
**TASMAN RESOURCES LTD
ACN 009 253 187**

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

**19 NOVEMBER 2010
COMMENCING AT 10:30 AM**

AT

**Level 40, Exchange Plaza,
2 The Esplanade, Perth
WESTERN AUSTRALIA**

TASMAN RESOURCES LTD
(ACN 009 253 187)

NOTICE OF MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Tasman Resources Ltd (the **Company**) will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth on Friday the 19th of November 2010 at 10:30am.

AGENDA

1. Annual Reports

To table the Annual Financial Report for the financial year ended 30 June 2010 and the Director's Report and Auditor's Report for that financial year.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **non-binding resolution**:

“That for the purposes of section 250R(2) of the Act and for all other purposes, the Company be authorised to adopt the Remuneration Report contained in the Annual Financial Report”.

Short Explanation: In accordance with section 249L(2) of the Corporations Act 2001 (“the Act”), a resolution that the Remuneration Report be adopted must be put to the vote. The effect of section 250R(3) of the Act is that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – Election of Director

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That Mr Douglas H Solomon being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company.”

4. Resolution 3 – Ratification of Issue of Share by Directors

To consider, and if thought fit pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rules 7.1 and 7.4 and for all other purposes, to ratify the placement by the directors on 19 April 2010 of 16,221,485 fully paid ordinary shares in the Company (“the Shares”) to Australian institutional and sophisticated investors (being persons to whom a disclosure document is not required to be provided by virtue of sections 708(8) and 708(11) of the Act) raising a total of \$2,108,793 at a price of \$0.13 per share. A commission of 6% was also payable to licensed stock brokers in respect of the funds raised from the issue of such Shares. The funds raised are being used to provide further funds to meet the Company's ongoing working capital requirements”

The Company will disregard any votes cast on this Resolution by any persons whom participated in the share issue referred to in this Resolution and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if this resolution is passed, or any associate of any of such persons, other than votes cast:

- as proxy in accordance with the directions on the proxy form, for any other shareholder of the Company who is entitled to vote; and
- 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.

5. General

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Act, or otherwise.

PROXIES

In accordance with section 249L of the Act, shareholders are advised:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company;
- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

By post or hand delivery to the Registered Office:

Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia 6000

By Post to Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia 6000
or PO Box Z5360, St Georges Terrace Perth Western Australia 6831

By facsimile to: (08) 9282 5866

Each shareholder entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each particular Resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular Resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 17 November 2010 will be entitled to attend and vote at the Annual General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

By Order of the Board of Directors

A P Gates

Secretary

Dated this 15th day of October 2010

TASMAN RESOURCES LTD
(ACN 009 253 187)
EXPLANATORY STATEMENT FOR SHAREHOLDERS

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1 – RECEIVE AND CONSIDER THE ANNUAL REPORTS

The first agenda item is to receive and consider the Annual Financial Report, Director's Report and Auditor's Report for the Company for the financial year ended 30 June 2010. No Resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's Directors and auditors in relation to the Company's results and operations for the financial year.

2 – REMUNERATION REPORT

The Annual Financial Report for the financial year ended 30 June 2010 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 249L(2) of the Act, a resolution that a Remuneration Report be adopted must be put to the vote. However, pursuant to section 250R(3) of the Act, the vote on the Resolution is advisory only and will not require the Directors or the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

3 – RE-ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr Douglas H 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. A Barrister and Solicitor with more than 20 years experience in the areas of mining, corporate, commercial and property law. He is a partner in the legal firm, Solomon Brothers. He is also a non executive director of Fission Energy Ltd and Eden Energy Ltd.

The Board recommends that shareholders vote in favour of this Resolution.

4 – RATIFICATION OF ISSUE OF SHARES BY DIRECTORS

On 19 April 2010 the Company issued 16,221,485 ordinary fully paid shares. The funds raised are being used to provide further funds to meet the Company's ongoing working capital requirements.

The Shares were issued on the same terms as, and rank equally with, all other Shares in the Company, and are quoted on the ASX.

Details of this resolution are contained in the Notice of Extraordinary General Meeting.

The Board recommends that shareholders vote in favour of this Resolution.

GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"**Act**" means Corporations Act 2001 (Cth);

"**ASIC**" means Australian Securities and Investments Commission;

"**ASX**" means ASX Limited (ACN 008 624 691);

"**Board**" means the board of Directors of the Company;

"**Company**" or "**Tasman**" means Tasman Resources Ltd (ACN 009 253 187);

"**Director**" means a director of the Company;

"**Explanatory Statement**" means the information attached to the Notice of Meeting which provides information to shareholders about the Resolutions contained in the Notice of Meeting;

"**Listing Rules**" means the ASX Listing Rules and "**Listing Rule**" has a corresponding meaning;

"**Notice**" or "**Notice of Meeting**" means the notice of meeting which accompanies this Explanatory Statement;

"**Options**" means options in the Company;

"**Shares**" means fully paid ordinary shares in the capital of the Company; and

unless the contrary intention appears, terms defined in the Notice of Meeting have the same meaning in this Explanatory Statement.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed either in accordance with the Constitution of the company or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, that is by 10.30am WST on 17 November 2010, by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, or acts as proxy for any other shareholder, the proxy can cast any votes the proxy holds as a shareholder or as proxy for any other shareholder in any way that the proxy, or that other shareholder, sees fit.

7. The Chairperson intends to vote in favour of all resolutions set out in the Notice of Annual General Meeting.