



A – Suite 1, 437 Roberts Road Subiaco WA 6008 P – 08 9476 9200 F – 08 9381 1122 E – admin@beaconminerals.com

Dear Shareholders

As you are aware, your Company has entered into an arrangement to sell ML 77/1254 at the Barlee Gold Project to Ramelius Resources Limited. The Memorandum of Understanding was entered into on December 8 2011 and the final legal agreement was signed February 1 2012.

Recently a Notice of Meeting was sent out to shareholders outlining an ordinary resolution proposed at a General Meeting which will be held on March 12 2012 for approval of the sale of the Mining Lease (ML 77/1254) at the Barlee Gold Project.

THE DIRECTORS URGE SHAREHOLDERS TO SUPPORT THIS RESOLUTION WHICH WILL ESTABLISH A STRONG FINANCIAL BASE FOR THE COMPANY TO GROW, POTENTIALLY THROUGH BOTH THE ACQUISITION OF ADDITIONAL PROJECTS AND FURTHER EXPLORATION ON THE BARLEE TENEMENTS.

This sale agreement includes an upfront cash payment of A\$4 Million plus ongoing royalties when production begins (anticipated second half 2012) of \$80/oz up to 40,000 ounces, \$160/oz from 40 to 100,000 ounces and 2% of gold value for production above 100,000 ounces.

During the December quarter, and in parallel with the submission of the Proposal to Mine to the Department of Mines and Petroleum, extensive discussions were held with various parties looking at options such as toll treatment, a stand alone processing plant and other commercial arrangements.

The Directors took the decision that the sale of the Barlee ML to Ramelius represented the best value to shareholders with respect to both risk and return.

Future Plans

We are currently planning a further exploration program on our Barlee tenements for four prospective target areas identified from the independent geological review conducted in the second half of last year. **Field personnel are currently on site doing preliminary drill access evaluation and geochemical work on the prospective targets.** It is anticipated that a drilling program will commence over these areas and other selected targets in the next two months. Further details will be provided to the market when the program is finalised.

The Company is also well advanced in negotiation on several exploration tenement packages in the African region. These are located proximal to existing mining operations which have multi million ounce resources. When acquired the Company will establish an African base and commence exploration in the region.

Sale of the Mining Lease

In the current uncertain market conditions the Ramelius offer was assessed by the Directors to be the most attractive in regards to the maximisation of shareholder wealth and minimisation of shareholder dilution. The risks associated with processing the ore and ultimately maximising the revenue are significantly reduced by bringing in an experienced operator such as Ramelius. Key factors in the evaluation included:

- Insufficient resources have been established at the Barlee Gold Project to support a stand alone processing facility.

- Further exploration on identified targets to increase the resource base would have required the raising of additional funds in the equity market and further shareholder dilution.
- Toll treatment at existing operations of third parties, which are a substantial distance from the Barlee ML were expected to provide a lower return than expected due to the higher than anticipated toll treatment and transport costs.
- Joint ventures and or toll treatment with operations that are potentially coming on stream in the region provided an unknown time frame and uncertainty in monetising the in ground value of current JORC Resource.
- Ramelius is :
 - ✓ An experienced producer, with substantial cash reserves
 - ✓ Have managed similar mining, trucking and processing operations at their Wattle Dam Project
 - ✓ Own an existing operational process plant at Mt Magnet
 - ✓ Plan to commence mining at Barlee Gold Project in 2012.

Recapitalisation of the Company via the sale of the Barlee Mining Lease allows it to

- Continue exploration of several prospective targets at the Barlee Gold Project without dilution of current shareholders.
- Provide funds to continue negotiations on project opportunities in geological regions where existing large scale gold resources occur.

Should you have any questions in relation to the above matters, please contact the undersigned on Office - (08) 9476 9200 or Mobile - 0419 908645.

For and on behalf of
BEACON MINERALS LIMITED

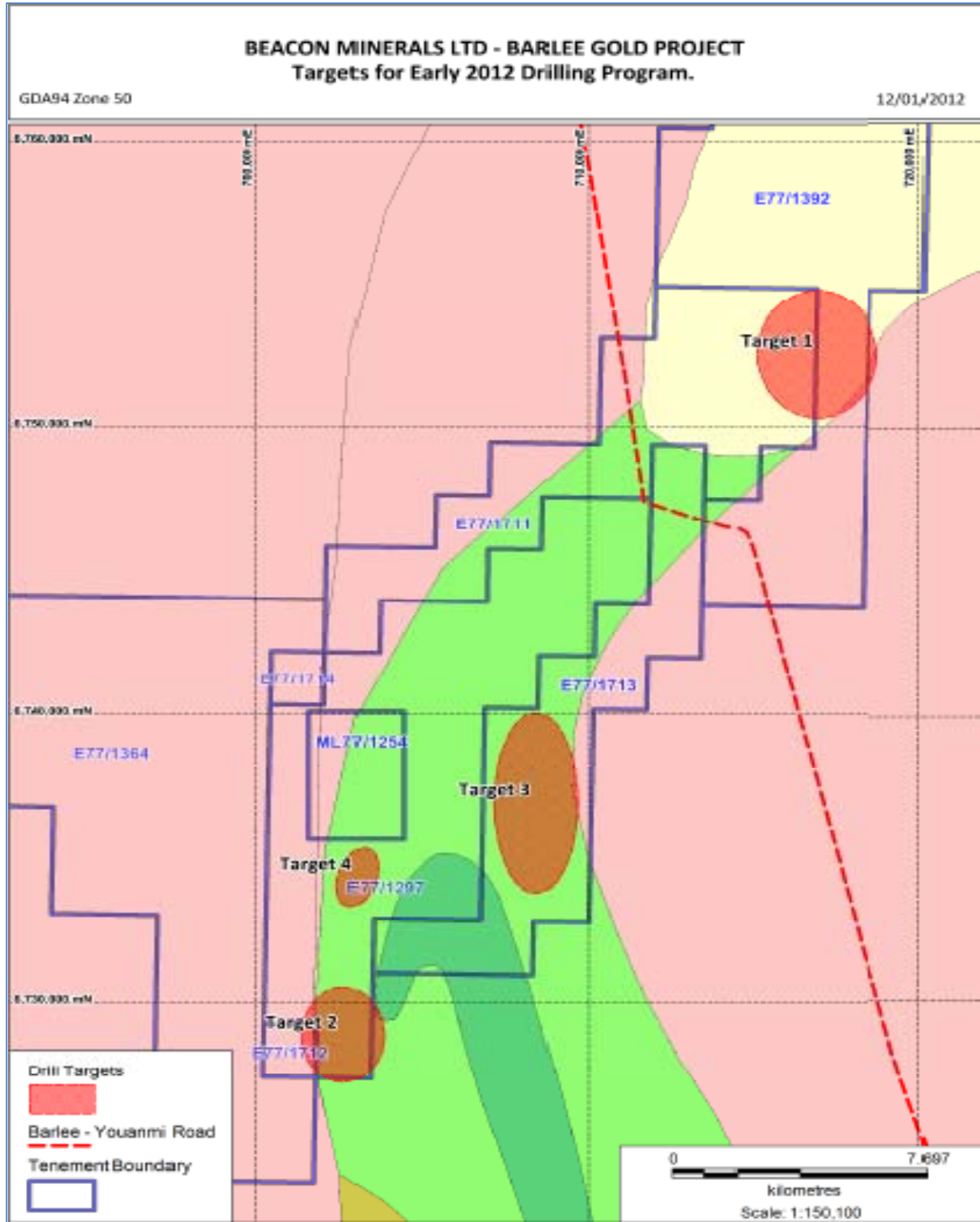


Darryl Harris
Managing Director

Attachment 1 – Barlee Exploration Targets

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Attachment 1 – Barlee Exploration Targets



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Beacon Minerals Limited
(ACN 119 611 559)

NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT
AND
PROXY FORM

**Meeting to be held at Celtic Club, 48 Ord Street, West Perth, Western Australia on
12th March 2012 commencing at 10am (WST)**

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their
accountant, solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING

BEACON MINERALS LIMITED

ACN 119 611 559

Notice is given that a Meeting of Shareholders of Beacon Minerals Limited (**Company**) will be held at Celtic Club, 48 Ord Street, West Perth, Western Australia on 12th March 2012 commencing at 10am (WST).

The Resolution that is to be considered at the Meeting is important and will affect the future of the Company. You are urged to give careful consideration to the Notice of Meeting and the contents of the Explanatory Statement. Further details of the Resolution are set out in the Explanatory Statement. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Section 5 of the Explanatory Statement.

Resolution 1 – Approval of the sale of the Mining Lease (ML 77/1254) at the Barlee Gold Project

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

That, for the purposes of Listing Rule 11.2 and for all other purposes, the Company approve the sale of the Company's interest in the Mining Lease (ML 77/1254) at the Barlee Gold Project to Ramelius Resources Ltd on the terms set out in the Explanatory Statement.

Voting exclusion statement

The Company will disregard any votes cast on a resolution by:

- a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if Resolution 1 is passed;
- an Associate of those persons.

However, the Company need not disregard a vote if:

- 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
- 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.

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Required Majorities

The Resolution is an **ordinary resolution** and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the Resolution.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Shareholders are specifically referred to Section 5 of the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

PROXIES

In accordance with section 249L of the Corporations Act, 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, each proxy may exercise half of the votes.

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

| | |
|--------------------|--|
| Principal Place of | SUITE 1, 437 ROBERTS ROAD |
| Business: | SUBIACO, WESTERN AUSTRALIA 6008 |
| Facsimile Number: | (61 8) 9381 1122 |
| Postal Address: | PO Box 2138 SUBIACO, WESTERN AUSTRALIA 6904 |

Each member entitled to vote at the 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 the 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 10th March 2012.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - » the proxy is not recorded as attending the meeting;
 - » the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10am (WST) on 10th March 2012. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Meeting.

Dated: 6th February 2012

By Order of the Board of Directors



Paul Lloyd
Director/Company Secretary
Beacon Minerals Limited

EXPLANATORY STATEMENT TO SHAREHOLDERS

Beacon Minerals Limited

ACN 119 611 559

IMPORTANT NOTICE

Shareholders should read this Explanatory Statement in full and if they have any questions, obtain professional advice before making any decisions in relation to the resolution to be put to Shareholders at the Meeting.

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolution set out in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in Section 5 of this Explanatory Statement.

2. DETAILS OF PROPOSED RESOLUTION

2.1 Action to be taken by Shareholders

In order to proceed with the Transaction, the Company must convene a general meeting of Shareholders for the purposes of passing Resolution 1 in compliance with the requirements of the Listing Rules.

The Notice of Meeting convening the Meeting is included at the front of this booklet. Shareholders are encouraged to attend and vote on the Resolution to be put at the Meeting.

If a Shareholder is not able to attend and vote at the Meeting, the Shareholder is encouraged to complete the proxy form at the back of this booklet and return it to the Company at the address stated on the proxy form not later than 48 hours before the time specified for the commencement of the Meeting.

2.2 Resolution

There is one Resolution to be put in the Meeting. Certain voting restrictions are imposed in relation to the Resolution as detailed in the accompanying Notice of Meeting.

3. RESOLUTION 1 – APPROVAL OF THE SALE OF THE MINING LEASE AT THE BARLEE GOLD PROJECT

3.1 Overview of the Transaction

On 8 December 2011, the Company announced that it had entered into an agreement with RMS for the sale of all of the Company's right, title and interest in the Mining Lease together with all mining information in the Company's possession relating to the Mining Lease (the **Assets**) for a cash consideration of \$4 million to reflect past exploration expenditure incurred by the Company and the grant of a royalty, the details of which are set out in Section 3.2 below (the **Transaction**).

Listing Rule 11.2 provides that a listed entity cannot dispose of its main undertaking without Shareholder approval by way of an ordinary resolution. The ASX has advised that the Transaction constitutes a disposal of the Company's main undertaking and that for the purposes of Listing Rule 11.2, the Transaction must be approved by Shareholders. Furthermore, it is a condition precedent to the Transaction that the Company seek Shareholder approval by ordinary resolution to enter into the Transaction in order to comply with Listing Rule 11.2. Approval of Resolution 1 will meet the requirement of Listing Rule 11.2 and satisfy the condition precedent to the Transaction.

The Transaction contains a number of other terms and conditions, a summary of which is set out in Section 3.3.

3.2 Overview of the Mining Lease and the Barlee gold project

The Barlee Gold Project is located 200km north of Southern Cross in Western Australia and has been the Company's primary focus since 2009. The Barlee gold project consists of over 400 square kilometres of prospective ground which comprises the Mining Lease, and a number of surrounding exploration licences (which are not being sold as part of the Transaction).

The Company is currently the registered holder of 80 of 100 shares in the Mining Lease which was granted to the Company in or around March 2011. Duketon holds the remaining 20 shares in the Mining Lease.

The Mining Lease covers an area of 1,274 hectares (12 square kilometres) of the Barlee gold project. Notable prospects under the Mining Lease included the Halley East, Phil and Crabman South deposits.

Following the grant of the Mining Lease, the Company initiated studies to complete a Scoping/Pre-Feasibility Study into the potential of the Halley East deposit. Results of preliminary metallurgical test work that was carried out in early 2011 were released by the Company and showed positives in terms of processing potential of the ore at the Halley East deposit. The test work carried out on Diamond Core composite samples retrieved from Halley East deposit and results indicate that the oxide material is free milling and amenable to conventional Carbon in Leach processing with recoveries of 96%.

Based on recommendations from BKD Consulting Pty Ltd, a total of 12 inclined RC holes (1,060 metres) were drilled at the Halley East deposit in order to aid interpretation and verification of the existing Inferred Mineral Resource and potentially upgrade the category. The drilling was completed on 10 metre sections with all holes located by DGPS with certified blanks and standards routinely inserted for QA/QC purposes. The infill drilling successfully confirmed the high grade nature of the shallow mineralised material in the central portion of the Halley East deposit.

Currently, these mineralised zones contain an Inferred Mineral Resource of 364,000 tonnes at 6g/t for 74,000 ounces of gold. A mining proposal in respect of the Mining Lease was submitted to the Department of Mines and Petroleum on 24 November 2011.

The information in Section 3.2, as it relates to

- A) *Exploration Results*, is based on information compiled and/or reviewed by Mr. Lyle Thorne who is a member of the Australasian Institute of Mining and Metallurgy (AusIMM).
- B) *Resource Estimates*, is based on information compiled and/or reviewed by Mr. Byron Dumbleton who is a member of the AIG (Australian Institute of Geoscientists).
- C) *Metallurgical and Processing Estimates* are based on information compiled and/or reviewed by Mr. Darryl Harris who is a member of the AusIMM.

All persons have the relevant experience with the mineralisation reported on to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". All persons consent to the inclusion in the report of the matters based on the information in the form and context in which they appear.

Most of the Company's activities during 2011 were centred around the Halleys East deposit with metallurgical test work and preparation of a mining proposal for submission to the Department of Mines and Petroleum being undertaken.

3.3 Material terms of the Transaction

(a) Conditions Precedent

The Company has agreed to sell the Assets to RMS subject to obtaining all of the necessary approvals and consents under the Mining Act, the Listing Rules and the Corporations Act, including shareholder approval (which is sought pursuant to Resolution 1).

The conditions precedent are to be satisfied prior to 30 April 2012.

(b) Consideration

The consideration for the sale of the Assets by the Company to RMS will consist of:

- (i) a cash payment of \$4,000,000 to the Company for reimbursement of exploration expenditure which is to be payable upon completion;
- (ii) the payment by RMS to the Company of a royalty as follows:
 - (A) \$80 per ounce of gold mined from the Mining Lease and delivered to a mill owned by RMS or any other mill, up to a maximum of 40,000 ounces of gold;
 - (B) \$160 per ounce of gold mined from the Mining Lease and delivered to a mill owned by RMS or any other mill, above 40,000 ounces and up to a maximum of 100,000 ounces of gold; and
 - (C) a payment equal to 2% of the value of gold recovered from ore mined on the Mining Lease above 100,000 ounces of gold,

(the **Royalty**).

The amount of gold mined and delivered to the mill for the purposes of calculating the Royalty will be calculated:

- (D) by reference to the grade mined and tonnes delivered, as determined from grade control drilling, which process must be undertaken in accordance with accepted industry standards; and
- (E) after making allowances for ore loss in accordance with accepted industry standards and after making allowances for a 96% mill recovery,

and RMS will be required to provide the Company with all grade control and other relevant data related to mining on the Mining Lease. The value of gold will be calculated by reference to the average Perth Mint gold buying price of the month in which the ore was delivered to the mill.

The Royalty is payable within 30 days of the end of each quarter and failure to do so will incur interest penalties.

(c) Warranties

The Company has warranted that:

- (i) it has full corporate power, lawful authority and ability to execute, deliver and perform its obligations under the agreement;
- (ii) it is the sole beneficial owner and registered holder of the Mining Lease;
- (iii) the Mining Lease is in good standing and there has been no failure to comply with the conditions of the lease;
- (iv) to the best of its knowledge, information and belief and having made all due enquiries, there are no environmental liabilities affecting or relating to the Mining Lease;
- (v) there are no disputes in relation to the Mining Lease;
- (vi) the Mining Lease will be sold unencumbered other than the usual permitted encumbrances;
- (vii) it has disclosed to RMS everything that might reasonably be expected to be material to RMS in considering whether to purchase the Mining Lease;
- (viii) no person has the right to acquire an interest in the Mining Lease;
- (ix) there are no third party agreements affecting the Mining Lease other than the Sale Agreement;
- (x) it is not in breach of any of the terms of the Sale Agreement.

(d) Miscellaneous Licence

The Company has agreed that if requested by RMS prior to completion of the Transaction, it will apply for a miscellaneous licence to facilitate access to the Barlee Gold Project and to transfer the miscellaneous licence as part of the Assets at completion of the Transaction. The costs of any such application are to be borne by RMS.

(e) Completion

Completion of the Transaction is expected to occur within 10 Business Days of the satisfaction of the conditions precedent set out in (a) above.

3.4 Pro-forma statement of financial position

A pro-forma statement of the Company's financial position is set out below to demonstrate the financial position of the Company before and after completion of the Transaction.

The pro-forma statement of financial position uses the unaudited financial statements of the Company as at 31 December 2011 to project the expected financial position of the Company post transaction. The pro-forma statement of financial position also uses the amounts to be paid by RMS to the Company as set out in Section 3.3 of this Explanatory Statement, the projected agreed expenditure to the expected date of completion of the Transaction on 26th March 2012, the estimated costs of the

Transaction incurred to that date and continuing corporate overheads for the quarter to forecast the financial position of the Company immediately following completion of the Transaction.

The prospective financial information set out in this Section:

- (a) is predictive in character;
- (b) may be affected by inaccurate assumptions or by known or unknown risks or uncertainties; and
- (c) may differ materially from results ultimately achieved.

PROFORMA STATEMENT OF FINANCIAL POSITION

| | 31 December 2011 \$ | Proforma 31 December 2011 (post sale of the Mining Lease) \$ |
|----------------------------------|------------------------------|---|
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | 1,000,691 | 4,580,691 |
| Trade and other receivables | 54,721 | 54,721 |
| Total Current Assets | 1,055,412 | 4,635,412 |
| Non-Current Assets | | |
| Other financial assets | 942,000 | 942,000 |
| Property, plant and equipment | 14,052 | 14,052 |
| Deferred exploration expenditure | 5,608,189 | 1,208,189 |
| Total Non-Current Assets | 6,564,241 | 2,164,241 |
| Total Assets | 7,619,653 | 6,799,653 |
| Liabilities | | |
| Current Liabilities | | |
| Trade and other payables | 9,278 | 9,278 |
| Total Current Liabilities | 9,278 | 9,278 |
| Total Liabilities | 9,278 | 9,278 |
| Net Assets | 7,610,375 | 6,790,375 |
| Equity | | |
| Issued capital | 21,958,170 | 21,958,170 |
| Reserves | 787,332 | 787,332 |
| Accumulated losses | (16,135,127) | (15,955,127) |
| Total Equity | 7,610,375 | 6,790,375 |

3.5 Reasons for the Directors unanimously recommending the Transaction

Given the current market conditions this offer was assessed by the Board to be the most attractive in regards to the maximisation of shareholder wealth and minimisation of shareholder dilution. Various other options were evaluated in detail but failed to provide the package of benefits derived from the offer by RMS. Key outcomes which led to the acceptance of the RMS offer included:

- Insufficient resources have been established at the Barlee Gold Project to support a stand alone processing facility and as such it was a stranded asset. Further exploration on identified targets to increase the resource base would have required the raising of additional funds in the equity market and further shareholder dilution.
- Toll treatment at existing operations of third parties were expected to provided a lower return than anticipated. This was due to the higher than anticipated toll treatment costs due to the current high profit margins being experienced by third party producers currently treating their own material.
- Joint ventures and/or toll treatment with operations that are potentially coming on stream in the region provided an unknown time frame and uncertainty in monetising the in-ground value of current JORC Resource.
- RMS is an experienced producer, with substantial cash reserves, and have managed similar mining, trucking and processing operations at their Wattle Dam Project. In addition, they have an existing operational process plant at Mt Magnet with plans to commence mining at Barlee Gold Project in 2012.
- The risks associated with processing the ore and ultimately maximising the revenue are significantly reduced by bringing in an experienced operator such as RMS.
- The recapitalisation allows the Company to continue exploration of several prospective targets at the Barlee Gold Project without dilution of current shareholdings as well as provide funds to evaluate project opportunities in geological regions where existing large scale gold resources occur.

The Board unanimously recommends the transaction and urges all Shareholders to support this next phase of growth in the Company.

3.6 The Company's assets following completion of the Transaction

Following completion of the Transaction, the Company's assets will include:

- (a) approximately \$5,000,000 in cash net of all Transaction costs and corporate taxes;
- (b) an 80% interest in Exploration Licence 77/1297;
- (c) a 100% interest in the following Exploration Licences:
 - (i) E77/1392;
 - (ii) E77/1711;
 - (iii) E77/1714;
 - (iv) E77/1364;
 - (v) E77/1713;
 - (vi) E77/1712; and

- (d) 15,700,000 shares in Consolidated Tin Mines Ltd (ASX code: CSD). The investment has a current value of approximately \$880,000 based on the share price as at 2 February 2012 of 5.6 cents. CSD have the Mt Garnet Tin Project located in Queensland. The Directors believe the Mt Garnet Tin Project has solid fundamentals and will be economically viable, particularly with the anticipated growth in the tin market . CSD appears to be significantly undervalued compared to its peers and as it progresses into the feasibility study and ultimately project commitment next year, the Directors' believe it should show solid returns for the Company's investment.

A brief synopsis of the Mt Garnet Tin Project is provided below.

- Over 1.5 Million Hectares of exploration tenure in the Herberton Tin Fields in North Queensland.
- Initial JORC Resource of tin located at three key deposits – Gillian, Windemere and Pinnacles..
- Goal of establishing a centrally located processing plant.
- Pre Feasibility study underway.

Further details of the activities and the Mt Garnet tin project of CSD can be located on their website at <http://www.consolidatedtinmines.com.au/> .

4. OTHER INFORMATION

4.1 Voting Intentions of the Directors

The Directors of the Company are Mr Matthew Egan, Mr Paul Lloyd and Mr Darryl Harris. The Directors intend to vote in favour of the Resolution where they are entitled to vote.

4.2 Recommendation by Directors

For the reasons set out in the Explanatory Memorandum, the Directors recommend that Shareholders vote in favour of the Resolution to be put to the Meeting.

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5. DEFINITIONS

In this Explanatory Statement:

Assets has the meaning set out in Section 3.1.

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

ASX means ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company or Beacon means Beacon Minerals Limited ACN 119 661 559.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director means a director of the Company.

Duketon means Duketon Consolidated Pty Ltd (ACN 103 340 496).

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Inferred Mineral Resource has the meaning given to it by the JORC Code.

JORC Code means the Australasian Code for Report of Exploration Results, Mineral Resources and Ore Reserves.

Listing Rules means the Listing Rules of ASX.

Meeting means the general meeting of the Shareholders convened for the purposes of considering the Resolution.

Mining Act means the *Mining Act 1978 (WA)*.

Mining Lease means Mining Lease 77/1254 granted pursuant to the Mining Act.

Notice of Meeting means the notice convening the Meeting accompanying this Explanatory Statement.

Resolution means a resolution to be considered at the Meeting as contained in the Notice of Meeting.

RMS means Ramelius Resources Ltd (ACN 001 717 540).

Sale Agreement means the sale agreement between Duketon and the Company dated 8 August 2006 by which the Company acquired an 80% interest in the Mining Tenement and under which Duketon and the Company entered a joint venture in relation to the Mining Tenement.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

Transaction has the meaning set out in Section 3.1.

BEACON MINERALS LIMITED
ACN 119 611 559
PROXY FORM

Shareholder Details

Name:
Address:
Contact Telephone No:
Contact Name (if different from above):

Appointment of Proxy
I/We being a shareholder/s of Beacon Minerals Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the Meeting of Beacon Minerals Limited to be held at Celtic Club, 48 Ord Street, West Perth Western Australia on 12th March 2012 at 10am and at any adjournment of that meeting.

The Chairman
of the meeting
(mark with an 'X')

IMPORTANT:

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on the resolution, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on the resolution (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on the resolution, the Chairman of the meeting will not cast your votes on the resolution (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

OR

If the person you are appointing as your proxy is someone other than the Chairman of the meeting:

Write the name of that person in the box below.

%

You must specify the % of your votes that you authorise your proxy to exercise if:

If you hold 2 or more Shares in Beacon Minerals Limited you may appoint a second proxy;

Write the name of your second proxy in the box below.

%

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the Meeting of the Company to be held at 10am (WST) on 12th March 2012 and at any adjournment of that meeting.

Voting directions to your proxy - Please mark only one of the boxes with an "X" for the resolution to indicate your directions.

For Against Abstain

Resolution 1: Approval of Sale of Mining Lease at the Barlee Gold Project

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and

Director

Director/Company Secretary

Sole Company Secretary

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How to complete this Proxy Form

1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. 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 shareholder of the Company.

3 Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite Resolution 1. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on Resolution 1 by inserting the percentage or number of shares you wish to vote in the appropriate box. If you do not mark any of the boxes on Resolution 1, your proxy may vote as he or she chooses. If you mark more than one box on Resolution 1, your vote on Resolution 1 will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5 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 shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share 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 the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to Paul Lloyd, Company Secretary by;

Hand Delivery: Suite 1, 437 Roberts Road
Subiaco

By Post: PO Box 2138, Subiaco WA 6904

By Facsimile: +61 8 9381 1122