

**TASMAN RESOURCES NL**  
(ACN 009 253 187)

**NOTICE OF MEETING**

Notice is hereby given that an Annual General Meeting of shareholders of Tasman Resources N.L. ('the Company') will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth on Thursday 30th of November 2006 at 10:00am ("Meeting").

The Explanatory Memorandum accompanies and forms part of this Notice and the reports of the Directors and Auditors for the year ended 30 June 2006.

**ORDINARY BUSINESS**

To consider and if thought fit to pass with or without amendment the following resolutions;

**1. Annual Accounts**

To receive, consider and adopt the Financial Statements for the year ended 30 June 2006, together with the Directors' and Auditors' Reports and Directors' Statement thereon.

**RESOLUTIONS**

**2. Election of Director**

To elect Mr Douglas Howard Solomon who, in accordance with the Constitution of the Company, retires by rotation and being eligible offers himself for re-election.

**3. Remuneration Report**

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

"That the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2006 is approved for the purposes of the Corporations Act 2001".

**Note: This is a non-binding vote by shareholders.**

**4. Ratification of Securities Issue.**

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

"For the purpose of ASX Listing Rules 7.1 and 7.4 and all other purposes, this meeting approves and ratifies the proposed placement by the directors of the following securities which have at the date of this notice have been agreed to be issued within 14 days of this notice to clients of Australian Financial Services Licencees to raise additional working capital and in respect of each, a commission of 5% will be payable to Australian Financial Services Licencees and Licensed Dealers in Securities. The terms and conditions are set out in the explanatory statement attached hereto."

Details of the securities to be ratified are

6,000,000 fully paid ordinary shares ("the fully paid ordinary shares") plus  
6,000,000 options to acquire fully paid ordinary shares, exercisable at 20 cents each at any time on or before the 31 December 2009 ("the 31 December 2009 Options") issued at a price of 13.5 cents for one fully paid ordinary share plus one 31 December 2009 Option, to raise working capital of \$810,000.00.

**5. Issue of Shares to Sophisticated and Professional Investors**

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors are authorised to issue up to 25,000,000 fully paid ordinary shares in the Company to sophisticated and professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s.708(8) or s.708(11) of the Act), at an issue price of not less than eighty percent (80%) of the average market price of the shares of the Company calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is to be made, by way of placements, and otherwise on the terms and conditions set out in the explanatory statement attached hereto."

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

**Other Business:**

To transact any business which may be brought before the meeting in accordance with the Constitution of the company and the Corporations Act 2001.

**By Order of the Board of Directors**

A handwritten signature in black ink, appearing to read 'R F Buscall', written in a cursive style.

R F Buscall  
Secretary

Dated this 30th day of October 2006

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**EXPLANATORY MEMORANDUM FOR SHAREHOLDERS**

This Explanatory Memorandum provides information for shareholders in respect of items 1 to 5 to be considered at the Annual General Meeting of the Company to be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Thursday 30th November 2006 at 10.00am.

**ITEM 1 – RECEIVE AND CONSIDER THE FINANCIAL STATEMENTS AND REPORTS**

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the financial statements and reports. The auditors of the Company will be present at the meeting and available to answer any questions.

**RESOLUTIONS**

**ITEM 2 REMUNERATION REPORT**

The remuneration report of the Company is included in the Directors' Report within the Annual Report sent to all shareholders. The Corporations Act (2001) requires that a resolution be put to the shareholders to adopt the remuneration report. The vote on the resolutions is advisory only and does not bind the Directors of the Company. A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

**ITEM 3 RE-ELECTION OF DIRECTOR**

In accordance with the Company's Constitution, Mr Douglas Howard Solomon retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Solomon has been a Board member since 3 April 2003. Mr Solomon is a Barrister and Solicitor with more than 20 years experience in the areas of mining, corporate, commercial and property law. Mr Solomon is a partner in the legal firm, Solomon Brothers. Mr Solomon is also a non executive director of Eden Energy Ltd.

**ITEM 4 RATIFICATION OF ISSUE OF SECURITIES BY DIRECTORS.**

Resolution 4 seeks shareholders' approval for the purposes of ASX Listing Rules 7.1 and for all other purposes to ratify the proposed issue by the directors of 6,000,000 fully paid ordinary shares ("the Shares") and 6,000,000 20c 31 December 2009 options ("the Options") to acquire fully paid ordinary shares (collectively the Shares and the Options being called "the Securities") to be issued at a price of 13.5cents for one Share plus one Option by way of placements to raise \$810,000.00 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 each Share plus one free Option will be 13.5 cents;
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 terms as shown in 4 below and will be exercisable at a price of 20 cents each on or before 31 December 2009 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 31 December 2009 ("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 within 14 days of the date of the notice of meeting.
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.

The Company will disregard any votes cast on Resolution 4 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.

#### **ITEM 5 - ISSUE OF SHARES TO SOPHISTICATED OR PROFESSIONAL INVESTORS**

Resolution 5 seeks shareholders' approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes, to authorise the Directors to issue up to 25,000,000 Shares in the Company to sophisticated and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s.708(8) or s.708(11) of the Act), at an issue price of not less than eighty percent (80%) of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is to be made, by way of placements. For example, if the five day weighted average price of the Company's shares at the time at which the issue is to be made is 15 cents, the Shares would be issued at not less than 12 cents.

#### **A. Background**

As at the date of this explanatory statement, the issued share capital of the Company (and assuming the issue of the proposed securities to clients of Australian Financial Services Licencees pursuant to resolution 4) before and after the issue of the Shares the subject of this resolution 5 will be as follows:

	Shares
Current issued Share Capital	102,967,510
Proposed issue of Shares to clients of Australian Financial Services Licencees *	6,000,000
Issue of Shares to Sophisticated and Professional Investors	25,000,000
Total new issued Share Capital	133,967,510

\* Note 6,000,000 Options as defined in Item 4 above will also be on issue.

#### B. Listing Rule 7.1

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

As set out above, the Company proposes to issue 25,000,000 Shares to sophisticated and professional investors, which represents 24.2795% of its current issued capital (of 102,967,510 Shares). The Company therefore seeks shareholder approval to issue the shares to sophisticated and professional investors pursuant to Listing Rule 7.1.

The following information is provided in accordance with Listing Rule 7.3:-

the (maximum) number of Shares the Company is to issue to sophisticated and/or professional investors is 25,000,000 Shares;

the Shares will be issued within three months of the date of this extraordinary general meeting;

the issue price for the Shares will be not less than eighty percent (80%) of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is to be made;

the names of the allottees of the Shares are not known at this time: the Shares will be issued to sophisticated and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s.708(8) or s.708(11) of the Act);

the Shares will be issued on the same terms as, and rank pari passu with, the existing issued Shares of the Company and will be quoted on the Australian Stock Exchange;

the purpose of the proposed placements is to raise funds from sophisticated and professional investors will be for the Company's general working capital requirements;

the Company anticipates allotting the Shares progressively throughout the three month period as and when sophisticated and/or professional investors desiring to invest funds in the Company are located.

The Company will disregard any votes cast on Resolution 5 by the participants in the proposed share issue under this resolution 5 (if the names of any allottees are known as at the date of the meeting, and they are shareholders of the Company) 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.

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

**PROXY FORM**  
**ANNUAL 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 Annual General Meeting of the company, to be held on Thursday 30th of November 2006 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

	FOR	AGAINST	ABSTAIN
<b>Ordinary Resolutions:</b>			
2. Re-election of Mr DH Solomon as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Proposed Securities Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Shares to Sophisticated and Professional Investors	<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            2006.

**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 undirected proxies in favour of each item of business.

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.

## HOW TO COMPLETE THE PROXY FORM

### 1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

### 2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company or you may copy this form.

To appoint a second proxy you must:

- a) Indicate that you wish to appoint a second proxy on the form overleaf;
- b) On each of the first Proxy Form and the Second Proxy Form, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half our votes. Fractions of votes will be disregarded; and
- c) Return both forms together in the same envelope.

### 4. Signing Instructions

You must sign this form as follows in the spaces provided;

Individual:	where the holding is in one name, the holder must sign.
Joint Holdings:	where the holding is in more than one name, all of the shareholder must sign.
Power of Attorney:	to sign under a Power of Attorney, you must have already lodged this document with the Company. If you have not previously lodged this document for notation, 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 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 or a Company Secretary. Please indicate the office held by signing in the appropriate box.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

### 5. Lodgement of Proxy

This proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivering or facsimile (08 9282 5855) to Tasman Resources NL

Level 40, Exchange Plaza  
2 The Esplanade  
Perth WA 6000

PO Box Z5360  
St Georges Terrace  
Perth WA 6831