



TASMAN RESOURCES NL

ACN 009 253 187

Level 29, Exchange Plaza

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14 March 2005

Dear Shareholder

Enclosed please find attached a notice of extraordinary general meeting, proxy form and explanatory statement in relation to Tasman Resources NL.

The purpose of the general meeting is to seek shareholder approval for two strategic placements of securities to two subsidiaries of China Railway Construction Corporation to raise \$2million additional working capital and to seek ratification to the issue of the shares (at 22 cents per share) and options (free of charge) under the Company's prospectus dated 30 November 2004.

China Railway Construction Corporation is a very large Chinese company involved in a wide range of activities, including construction, railways and investment.

Yours sincerely

Gregory H. Solomon
Executive Chairman

TASMAN RESOURCES NL

ACN 009 253 187

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the members of Tasman Resources NL ACN 009 253 187 ("the Company") will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Tuesday, 19 April 2005 at 10.00am.

SPECIAL BUSINESS

The business of the meeting is to consider and (if thought fit) to pass, with or without modification, the following ordinary resolutions:

1. Issue of Shares by Directors – As an Ordinary Resolution

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors are authorised to issue the following securities:

- (i) to China Railway (HK) International Trade Co., Ltd 5 million fully paid ordinary shares in the Company at an issue price of 15 cents per share together with 5 million options at an issue price of 5 cents per option to acquire fully paid ordinary shares at an exercise price of 20 cents per share exercisable on or before 28 February 2006 to raise a total of \$1million; and
- (ii) to China Railway (HK) Investment Trade Co., Ltd 5 million fully paid ordinary shares in the Company at an issue price of 15 cents per share together with 5 million options at an issue price of 5 cents per option to acquire fully paid ordinary shares at an exercise price of 20 cents per share exercisable on or before 28 February 2006 to raise a total of \$1million,

by way of placements on the terms and conditions set out in the explanatory statement attached hereto."

Note: The shares and options will be issued no later than three months from the date of the meeting.

2. Ratification of Issue of Shares by Directors – As an Ordinary Resolution

"That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, the shareholders ratify and approve the issue by the directors pursuant to a prospectus dated 30 November 2004 of 8,258,273 fully paid ordinary shares in the Company on the dates referred to below and otherwise on the terms and conditions set out in the explanatory statement attached hereto.

Date of Issue	Number of Shares	Price of Shares	Amount Raised
15 December 2004	5,010,000	22 cents	\$1,102,200
20 December 2004	2,025,000	22 cents	\$445,500
21 December 2004	692,273	22 cents	\$152,300
22 December 2004	531,000	22 cents	\$116,820"


3. Ratification of Issue of Options by Directors – As an Ordinary Resolution

“That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, the shareholders ratify and approve the issue by the directors pursuant to a prospectus dated 30 November 2004 of 2,064,568 options to acquire fully paid ordinary shares at an exercise price of 20 cents per share, exercisable on or before 28 February 2006, issued free of charge, on the dates referred to below and otherwise on the terms and conditions set out in the explanatory statement attached hereto.

Date of Issue	Number of Options
15 December 2004	1,252,500
20 December 2004	506,250
21 December 2004	173,068
22 December 2004	132,750”

Dated this 14th day of March 2005.

By order of the Board


.....
RF Buscall
Company Secretary

NOTES RELATING TO PROXIES:

A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two proxy's to attend and vote in his/her place. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights, a proxy may be, but need not be a member of the Company.

Proxy forms (and the Power of Attorney or other authority, if any under which the proxy form is signed) must be deposited at the registered office of the Company at Level 40, Exchange Plaza, 2 The esplanade, Perth, Western Australia, 6000 not less than 48 hours before the time for holding the Extraordinary General Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is an important document and you should read this statement carefully. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

Resolution 1

Resolution 1 seeks shareholders' approval for the purposes of ASX Listing Rules 7.1 and for all other purposes to authorise the directors to issue a total of 10 million fully paid ordinary shares ("the Shares") and 10 million 20c 28 February 2006 options ("the Options") to acquire fully paid ordinary shares (collectively the Shares and the Options being called "the Securities") by way of placements to raise \$2million in additional working capital.

The Securities will be issued on the following basis:

1. The price for the Securities will be as follows:-
 - 1.1. the issue price for the Shares will be 15 cents each; and
 - 1.2. the issue price for the Options shall be 5 cents each.
2. The Shares will be issued on the same terms as, and rank pari passu with, the existing issued fully paid ordinary shares of the Company and will be quoted on the Australian Stock Exchange.
3. The Options will be issued on the same terms as the existing options issued by the Company and will be exercisable at a price of 20 cents each on or before 28 February 2006 and will be quoted on the Australian Stock Exchange.
4. The full terms of the Options are as follows:-
 - 4.1. The Options are exercisable at any time prior to 5.00pm WST 28 February 2006 ("the Expiry Date"). Options not exercised on or before the Expiry Date will automatically lapse.
 - 4.2. The Options may be exercised wholly or in part by completing a notice of exercise of options substantially in the form attached ("Notice of Exercise") to be delivered to the Company's Registered Office and received by it any time prior to the Expiry Date.
 - 4.3. The Options entitle the holder to subscribe (in respect of each Option held) for a share at an exercise price per Option of 20 cents.
 - 4.4. Upon the exercise of the Options and receipt of all relevant documents and payment, shares will be issued ranking pari passu with the then issued shares. If at the date of exercise of the Options the shares of the Company are quoted on the Australian Stock Exchange ("ASX") the Company will apply to ASX to have the shares granted Official Quotation.
 - 4.5. A summary of the terms and conditions of the Options including the notice of exercise was sent to all holders of Options when the Options are issued.
 - 4.6. Any notice of exercise received by the Company on or prior to the Expiry Date will be deemed to be a notice of exercise as at the last Business Day of the month in which such notice is received.

- 4.7. There are no participating entitlements inherent in the Options to participate in new issues of capital, which may be offered to shareholders during the currency of the Options. Prior to any new pro rata issue of securities to shareholders, holders of Options will be notified by the Company and will be afforded 10 Business Days before the Record Date (to determine entitlements to the issue), to exercise Options.
- 4.8. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on holders of Options which are not being conferred on shareholders and (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital), in all respects the terms for the exercise of Options shall remain unchanged.
- 4.9. The Options may be transferred at any time prior to the Expiry Date.
- 4.10. Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the notice of exercise.
5. 50% of the Shares and 50% of the Options will be issued to each of China Railway (HK) International Trade Co., Ltd and China Railway (HK) Investment Trade Co., Ltd, for \$1million each, both subsidiary companies of China Railway Construction Corporation.
6. The purpose of the proposed placements is to raise any additional working capital that may be required to fund the Company's ongoing drilling and exploration programs and to allow the Company (if it so determines) to contribute to a capital raising for Eden Energy Ltd, a subsidiary of the Company.

The Company will disregard any votes cast on Resolution 1 by the participants in the proposed share issue referred to in that resolution or an associate of any of these recipients.

However, the Company will not disregard the vote if:

- (i) 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Resolutions 2 and 3

Resolutions 2 and 3 seek shareholders' approval and ratification, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, to the placements by the directors of 8,258,273 fully paid ordinary shares in the Company ("the Prospectus Shares") at 22 cents per share and 2,064,568 options ("the Prospectus Options") free of charge pursuant to a prospectus dated 30 November 2004 ("the Prospectus").

The Prospectus Shares and the Prospectus Options were issued by the directors in four placements as follows:

<u>Date of Issue</u>	<u>Number of Shares</u>	<u>Number of Options</u>	<u>Amount Raised</u>
15 December 2004	5,010,000	1,252,500	\$1,102,200
20 December 2004	2,025,000	506,250	\$445,500
21 December 2004	692,273	173,068	\$152,300
22 December 2004	531,000	132,750	\$116,820

The Prospectus Shares and Prospectus Options were issued to persons who returned completed applications forms to the Company on or before the closing date for the Prospectus. In total, \$1,816,820 was raised upon the issue of the Prospectus Shares (and free accompanying Prospectus Options) under the Prospectus. A commission of 5% of the funds raised through Prospectus Shares issued to clients of Australian Financial Services Licencees was paid to Australian Financial Services Licencees.

The Company intends to use the funds which have been raised to fund:

- additional exploration at the Company's 100% owned Lake Torrens Project and other tenements in South Australia which will include an expanded drilling program at the Marathon Prospect;
- additional capital to meet the Company's other ongoing exploration commitments in South Australia covering gold, base metals and diamonds;
- the Company's ongoing working capital requirements.

The Prospectus Shares were issued on the same terms as, and rank *pari passu* with, the existing issued fully paid ordinary shares of the Company and are quoted on the Australian Stock Exchange. The Prospectus Options were issued as one for four free attaching options to the Shares. Each Option granted gives the holder the right to acquire 1 fully paid ordinary share in the Company at an issue price of 20 cents per share exercisable on or before 28 February 2006. The terms and conditions upon which each Option was issued were the same as set out in this Explanatory Statement in respect to Resolution 1 above.

The Company will disregard any votes cast on Resolutions 2 and 3 by the allottees of the Prospectus Shares and Prospects Options or an associate of any of those persons.

However, the Company will not disregard the vote if:

- (i) 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

TASMAN RESOURCES N.L.
(ACN 009 253 187)

**PROXY FORM
GENERAL MEETING**

I/We

being a member/members of Tasman Resources N.L. entitled to attend and vote at the meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the meeting or the Chairman's nominee, to vote in respect of ___% of my/our voting rights in accordance with the following directions, or if no directions have been given, as the proxy sees fit at the General Meeting of the company, to be held on Tuesday 19 April 2005 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Ordinary Resolutions:	FOR	AGAINST	ABSTAIN
1. To issue up to 10 million fully paid ordinary Shares and 10 million 20c 28 February 2006 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To ratify the previous issue of 8,258,273 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To ratify the previous issue of 2,064,568 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not intended to be counted in computing the required majority on a poll.

Signed this day of 2005.

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

The Chairman intends to vote in favour of all 3 resolutions in respect of all undirected proxies.

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

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Notes:

- To be effective, this proxy and the power of attorney (if any) under which it is signed must be received at the Registered Office of the company, Level 40, Exchange Plaza, 2 The Esplanade, Perth, WA 6000 not less than 48 hours before the time for holding the meeting, or any adjournment thereof.
- If the member is a corporation, the form of proxy should be signed under seal if appropriate.