



ASX ANNOUNCEMENT

10 November 2020

BOARD UPDATE, WITHDRAWAL OF RESOLUTIONS AND DIVIDEND POLICY

Board Update

Beacon Minerals Limited (ASX: BCN) (**Beacon or the Company**) is pleased to announce the appointment of Jason Bontempo as a Non-Executive Director of the Company. Mr Bontempo's appointment is effective following closure of the Company's Annual General Meeting of Shareholders.

Mr Bontempo has 22 years' experience in public company management, corporate advisory, investment banking and public company accounting, since qualifying as a chartered accountant with Ernst & Young. Mr Bontempo has worked primarily serving on the board and the executive management of minerals and resources public companies focusing on advancing, financing and developing mineral resource assets and business development. Mr Bontempo also provides corporate advice services for the financing of resource companies across multiple capital markets and resource asset acquisitions and divestments.

Beacon further advises that Mr Geoffrey Greenhill will remain on the Board of the Company as a Non-Executive Director.

The Company also advises that both Mr Alexander McCulloch and Mr Rodney Johns have resigned from the Board of Directors to focus on other commitments. Attached are the Appendix 3Z's for Mr McCulloch and Mr Johns.

The Company has agreed that Mr Bontempo will be remunerated \$40,000 per annum plus statutory superannuation for his role as a Non-Executive Director.

The Company has also agreed that Mr Geoffrey Greenhill will be remunerated \$40,000 per annum plus statutory superannuation for his role as a Non-Executive Director.

Withdrawal of Resolutions

Beacon advises that it has withdrawn Resolutions 2, 4 and 5, from the agenda of the Annual General Meeting of Shareholders scheduled for 10:00am (AWST) on 10 November 2020.

Other agenda items for the meeting remain unchanged and will be put to shareholders. The withdrawal of resolutions 2, 4 and 5 from the meeting does not affect proxy forms already submitted in respect of other resolutions to be presented to the meeting.

Dividend Policy

The Company attaches the Beacon Minerals Limited dividend policy, which can also be accessed on the Company's website.

Authorised for release by the Board of Beacon Minerals Limited.

For more information contact:

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Executive Chairman
Beacon Minerals Ltd
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Graham McGarry
Managing Director
Beacon Minerals Ltd
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Disclaimer

This ASX announcement (Announcement) has been prepared by Beacon Minerals Limited (“Beacon” or “the Company”). It should not be considered as an offer or invitation to subscribe for or purchase any securities in the Company or as an inducement to make an offer or invitation with respect to those securities. No agreement to subscribe for securities in the Company will be entered into on the basis of this Announcement.

This Announcement contains summary information about Beacon, its subsidiaries and their activities which is current as at the date of this Announcement. The information in this Announcement is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in Beacon.

By its very nature exploration for minerals is a high risk business and is not suitable for certain investors. Beacon’s securities are speculative. Potential investors should consult their stockbroker or financial advisor. There are a number of risks, both specific to Beacon and of a general nature which may affect the future operating and financial performance of Beacon and the value of an investment in Beacon including but not limited to economic conditions, stock market fluctuations, gold price movements, regional infrastructure constraints, timing of approvals from relevant authorities, regulatory risks, operational risks and reliance on key personnel.

Certain statements contained in this announcement, including information as to the future financial or operating performance of Beacon and its projects, are forward-looking statements that:

- may include, among other things, statements regarding targets, estimates and assumptions in respect of mineral reserves and mineral resources and anticipated grades and recovery rates, production and prices, recovery costs and results, capital expenditures, and are or may be based on assumptions and estimates related to future technical, economic, market, political, social and other conditions;
- are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Beacon, are inherently subject to significant technical, business, economic, competitive, political and social uncertainties and contingencies; and,
- involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward-looking statements.

Beacon disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise. The words ‘believe’, ‘expect’, ‘anticipate’, ‘indicate’, ‘contemplate’, ‘target’, ‘plan’, ‘intends’, ‘continue’, ‘budget’, ‘estimate’, ‘may’, ‘will’, ‘schedule’ and similar expressions identify forward-looking statements.

All forward looking statements made in this announcement are qualified by the foregoing cautionary statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein. No verification: Although all reasonable care has been undertaken to ensure that the facts and opinions given in this Announcement are accurate, the information provided in this Announcement has not been independently verified.

BEACON MINERALS LIMITED
ACN 119 611 559

DIVIDEND POLICY

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1. BACKGROUND AND PURPOSE

Beacon Minerals Limited (ACN 119 611 559) (**Company**) has adopted this dividend policy (**Policy**) to detail the Company's intention to declare and pay dividends, how dividends may be paid and the basis for how dividends will be determined by the directors of the Company (**Board**).

This Policy has been developed having regard to:

- (a) an understanding by the Board and its Shareholders of the nature of the Company's business and its requirement for long term capital;
- (b) the expectation of Shareholders for profit performance, coupled with a desire to maximise tax effective dividends from investment in Company shares;
- (c) the need to safeguard Shareholders longer term interests by adopting practical capital reserve targets that support the growth objectives of the Company; and
- (d) the desirability for some flexibility in payout ratio to take account of variability in profit, cash and imputation credit balances from one year to the next and the capital needs of the business.

The Company intends to declare and pay dividends to Shareholders having regard to this Policy.

2. DEFINITIONS

In this Policy the following words or phrases mean the following:

ASX means the ASX Limited (ABN 98 008 624 691) trading as the Australian Securities Exchange or the securities exchange operated by that entity, as appropriate.

ASX Listing Rules means the official listing rules of the ASX (as amended from time to time).

Business Day means the day on which the banks are open for general banking business in the Perth, Western Australia.

Company means Beacon Minerals Limited (ACN 119 611 559).

Constitution means the Company's Constitution as altered or amended from time to time.

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

Directors mean the directors of the Company.

Dividend Reinvestment Plan means a plan implemented under section 8.

Listing Rules means the rules of any Recognised Exchange which are applicable while the Company is admitted to the relevant Recognised Exchange, each as amended or replaced from time to time, and includes, without limitation the ASX Listing Rules.

Policy means the dividend policy constituted by this document.

Recognised Exchange means any internationally recognised securities exchange on which the Company's Shares may from time to time be admitted to trading and includes, without limitation, ASX.

Register means the register of Shareholders kept by the Company in accordance with section 169 of the Corporations Act.

Restricted Securities has the meaning ascribed to it by the Listing Rules.

Shareholder means a person holding Shares.

Share means a fully paid ordinary share in the capital of the Company and such other share in the Company as the Directors may from time to time determine and **Shares** means the plural of the same.

3. DIVIDENDS

3.1 Right to receive dividends

Subject to the Company's Constitution and to the terms of issue of Shares, all Shares attract the right to receive dividends.

3.2 Shareholders entitled to dividend

A dividend, if declared, is payable to the person registered as the holder of that Share:

- (a) if the Directors have fixed a time for determining entitlements to the dividend, at that time; and
- (b) in any other case, on the date on which the dividend is paid.

3.3 Directors election

- (a) The Directors may from time to time decide to pay a dividend to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.
- (b) The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.
- (c) The Directors will consider the Corporations Act, the Listing Rules, the rights of any preference Shareholders and the Company's Constitution when electing to declare and pay a dividend.

3.4 Interim dividend

The Directors may from time to time declare and pay to the Shareholders any interim dividends that they may determine.

3.5 No interest

No dividend shall carry interest as against the Company.

3.6 Breach of Restriction Agreement

In the event of a breach of the Listing Rules relating to Restricted Securities or of any escrow arrangement entered into by the Company under the Listing Rules in relation to any Shares which are classified under the Listing Rules or by ASX as Restricted Securities, the Shareholder holding the Shares in question shall cease to be entitled to be paid any dividends in respect of those Shares for so long as the breach subsists.

4. DIVIDEND AMOUNT

4.1 Determining dividend amount

The amount of any dividend paid will be at the discretion of the Board and will depend on several factors, including:

- (a) the recognition of profits and availability of cash for distribution;
- (b) the anticipated future earnings of the Company; or
- (c) when the forecast timeframe for capital demands of the business allows for a prudent distribution to Shareholders.

4.2 Reserves

The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. Pending any application of the reserves, the Directors may invest or use the reserves in the business of the Company or in other investments as they think fit. Any amount set aside as a reserve is not required to be held separately from the Company's other assets and may be used by the Company or invested as the Directors think fit.

4.3 Carrying forward profits

The Directors may carry forward any part of the profits of the Company that it decides not to distribute as dividends without transferring those profits to a reserve.

5. PAYMENT OF DIVIDENDS

Any dividend payable may be paid by:

- (a) cheque sent through the mail directed to:
 - (i) the address of the Shareholder shown in the Register or to the address of the joint holders of Shares shown first in the Register; or
 - (ii) an address which the Shareholder has, or joint holders have, in writing notified the Company as the address to which dividends should be sent;
- (b) electronic funds transfer to an account with a bank or other financial institution nominated by the Shareholder and acceptable to the Company; or
- (c) any other means determined by the Directors.

6. ALTERNATIVE METHOD OF PAYMENT OF DIVIDEND

- (a) When declaring any dividend and subject always to the Corporations Act and the Listing Rules, the Directors may:
- (i) direct payment of the dividend to be made wholly or in part by the distribution of specific assets or documents of title (including, without limitation, paid-up Shares, debentures or debenture stock of this or any other company, gold, gold or mint certificates or receipts and like documents) or in any one or more of these ways, and where any difficulty arises with regard to the distribution the Directors may settle it as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of specific assets or any part of them and may determine that cash payments shall be made to any Shareholders upon the basis of the value so fixed in order to adjust the rights of all parties and may vest any of these specific assets in trustees upon trusts for the persons entitled to the dividend as may seem expedient to the Directors; or
 - (ii) direct that a dividend be payable to particular Shareholders wholly or partly out of any particular fund or reserve or out of profits derived from any particular source and to the remaining Shareholders wholly or partly or of any other particular fund or reserve or out of profits derived from any other particular source and may so direct notwithstanding that by so doing the dividend will form part of the assessable income for taxation purposes of some Shareholders and will not form part of the assessable income of others.
- (b) For the purposes of this section 6, the Company is authorised to distribute securities of another body corporate by way of dividend and, on behalf of the Shareholders, provide the consent of each Shareholder to becoming a member of that body corporate and the agreement of each Shareholder to being bound by the constitution of that body corporate.

7. UNCLAIMED DIVIDENDS

Except as otherwise provided by statute, all dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

8. DIVIDEND REINVESTMENT PLAN**8.1 Authorisation of Dividend Reinvestment Plan**

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a Dividend Reinvestment Plan on such terms and conditions as are referred to in the resolution and which plan provides for any dividend which the Directors may declare from time to time under clause 22 and payable on Shares which are participating Shares in the Dividend Reinvestment Plan, less any amount which the Company shall either pursuant to this Constitution or any law be entitled or obliged to retain, to be applied by the Company to the payment of the subscription price of ordinary fully paid Shares.

8.2 Amendment and revocation

Any resolution passed by the Directors pursuant to section 8.1 may, at any time, be amended or revoked by the Company by ordinary resolution in general meeting.

9. NOTICES AND ANNOUNCEMENTS RELATING TO THE POLICY

9.1 Notice

Any notice or announcement relating to the Policy may be affected by the following:

- (a) by notice to the relevant Recognised Exchange, for release to the market; or
- (b) by notice to Shareholders in accordance with the provisions regarding the giving of notice to Shareholders in the Company's Constitution.

Any such notice is effective from the date it is given.

9.2 Settling disputes

The Directors may settle, in such manner as they think expedient, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of this Policy whether generally or in relation to any Shareholder or any Shares and the determination of the Directors is conclusive and binding on all Shareholders and other persons to whom the determination arises.

10. CONSISTENCY WITH THE LISTING RULES AND CORPORATIONS ACT

For so long as the Company remains admitted to a Recognised Exchange and/or incorporated under the Corporations Act, despite anything else contained in these rules:

- (a) if the Listing Rules or the Corporations Act (respectively) prohibit an act being done by the Company, the act must not be done;
- (b) nothing contained in this Policy prevents an act being done by the Company that the Listing Rules or the Corporations Act (respectively) require to be done;
- (c) if the Listing Rules or the Corporations Act (respectively) require this Policy to contain a provision and they do not contain that provision, this Policy is taken to contain that provision;
- (d) if the Listing Rules or the Corporations Act (respectively) require that this Policy not contain a provision and it does contain that provision, this Policy is deemed not to contain that provision; and
- (e) if this Policy is or becomes inconsistent with the Listing Rules or the Corporations Act (respectively), this Policy is taken not to contain that provision to the extent of the inconsistency.

11. TAXATION

- (a) Neither the Company nor its Directors, officers, employees, representatives or agents take any responsibility or assume any liability for the taxation liabilities of Shareholders.
- (b) As individual circumstances and laws vary considerably, specific taxation advice from professional advisers should be obtained by each Shareholder.

12. GOVERNING LAW

This Policy shall be governed by and construed in accordance with the law from time to time in the State of Western Australia and the parties agree to submit to the non-exclusive jurisdiction of the courts of Western Australia and the courts which hear appeals there from.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity Beacon Minerals Limited |
| ABN 64 119 611 559 |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---|---------------------|
| Name of director | Alexander McCulloch |
| Date of last notice | 19 August 2020 |
| Date that director ceased to be director | 10 November 2020 |

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|--|
| Number & class of securities 105,102,138 Ordinary Fully Paid Shares 10,051,069 Listed Options |
|--|

+ See chapter 19 for defined terms.

Appendix 3Z
Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of securities |
|---|---|
| Note: Provide details of the circumstances giving rise to the relevant interest | Not Applicable |

Part 3 – Director's interests in contracts

| | |
|--|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | Not Applicable |
| Name of registered holder (if issued securities) | Not Applicable |
| No. and class of securities to which interest relates | Not Applicable |

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

| |
|---|
| Name of entity Beacon Minerals Limited |
| ABN 64 119 611 559 |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---|------------------|
| Name of director | Rodney Johns |
| Date of last notice | 21 July 2020 |
| Date that director ceased to be director | 10 November 2020 |

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| |
|---|
| Number & class of securities |
| Not Applicable |

+ See chapter 19 for defined terms.

Appendix 3Z Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

| Name of holder & nature of interest | Number & class of securities |
|---|--|
| Note: Provide details of the circumstances giving rise to the relevant interest | |
| Mrs Genine Johns | 681,480 Ordinary Fully Paid Shares 370,370 Listed Options |

Part 3 – Director's interests in contracts

| | |
|--|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | Not Applicable |
| Name of registered holder (if issued securities) | Not Applicable |
| No. and class of securities to which interest relates | Not Applicable |

+ See chapter 19 for defined terms.