



# TASMAN RESOURCES NL

ACN 009 253 187

Level 29, Exchange Plaza

2 The Esplanade, Perth, Western Australia 6000

Telephone: (08) 9282 5889 Facsimile: (08) 9282 5866

Email: [gsolomon@tasmanresources.com.au](mailto:gsolomon@tasmanresources.com.au)

3 May 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 a strategic placement of securities to Top Energy Pty Ltd to raise \$2million additional working capital. Top Energy Pty Ltd is the second largest shareholder in Eden Energy Ltd and previously subscribed \$2million to Eden Energy Ltd. Top Energy Pty Ltd is controlled by Guiting Liu, a director of Eden Energy Ltd. The shareholders previously approved the issue of securities to China Railway (HK) International Trade Co. Ltd and China Railway (HK) Investment Trade Co. Ltd on 19 April 2005 however, due to currency control restrictions that transaction was unable to proceed.

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, 7 June 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 resolution:

#### 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 to Top Energy Pty Ltd ACN 111 741 989 or associated entities 10 million fully paid ordinary shares in the Company at an issue price of 15 cents per share together with 10 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 \$2million 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.

Dated this 3<sup>rd</sup> day of May 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. The Securities will be issued with a three month period of the date of the meeting.
6. The Company anticipates allotting the Securities in one parcel.
7. The Securities will be issued to Top Energy Pty Ltd ACN 111 741 989 or associated entities for a total of \$2 million.
8. The shareholders previously approved the issue of a total 10 million fully paid ordinary and 10 million 20c 28 February 2006 options to China Railway (HK) International Trade Co. Ltd and China Railway (HK) Investment Trade Co. Ltd on 19 April 2005 however, due to currency control restrictions that transaction was unable to proceed.
9. 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.