

**BEACONSFIELD  
GOLD N.L.**

A.C.N 057 793 834

**to:** Company Announcements Office

**from:** **Brian Coulter**

**date:** 16 October 2009

**subject:** **Notice of 2009 Annual General Meeting**

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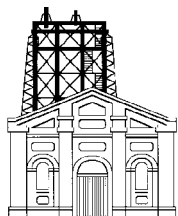
In accordance with ASX Listing Rule 3.17, I advise that the Notice of Annual General Meeting for Beaconsfield Gold NL is being mailed to shareholders today.

A copy of the Notice of Annual General Meeting is attached.

Yours sincerely

A handwritten signature in black ink, appearing to read 'B Coulter', with a long, sweeping horizontal stroke extending to the right.

Brian Coulter  
Company Secretary



## BEACONSFIELD GOLD N.L.

A.C.N 057 793 834

000001 000 BCD  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:



#### Online:

[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

#### Your secure access information is:

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**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 3.00pm AEDT Saturday 14 November 2009**

### 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 as they choose. 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.

### 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.computershare.com](http://www.computershare.com).

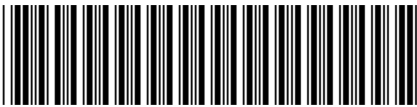
**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

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

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



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



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Beaconsfield Gold NL 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, as the proxy sees fit) at the Annual General Meeting of Beaconsfield Gold NL to be held at Morgans at 401, 401 Collins Street, Melbourne, commencing at 3.00pm (AEDT) on Monday 16 November 2009 and at any adjournment of that meeting.

## STEP 2 Items of Business

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

### ORDINARY BUSINESS

	For	Against	Abstain
Item 2. Re-elect Mr Kevin Perrin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3. To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4. Approval of issue of options to New Challenge Resources Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5. Approval of issue of convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

Item 6. Change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

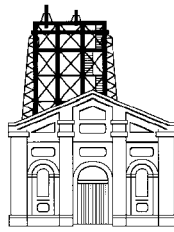
Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_



**BEACONSFIELD  
GOLD N.L.**

A.C.N 057 793 834

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SAMPLEVILLE VIC 3030

12 October 2009

Dear Shareholder

I am writing to invite you, as a shareholder in Beaconsfield Gold N.L. ("Beaconsfield Gold"), to attend the Annual General Meeting on Monday, 16 November 2009.

At the meeting, shareholders will be given an opportunity to vote on a number of resolutions, including a change of name to BCD Resources NL.

The meeting will be held at Morgans at 401, 401 Collins Street, Melbourne, commencing at 3.00pm (Eastern Daylight Saving Time), with registration available from 2.30pm.

A Form of Proxy is included with this letter. If you are not attending the meeting, I encourage you to lodge the Form of Proxy by returning it in the return envelope in sufficient time so that it reaches the Share Registrar, Computershare Investor Services Pty Limited, by 3.00pm on Saturday, 14 November 2009. Alternatively, the Form of Proxy can be sent by facsimile to Computershare Investor Services Pty Limited on 1800 783 447 within Australia or (61 3) 9473 2555 if you are overseas, or relevant custodians may lodge their form online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) by 3.00pm on Saturday, 14 November 2009.

Any body corporate holder of Beaconsfield Gold shares, or any body corporate appointed as a proxy, wishing to appoint a person to act as its representative at the meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorising him or her as the body corporate's representative.

The enclosed Notice of Meeting lists the items to be considered at the meeting. Background information on agenda items 2 to 6 are contained in the Explanatory Notes.

Beaconsfield Gold directors extend an invitation to shareholders to join them in enjoying light refreshments after the meeting.

Yours sincerely

**Denis Clarke**  
Chairman

**BEACONSFIELD GOLD N.L. (ABN 22 057 793 834)**

**2009 AGM**

**NOTICE OF MEETING**

Notice is given that the Annual General Meeting of Beaconsfield Gold NL (the **Company**) for 2009 will be held on Monday 16 November 2009, at 3.00pm (Eastern Daylight Saving Time) at Morgans at 401, 401 Collins Street, Melbourne.

**ITEMS OF BUSINESS**

**ORDINARY BUSINESS**

**1. *Discussion of Annual Report***

To consider the Annual Report, Financial Statements, and the reports of the directors and the auditor for the year ended 30 June 2009.

**2. *Election of Director***

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

“That Kevin Perrin, who retires by rotation in accordance with Article 92 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director.”

**3. *Remuneration Report***

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

“That the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2009.”

Under section 250R of the *Corporations Act* 2001 (Cth) the vote on this resolution is advisory only and does not bind the directors or the Company.

**4. *Approval of issue of options to New Challenge Resources Pty Ltd on 14 January 2009***

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

“That the issue of 1,000,000 unlisted options, at an exercise price of \$0.25 per share, which was made on 14 January 2009 on the terms specified in the Explanatory Statement accompanying this Notice of Meeting, be approved for the purposes of Listing Rule 7.4 of the ASX Listing Rules and for all other purposes.”

**5. *Approval of issue of convertible notes on 13 August 2009***

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

“That the issue of 6,250,000 convertible notes, at a price of \$0.16 per note, which was made on 13 August 2009 on the terms specified in the Explanatory Statement accompanying this Notice of Meeting, be approved for the purposes of Listing Rule 7.4 of the ASX Listing Rules and for all other purposes.”

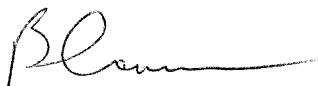
**SPECIAL BUSINESS**

**6. *Change of Company name***

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of section 157(1) of the *Corporations Act* and for all other purposes, approval is given for the Company to change its name to BCD Resources NL”

By order of the Board



Brian Coulter  
Company Secretary  
Melbourne, 12 October 2009

## PROCEDURAL NOTES

These notes form part of the Notice of Meeting.

### **Determination of Shareholders' Right to Vote**

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that for the purposes of the meeting, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Company's share register as at 3.00pm Eastern Daylight Saving Time on Saturday, 14 November 2009.

### **Appointment of Proxy**

If you are a shareholder and are unable to attend and vote at the Annual General Meeting of the Company on 16 November 2009, you are entitled to appoint a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of shares each proxy is appointed to exercise.

If you wish to appoint an individual or a body corporate as your proxy, please complete and return the proxy form. To be effective a proxy form must be received:

By mail at:

c/- Computershare Investor Services  
GPO Box 242  
Melbourne VIC 3001

By hand at:

c/- Computershare Investor Services  
452 Johnston Street  
Abbotsford VIC 3067

Online at: [www.investorvote.com.au](http://www.investorvote.com.au)

by 3.00pm Eastern Daylight Saving Time on Saturday, 14 November 2009. Proxy forms received after this time will be invalid. A return envelope is provided.

Alternatively, proxy forms may be lodged by fax if received by the same time. The fax number is 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Relevant custodians may lodge their proxy forms online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

If you appoint the Chairman of the Annual General Meeting as your proxy and do not specify how the Chairman is to vote on an item of business, the Chairman will vote (if permitted under the proxy form), as proxy for you in favour of each of Items 2, 3, 4, 5, and 6.

### **Bodies Corporate**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. A form for this authority may be downloaded at [www.computershare.com](http://www.computershare.com).

## **Voting Exclusion Statement**

Under Listing Rule 14.11 of the ASX Listing Rules, the Company will disregard any votes cast on Resolutions 4 and 5 by a person or entity who participated in the issue of securities and an associate of a person or entity who participated in the issue of securities.

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 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.

## **EXPLANATORY STATEMENT**

This information forms part of the Notice of Meeting. The main purpose of this Explanatory Statement is to provide shareholders with information concerning the resolutions proposed in the Notice of Meeting.

### **Agenda Item 2:**

#### **Election of Director**

Pursuant to Article 92 of the Company's Constitution, Mr Kevin Perrin will retire at the Annual General Meeting and offers himself for re-election.

#### ***Kevin Perrin***

Kevin Perrin was appointed to the board on 24 February 2006 and is Chair of the Company's Audit and Risk Management Committee. For the past 34 years he has been a partner in Prowse Perrin & Twomey, a Ballarat based firm providing accounting, taxation, audit and business advisory services to small and medium sized businesses. For over 15 years he was an audit partner for the firm.

He has been a director and shareholder of Prowse Perrin & Twomey Investment Services Pty. Ltd., an independent investment advisory firm holding an Australian Financial Services Licence for the past 18 years. Prior to that time he held a personal Securities Dealers Licence and was a member of the Stock Exchange of Ballarat Limited.

### **Agenda Item 3**

#### **Remuneration Report**

The Annual Report for the year ended 30 June 2009 contains a Remuneration Report (refer pages 8 to 13 of the Annual Financial Report) which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and Executives.

The Corporations Act (under section 250R) requires the agenda for an annual general meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

### **Agenda Item 4**

#### **Approval of issue of options to New Challenge Resources Pty Ltd on 14 January 2009**

The resolution contained in item 4 of the Notice of Annual General Meeting is being put before shareholders in accordance with ASX Listing Rules 7.1 and 7.4. On 14 January 2009, the Company issued 1,000,000 options to New Challenge Resources Pty Ltd as part consideration for renegotiation of the Stavelly option agreement. The options were issued for nil cash consideration, and each option entitles the holder to subscribe for one fully paid ordinary share in the Company at an exercise price of \$0.25 per share. Principal terms for the options are:

- immediate vesting; and
- exercisable at any time before the expiry date (30 September 2011).



ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

## **Agenda Item 5**

### **Approval of issue of convertible notes on 13 August 2009**

The resolution contained in item 5 of the Notice of Annual General Meeting is being put before shareholders in accordance with ASX Listing Rules 7.1 and 7.4. On 13 August 2009, the Company issued 6,250,000 unsecured convertible notes at a price of \$0.16 per note to raise working capital of \$1.0 million. The allottee of the notes is a professional investor. Principal terms for the notes are:

- Notes are redeemable at the end of three years if not converted;
- Each note is convertible into one Beaconsfield Gold fully paid share at any time during the three years; and
- Notes earn interest of 10% per annum, payable six-monthly in arrears.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

The Company therefore seeks shareholder approval to the issue of the 6,250,000 convertible notes referred to above to the following allottee: -

PPT Nominees Pty Ltd

## **Agenda Item 6**

### **Change of Company name**

Approval is sought to change the name of the Company from Beaconsfield Gold NL to BCD Resources NL.

Over the past four years Beaconsfield Gold has successfully pursued growth opportunities in Tasmania, away from the Tasmania Mine, and in Victoria and, with emerging copper prospects in Victoria at Stavely and Ararat, it is diversifying its asset base. The Board considers that the current name reflects a focus that is too narrow in terms of both geography and commodity and that the proposed new name will better reflect the expansion of the Company's asset base beyond the gold focus at the Tasmania Mine.

The proposed name change is an important step in the Company's corporate evolution.

In accordance with the provisions of the Corporations Act shareholders are required to approve the change of the Company's name by special resolution. A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.