
Form 605**Corporations Law****Section 671B****Notice of ceasing to be a substantial holder**

To Company

Name/Scheme

Beadell Resources Limited

ACN/ARBN

50 125 222 291

1. Details of substantial holder (1)

Name

Franklin Resources, Inc. and its affiliates

ACN (if applicable)

N/AThere was a change in the interests of
the substantial holder on18 February 2019The previous notice was given to the
company on15 August 2018

The previous notice was dated

15 August 2018**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change(5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|--|----------------------|--|---|-------------------------|
| See Annexure B | See Annexure B | See Annexure B | See Annexure B | See Annexure B | See Annexure B |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows: NOT APPLICABLE

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| Not Applicable | |

4. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|----------------|----------------|
| See Annexure A | See Annexure A |

Signatureprint name Lori A. WeberCapacity: Assistant Secretary,
Franklin Resources, Inc.

Sign here

19 February 2019

Annexure A

1 Names and addresses of all associates for whom composite notice is given:

| Name | Address |
|--|--|
| Name | Address |
| BALANCED EQUITY MANAGEMENT PTY. LIMITED | Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia |
| BENEFIT STREET PARTNERS L.L.C. | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| BSP AGENCY, LLC | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| BSP BDC HOLDCO L.L.C. | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| BSP ACQUISITION I, LLC | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| BDCA ADVISER, LLC | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| BSP ASSET ACQUISITION I, LLC | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| PROVIDENCE FUND HOLDCO (DEBT STRATEGY), L.P. | c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 |
| C&EE GENERAL PARTNER LIMITED | 1133 Connecticut Avenue, NW, Suite 400, Washington, DC, 20036, United States |
| DARBY – HANA INFRASTRUCTURE FUND MANAGEMENT CO., LTD | 18 th Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734 |
| DARBY ADMINISTRACAO DE INVESTIMENTOS LTDA. | Av. Brigadeiro de Faria Lima, 3311, 5 th floor, suite 502 – part C, Itaim Bibi, postal code 04538-133, City of São Paulo, State of São Paulo – Brazil |
| DARBY ASIA INVESTORS (HK), LTD. | Suite 911-919, Jardine House, 1 Connaught Place, Central, Hong Kong |
| DARBY ASIA INVESTORS, LTD. | Unit 1607-1608, 16 th Floor, Charter House, 8 Connaught Road, Central, Hong Kong |
| DARBY ASIA OPPORTUNITIES FUND III MANAGEMENT CO., LTD. | Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands |
| DARBY ASIA PRIVATE DEBT FUND IV MANAGEMENT CO., LTD. | Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, Cayman Islands, KY1-1104, Cayman Islands |
| DARBY BRAZIL MEZZANINE MANAGEMENT, LLC | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036 |
| DARBY COLPATRIA CAPITAL SAS | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036 |
| DARBY CONVERGING EUROPE FUND III MANAGEMENT | 15, Rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg |
| DARBY ENERGIA S.A.S. | Carrera 7, #80-49, Office 201, Bogota, Columbia |
| DARBY EUROPE MEZZANINE MANAGEMENT | PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands |
| DARBY HOLDINGS, INC. | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036 |
| DARBY LATIN AMERICAN INVESTORS, LTD. | P.O. Box 309GT, Ugland House, South Church Street, Georgetown, Grand Cayman, Cayman Islands |
| DARBY LATIN AMERICAN MEZZANINE MANAGEMENT II, LLC | c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808, United States |
| DARBY LATIN AMERICAN PRIVATE DEBT FUND III MANAGEMENT CO., LLC (“DLAPD”) | c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808, United States |

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| DARBY MEXICO PRIVATE EQUITY, S.A.P.I. DE C.V. | Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico |
| DARBY OVERSEAS INVESTMENTS, LTD. | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036 |
| DARBY OVERSEAS PARTNERS, L.P. | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036 |
| DARBY SERVTEC ENERGIA GP, LLC | c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE, 19808 |
| DK CONSULTING LTD. | 20th Floor, Korea First Bank Building, 100 Gongpyungdong, Jongno-Gu, Seoul, 110-702 Korea. |
| DARBY-PROBANCO INVESTORS, LLC | 1133 Connecticut Avenue, NW, Suite 400, Washington, DC 20036 |
| Edinburgh Partners AIFM Limited | 27-31 Melville Street, Edinburgh, EH3 7JF, Scotland |
| Edinburgh Partners EM GP LLC | c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States |
| Edinburgh Partners Limited | 27-31 Melville Street, Edinburgh, EH3 7JF, Scotland |
| Edinburgh Partners North America, Inc. | c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, DE, 19808, United States |
| FASA, LLC | The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States |
| FIDUCIARY INTERNATIONAL HOLDING, INC. | 1717 Pennsylvania Avenue N.W., Suite 630 Washington DC 20006 |
| FIDUCIARY INVESTMENT MANAGEMENT INTERNATIONAL, INC. | 1133 Connecticut Avenue, NW, Suite 330, Washington D.C. 20036 |
| Fiduciary Trust (International) Sàrl | 16 rue de la Pélisserie, 1204, Geneva, Switzerland |
| FIDUCIARY TRUST COMPANY INTERNATIONAL | 280 Park Avenue, New York, NY 10017 |
| FIDUCIARY TRUST COMPANY OF CANADA | 350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9 |
| FIDUCIARY TRUST INTERNATIONAL LIMITED | Cannon Place, 78 Cannon Street, London, EC4N 6HL, England |
| FIDUCIARY TRUST INTERNATIONAL OF CALIFORNIA | 444 South Flower Street, Suite 3200, Los Angeles, CA 90071, United States |
| FIDUCIARY TRUST INTERNATIONAL OF DELAWARE | 1220 North Market Street, Wilmington, Delaware 19801 |
| FIDUCIARY TRUST INTERNATIONAL OF THE SOUTH | 2 Alhambra Plaza, Penthouse 1-A, Coral Gables, FL 33134, United States |
| FRANKLIN ADVISERS, INC. | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403 |
| FRANKLIN ADVISERS GP, LLC | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403 |
| FRANKLIN ADVISORY SERVICES, LLC | One Franklin Parkway, San Mateo, CA 94403 |
| FT FINTECH HOLDINGS, LLC | The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801 |
| FRANKLIN CAPITAL CORPORATION | 47 West 200 South, Salt Lake City, UT 84104-1621 |
| FRANKLIN MDP GP, LLC | 280 Park Avenue, New York, NY, 10017, United States |
| FRANKLIN MUTUAL ADVISERS, LLC | 101 John F. Kennedy Parkway, Short Hills, NJ 07028-2789 |
| Franklin SystematiQ Advisers, LLC | c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States |
| Franklin Talos GP, LLC | One Franklin Parkway, San Mateo, CA 94403, United States |
| FRANKLIN TEMPLETON ALTERNATIVE INVESTMENTS (INDIA) PRIVATE LIMITED | Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India |
| FRANKLIN TEMPLETON ASSET MANAGEMENT (INDIA) PRIVATE LIMITED | Indiabulls Finance Centre, Tower 2, 12th and 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, Mumbai City, Maharashtra-MH, 400013, India |
| FRANKLIN TEMPLETON ASSET MANAGEMENT (MALAYSIA) SDN.BHD. | Suite 1005, 10 th Floor, Wisma Hamzah-Kwong Hing No. 1, Leboh Ampang, 50100, Kuala Lumpur, Malaysia |

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| Franklin Templeton Asset Management Mexico, S.A. de C.V., Sociedad Operadora de Fondos de Inversion | Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico |
| FRANKLIN TEMPLETON AUSTRIA GMBH | Universitätsring 10, 4th Floor, Vienna, Austria, 1010 |
| FRANKLIN TEMPLETON CAPITAL HOLDINGS PRIVATE LIMITED | 1st Floor, Empire Tower, 26-28 Ham Nghi District 1, Ho Chi Minh City, Vietnam |
| FRANKLIN TEMPLETON CHILE SpA | Avenida Vitacura N°2939, Piso 8, Comuna de las Condes 7550011, Santiago, Chile |
| FRANKLIN TEMPLETON COMPANIES, LLC | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403 |
| FRANKLIN TEMPLETON FINANCIAL SERVICES CORP. | One Franklin Parkway, San Mateo, CA 94403 |
| FRANKLIN TEMPLETON FINANCIAL SERVICES LIMITED | 17/F, Charter House, 8 Connaught Road Central, Hong Kong |
| FRANKLIN TEMPLETON FRANCE S.A. | 18-20 rue de la Paix 75002, Paris, France |
| FRANKLIN TEMPLETON FUND MANAGEMENT LIMITED | Toronto Square, Infirmary Street, Leeds, LS1 2HJ, England |
| FRANKLIN TEMPLETON GLOBAL INVESTORS LIMITED | 5 Morrison Street, Edinburgh, Scotland, EH3 8BH, Scotland |
| FRANKLIN TEMPLETON GSC ASSET MANAGEMENT SDN.BHD | Suite 31-02, 31st Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100, Kuala Lumpur, Malaysia |
| FRANKLIN TEMPLETON HOLDING LIMITED | C/O Pricewaterhouse Coopers LLP Cathedral Square, Port Louis, Mauritius |
| FRANKLIN TEMPLETON INSTITUTIONAL, LLC | 280 Park Avenue, New York, NY 10017 |
| FRANKLIN TEMPLETON INSTITUTIONAL GP, LLC | 1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036 |
| FRANKLIN TEMPLETON INTERNATIONAL SERVICES (INDIA) PRIVATE LIMITED | Franklin Templeton Park, 18-23, Financial District, Nanakramguda, Hyderabad - 500019 India |
| FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.à r.l. | 8A, rue Albert Borschette, L-1246, Luxembourg |
| FRANKLIN TEMPLETON INVESTIMENTOS (BRASIL) LTDA. | Avenida Brigadeiro Faria Lima 3311, 5th Floor, Itaim Bibi, Sao Paulo, 04538-133, Brazil |
| FRANKLIN TEMPLETON INVESTMENTS POLAND SP Z.O.O. | Rondo ONZ 1, 00-124 Warszawa |
| FRANKLIN TEMPLETON INVESTMENT MANAGEMENT GMBH | St. Helier Jersey, Channel Islands |
| FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED | Cannon Place, 78 Cannon Street, London, EC4N 6HL, England |
| FRANKLIN TEMPLETON INVESTMENT MANAGEMENT (SHANGHAI) LIMITED | 701C, 33 Hua Yuan Shi Qiao Road, Shanghai Free Trade Zone, Shanghai, China |
| FRANKLIN TEMPLETON INVESTMENT SERVICES GMBH | Mainzer Landstr. 16, D-60325 Frankfurt-Am-Main, Germany |
| FRANKLIN TEMPLETON INVESTMENT SERVICES MEXICO S DE R.L. | Avenida Paseo de la Reforma 342, Colonia Juarez, Mexico City, CP. 06600, Mexico |
| FRANKLIN TEMPLETON INVESTMENT TRUST MANAGEMENT CO., LTD. | 3rd Floor, CCMM Building, 101 Yeouigongwon-ro, Yeongdeungpo-gu, Seoul, 07241, Republic of Korea |
| FRANKLIN TEMPLETON INVESTMENTS (ASIA) LIMITED | 17th Floor, Charter House, 8 Connaught Road Central, Hong Kong |
| FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED | Level 19, 101 Collins Street, Melbourne, Victoria 3000, Australia |
| FRANKLIN TEMPLETON INVESTMENTS CORP. | 5000 Yonge Street Suite 900, Toronto, Ontario M2N 0A7, Canada |
| FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED | 1-9-10 Roppongi, Minato-ku, Tokyo, Japan |
| FRANKLIN TEMPLETON INVESTMENTS (ME) LIMITED | Level 7, Gate Precinct Building 3, Unit 5, Dubai International Financial Centre, Sheikh Zayed Road, Dubai, UAE |
| FRANKLIN TEMPLETON INVESTMENTS SOUTH AFRICA (PTY) LTD | First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa |
| FRANKLIN TEMPLETON INVESTOR SERVICES, LLC | 10600 White Rock Road, Rancho Cordova, Ca 95670-6032 |
| FRANKLIN TEMPLETON LUXEMBOURG S.A. | 8A, rue Albert Borschette, L-1246, Luxembourg |
| FRANKLIN TEMPLETON MAGYARORSZAG KFT | SAS Center, Sas u. 10-12, Budapest 1051, Hungary |
| FRANKLIN TEMPLETON MANAGEMENT LUXEMBOURG SA | 8A, rue Albert Borschette, L-1246, Luxembourg |

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| FRANKLIN TEMPLETON PRIVATE EQUITY, LLC | One Franklin Parkway, San Mateo, California 94403 |
| FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC. | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403 |
| FRANKLIN TEMPLETON REAL ESTATE ADVISORS GP, LLC | 280 Park Avenue, New York, NY, 10017, United States |
| FRANKLIN TEMPLETON REAL ESTATE ADVISORS II GP, LLC | 280 Park Avenue, New York, NY, 10017, United States |
| FRANKLIN TEMPLETON REAL ESTATE ADVISORS IIIA GP, LLC | 280 Park Avenue, New York, NY, 10017, United States |
| FRANKLIN TEMPLETON REAL ESTATE ADVISORS IIIB GP, S.à.r.l. | 8A, rue Albert Borschette, L-1246, Luxembourg |
| FRANKLIN TEMPLETON REAL ESTATE GROUP CARRY, L.P. | c/o Franklin Templeton Institutional, LLC, 280 Park Avenue, New York, NY, 10017, United States |
| FRANKLIN TEMPLETON REAL ESTATE GROUP CARRY II, L.P. | c/o Franklin Templeton Institutional, LLC, 280 Park Avenue, New York, NY, 10017, United States |
| FRANKLIN TEMPLETON SERVICES (INDIA) PRIVATE LIMITED | Indiabulls Finance Centre, Tower 2, 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, 400013, India |
| FRANKLIN TEMPLETON SERVICES, LLC | One Franklin Parkway, San Mateo, CA 94403 |
| Franklin Templeton Servicios de Asesoría Mexico, S. de R.L. de C.V. | Avenida Paseo de la Reforma 342, Colonia Juárez, Mexico City, CP. 06600, Mexico |
| FRANKLIN TEMPLETON SLOVAKIA, S.R.O. | Karadžičova 8/A, 821 08 Bratislava, Slovak Republic |
| Franklin Templeton Social Infrastructure GP, S.à r.l. | 5 Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg |
| FRANKLIN TEMPLETON STRATEGIC INVESTMENTS LTD. | P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands. |
| FRANKLIN TEMPLETON SWITZERLAND LTD | Bahnhofstrasse 22, CH-8022 Zurich, Switzerland |
| FRANKLIN TEMPLETON TRUSTEE SERVICES PRIVATE LIMITED | Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation, Nariman Point, Mumbai 400-021 India |
| FRANKLIN TEMPLETON TURKEY ADVISORY SERVICES A.S. | Esentepe Mahallesi Buyukdere Cad. Apa Giz Plaza Apt. No: 191/23 Sisli, Istanbul, Turkey |
| FRANKLIN/TEMPLETON DISTRIBUTORS, INC. | One Franklin Parkway, San Mateo, CA 94403 |
| FRANKLIN/TEMPLETON TRAVEL, INC. | One Franklin Parkway, San Mateo, CA, 94403, United States |
| Franklin Templeton Trustee Services Private Limited | Indiabulls Finance Centre, Tower 2, 12th and 13th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai, Mumbai City, Maharashtra-MH, 400013, India |
| Franklin Templeton Turkey Advisory Services A.S. | Esentepe Mahallesi Buyukdere Cad. Apa Giz Plaza Apt. No: 191/23 Sisli, Istanbul, Turkey |
| Franklin Templeton Uruguay S.A. | c/o Guyer & Regules, Plaza Independencia 811, Montevideo, 11100, Uruguay |
| FRANKLIN VENTURE PARTNERS, LLC | One Franklin Parkway, San Mateo, CA, 94403, United States |
| FT OPPORTUNISTIC DISTRESSED FUND LTD | Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. |
| FTC INVESTOR SERVICES INC. | 350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9 |
| FTCI (CAYMAN) LTD. | Cayman National Trust Co. Ltd., Suite 6201, 62 Forum Lane, Grand Cayman, Cayman Islands |
| FTI South Africa | First Floor Kildare House, The Oval 1 Oakdale Road, Newlands, Cape Town, 7700, South Africa |
| FTPE Advisers, LLC | c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States |
| ITI CAPITAL MARKETS LIMITED | Century Centre, 75 Ttk Road, Chennai, India 600018 |
| LSIMC, LLC | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403 |
| MUTUAL RECOVERY FUND, LTD. | P.O. Box 309GT, Ugland House, George Town, Grand Cayman, Cayman Islands, KY1-1104. |
| K2 Advisors Holdings, L.L.C. | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States |

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| K2 Advisors L.L.C. | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States |
| K2/D&S Management Co., L.L.C. | 300 Atlantic Street, 12th Floor, Stamford, CT, 06901, United States |

This is the annexure of 5 pages marked Annexure A signed by me and dated 19 February, 2019.

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Lori A. Weber, Assistant Secretary
Franklin Resources, Inc.

Annexure B
Details of Entitlement and Relevant Interests

| 1. Date of Change | 2. Person Whose Relevant Interest Changed | 3. Nature of Change | 4. Consideration in AUD\$ | 5. Class and Number of Securities affected/Ordinary | 6. Persons votes effected |
|-------------------|---|--|---------------------------|---|---------------------------|
| 08/29/2018 | Franklin Advisers, Inc. | Acquisition | 14,880 | 317,035 | 317,035 |
| 08/30/2018 | Franklin Advisers, Inc. | Acquisition | 7,318 | 155,700 | 155,700 |
| 08/31/2018 | Franklin Advisers, Inc. | Acquisition | 53,162 | 1,133,519 | 1,133,519 |
| 09/03/2018 | Franklin Advisers, Inc. | Acquisition | 9,031 | 193,746 | 193,746 |
| 09/04/2018 | Franklin Advisers, Inc. | Acquisition | 8,148 | 173,369 | 173,369 |
| 09/05/2018 | Franklin Advisers, Inc. | Acquisition | 1,252 | 26,631 | 26,631 |
| 01/15/2019 | Franklin Advisers, Inc. | Acquisition | 1,945 | 36,702 | 36,702 |
| 01/16/2019 | Franklin Advisers, Inc. | Acquisition | 73,784 | 1,392,647 | 1,392,647 |
| 01/17/2019 | Franklin Advisers, Inc. | Acquisition | 82,509 | 1,570,651 | 1,570,651 |
| 02/18/2019 | Franklin Advisers, Inc. | Closing of the scheme of arrangement by which Great Panther Silver Limited acquired all the shares in Beadell resources, Limited | ---- | 164,520,246 | 164,520,246 |

This is the annexure of 1 page marked Annexure B referred to in the Form 605: Notice of ceasing to be a substantial holder signed by me and dated 19 February, 2019.

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Lori A. Weber, Assistant Secretary,
Franklin Resources, Inc.