERE - This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: ___/___/2009

How to complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 10am on Saturday 21 November 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON: Principal Place of Business – Level 2, 46 Ord Street, West Perth, Western Australia 6005

BY MAIL: Principal Place of Business – Level 2, 46 Ord Street, West Perth, Western Australia 6005
or P O Box 140, West Perth, Western Australia 6872

BY FAX (61 8) 9476 9099