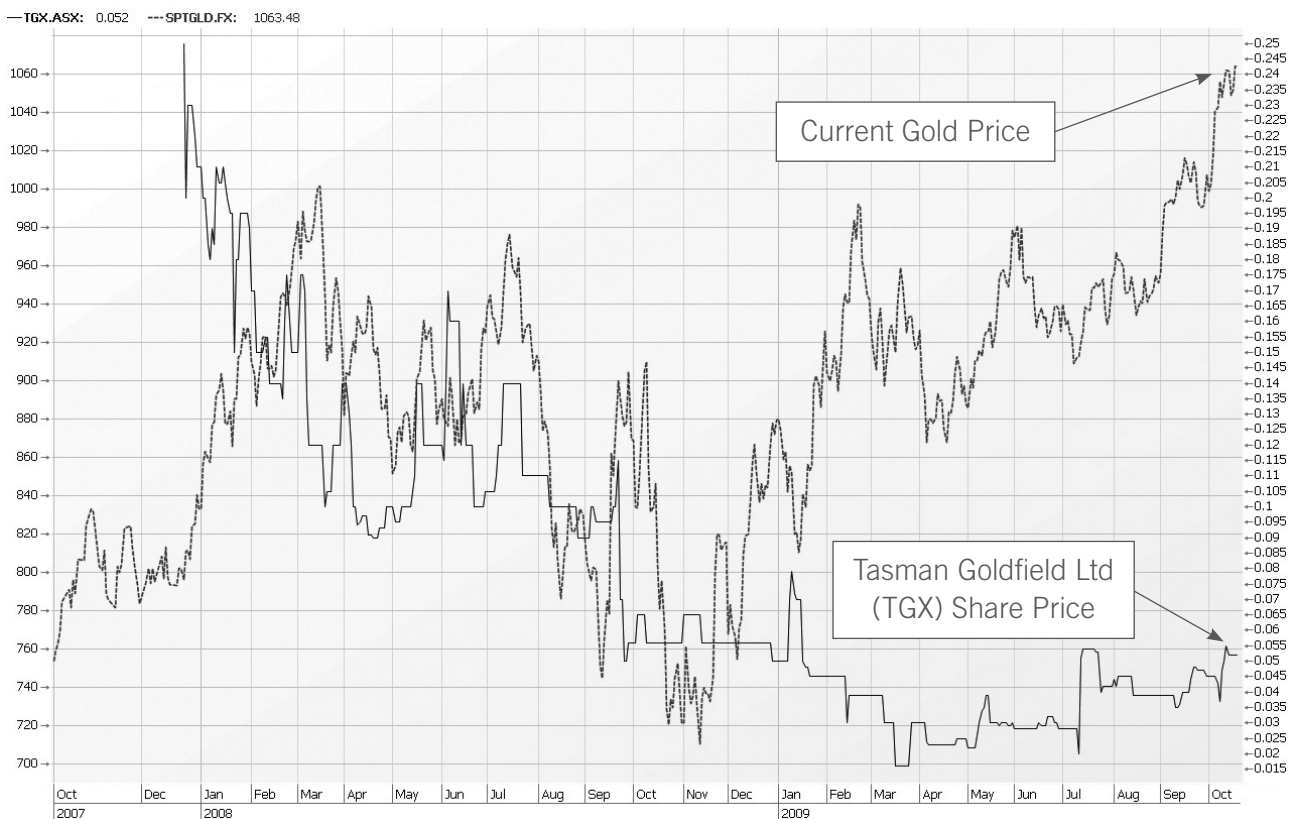


VOTE FOR CHANGE

51% of shareholders want change and intend to vote in favour of all resolutions on the 7th of December 2009.

WHY?

The current directors and management of Tasman Goldfield have presided over a fall in the value of your shares while the gold price has been going up in a bull market.



The current directors have overseen the spending of 5.5m dollars. The company still has debt of 1m dollars and the Managing Director Geoffrey Checketts still pays himself \$150,000 a year, even though in a statement to the stock exchange he said he would reduce costs, one of them being salaries to directors.

The new directors seeking election have a track record of success in creating and running junior gold companies, Andean Resources is now worth over 1 billion dollars.

**The new directors can restore value back into
Tasman Goldfields share price.**



VOTE FOR CHANGE

Mark the boxes on your proxy form as shown below.



VOTING DIRECTIONS TO YOUR PROXY – please mark <input checked="" type="checkbox"/> to indicate your directions		For	Against	Abstain
Special Business				
Resolution 1	Removal of John Gordon Park as Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Geoffrey Neville Checketts as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Robert Henrick Skrzeczynski as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Warren John Gilmour as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Geoffrey Mark Gilmour as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Graeme John Clatworthy as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of other Directors	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Contact: Geoff Gilmour

Ph: 08 9430 9966 Mobile: 0412 155 512

Fax: 08 9430 9965 Email: geoff@andean.com.au

Tanner Investments Pty Ltd

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22 October 2009

Dear fellow shareholder,

- **Tanner Investments, holder of 9% of Tasman Goldfields Limited (TGX) (following the placement announced today) calls shareholder meeting to replace existing board**
- **Fellow shareholders holding a further 42% of TGX (following the placement announced today) have advised Tanner that they intend to vote in favour of all resolutions**

Tanner Investments Pty Ltd (Tanner) holds 7,750,000 shares in TGX. At its expense on 6 October 2009 Tanner advised TGX that it was calling a general meeting of TGX's shareholders for 7 December 2009.

The purpose of the meeting is to consider the removal of Messrs John Park, Geoffrey Checketts and Robert Skrzeczynski as directors of TGX and the appointment of Messrs Geoffrey Gilmour, Graeme Clatworthy and myself as directors of TGX.

In calling the meeting Tanner has had regard to the following:

1. **TGX's solvency** – According to its last Appendix 5B, TGX spent \$310,000 during the June 2009 quarter, and was left with \$209,000 in cash. In response to an ASX query, TGX announced on 7 August 2009 that (in effect) its ongoing solvency is contingent upon reducing expenditure (including director fees and staff salaries) and raising additional capital. The following audit qualification was contained in TGX's annual report for the financial year ending 30 June 2009 (announced to ASX on 30 September 2009):

Inherent Uncertainty Regarding Continuation of Going Concern

Without qualification to the opinion expressed above, attention is drawn to the following matter. As a result of the matters described in Note 3 to the financial statements "Going Concern", there is significant uncertainty whether the company and its controlled entities will be able to continue as going concerns and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the company and/or the consolidated entity not continue as going concerns.

Ernst & Young

Mark Phelps

2. **Debt owed to Golden Cross Resources Ltd** – On 13 July 2009 Golden Cross announced to ASX that TGX and Golden Cross had agreed that the payment of a \$95,000 debt owed by TGX to Golden Cross payable on 14 July 2009 would be paid when AusCan Gold Ltd paid \$200,000 to TGX. Despite AusCan making the payment to TGX on 14 September (approximately 7 weeks late), TGX has not announced that it has paid this amount and I am concerned it is in breach of its obligations to Golden Cross. If the payment was made, are the net proceeds from AusCan (\$105,000) sufficient for TGX to remain solvent?

Furthermore, TGX is also liable to pay Golden Cross \$1.1m on 21 January 2010. TGX's ability to satisfy this obligation through the issue of shares is significantly limited as Golden Cross currently holds 19.83% of TGX, and TGX will need to raise most if not all of the \$1.1m debt to pay Golden Cross.

- 3. Disposal of assets** – No doubt due to its weak financial position, TGX has over the last few months entered into various options to dispose its assets. The transactions are taking place in fire-sale circumstances – notwithstanding the rejuvenated equities markets and strong gold price – and are not in the best interests of TGX and its shareholders.
- 4. Administration costs** – I am concerned that notwithstanding TGX's poor financial position, its managing director will not agree to reduce his salary; an amount of \$150,000 plus superannuation which is unsustainable in the circumstances. This is also inconsistent with TGX's announcement which states that TGX will reduce director fees and staff salaries.
- 5. Capital raising** – Willowood Corporate Pty Ltd (a company associated with Geoff Gilmour) has twice offered to underwrite or participate in a 15% capital raising (at \$0.03 each with a free attaching \$0.03 option) and also underwrite TGX's share purchase plan (as announced to ASX on 7 August 2009). This proposal could have seen TGX recapitalised. Despite TGX's weak financial position, TGX rejected the offer, on the basis that (according to Mr Checketts) the offer did "not appear to be in the best interests of all shareholders and therefore there were better short term and medium term financing options available to TXG". Today TGX announced to ASX that it had placed 8.528m shares at \$0.025 – at a 17% discount to the price Willowood was prepared to pay – to raise \$213,200.
- 6. Lack of exploration and development success** – Despite raising \$5.1m under its IPO, TGX has failed in two years since listing to complete any meaningful exploration programs or identify projects that have added shareholder value.

By disposing its assets in fire-sale circumstances and raising capital at a discount to what otherwise could be obtained, I do not believe that TGX's board is acting in the best interests of TGX. For that reason, Tanner seeks to remove TGX's existing directors and appoint Geoff Gilmour, Graeme Clatworthy and myself as directors. We intend (subject to shareholder approval) to recapitalise TGX and focus on programs that will enhance shareholder value.

In addition to Tanner (holding 9%), TGX's shareholders who together hold a further approximately 42% (following the placement announced today) of TGX have informed me that they intend to vote in favour of all resolutions.

Please contact either Geoff Gilmour or me on +61 8 9430 9966 if you would like to discuss. Geoff Gilmour can also be contacted on 0412 155 512.

Please exercise your right to vote and join me to enhance value for TGX's shareholders.

Yours sincerely,



Warren Gilmour
Tanner Investments Pty Ltd

Notice is given that a general meeting of Tasman Goldfields Limited (Company) will be held at the Esplanade Hotel Fremantle, 54 Marine Terrace, Fremantle Western Australia on 7 December 2009 commencing at 10.30am (WST).

Special Business

Resolution 1 – Removal of John Gordon Park as a Director

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That for the purposes of section 203D of the Corporations Act and for all purposes, John Gordon Park be removed as a Director of the Company with effect from closure of the Meeting.”

Resolution 2 – Removal of Geoffrey Neville Checketts as a Director

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That for the purposes of section 203D of the Corporations Act and for all purposes, Geoffrey Neville Checketts be removed as a Director of the Company with effect from closure of the Meeting.”

Resolution 3 – Removal of Robert Henrick Skrzeczynski as a Director

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That for the purposes of section 203D of the Corporations Act and for all purposes, Robert Henrick Skrzeczynski be removed as a Director of the Company with effect from closure of the Meeting.”

Resolution 4 – Election of Warren John Gilmour

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That Warren John Gilmour be elected as a Director of the Company.”

Resolution 5 – Election of Geoffrey Mark Gilmour

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That Geoffrey Mark Gilmour be elected as a Director of the Company.”

Resolution 6 – Election of Graeme John Clatworthy

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That Graeme John Clatworthy be elected as a Director of the Company.”

Resolution 7 – Removal of other Directors appointed after the date of this Notice of Meeting

To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

“That each person appointed as a Director of the Company on or after the date of calling of the Meeting pursuant to section 249F of the Corporations Act and prior to the closure of the Meeting (not including any person appointed pursuant to Resolutions 4 to 6 of this Notice of General Meeting) be removed as a Director of the Company with effect from closure of the Meeting.”

Explanatory Statement

The Explanatory Statement accompanying this Notice of General Meeting is incorporated in and comprises part of this Notice of General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of General Meeting and Explanatory Statement.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“Snap-shot” Time

The Convening Shareholder may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Convening Shareholder has determined that all shares of the Company that are quoted on ASX at 10.30am (WST) on 5 December 2009 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

Dated 6 October 2009

By authority of Tanner Investments Pty Ltd in accordance with section 249F of the Corporations Act.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting on 7 December 2009.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Authority to convene the Meeting

Section 249F of the Corporations Act provides that:

‘Members with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.’

The meeting must be called in the same way – so far as possible – in which general meetings of the company – may be called.’

Resolutions 1 to 3

Section 203D of the Corporations Act provides that a company may by resolution remove any director before the expiration of his period of office and may by resolution appoint another person in his place. Resolutions 1 to 3 seek the removal of Messrs John Gordon Park, Geoffrey Neville Checketts and Robert Henrick Skrzeczynski as Directors of the Company.

Resolution 4 to 6

Resolutions 4 to 6 seek the appointment of Messrs Warren John Gilmour, Geoffrey Mark Gilmour and Graeme John Clatworthy as Directors of the Company.

Warren John Gilmour CPA

Warren is a Certified Practising Accountant with post graduate qualifications from the Harvard Business School, Boston USA. He has extensive experience at senior levels in both public and private companies in banking, finance and project management. Warren has been past chairman of Andean Resources Limited and is currently a non-executive director of that company.

Geoffrey Mark Gilmour

Geoffrey is Managing Director of Willowood Corporate Pty Ltd which advises and raises capital for junior ASX resource companies. Geoffrey was also instrumental in the creation of Andean Resources Limited and is still consulting to that company today. Geoffrey has previously been a director of Amex Resources Limited, an ASX public company.

Graeme John Clatworthy B.Bus (Acc)

Graeme has been involved in the stockbroking industry since 1987. During this period he has worked in areas that include Floor Trader, Equities Dealer, Assistant Accountant, Deputy State Manager and Approved representative of the ASX. He was previously a director of ASX listed Yilgarn Gold Ltd (now Kairiki Energy Ltd) from April 2005 to January 2007. There he oversaw the company's recapitalisation and transition from minerals exploration to oil and gas exploration. He has an extensive knowledge of the Australian capital markets and has coordinated many capital raisings mostly in the resources sector. He is currently an investment advisor with Indian Ocean Capital in Perth.

Resolution 7

Resolution 7 seeks to remove any Directors appointed between the date of the Notice of General Meeting and the Meeting.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ASX

ASX Limited

Board

Board of Directors

Company

Tasman Goldfields Limited ACN 121 985 395

Convening Shareholder

Tanner Investments Pty Ltd ACN 113 368 442

Corporations Act

Corporations Act 2001 (Cth)

Director

Director of the Company

Listing Rules

The Listing Rules of the ASX

Meeting

Means the meeting convened by the notice of meeting.

WST

Australian Western Standard Time

Share

Fully paid ordinary share in the capital of the Company.

Shareholder

Shareholder of the Company

SHAREHOLDER DETAILS

Contact Telephone No:

Contact Name (if different from above):

APPOINTMENT OF PROXY

I/We being a shareholder/s of shares issued by Tasman Goldfields Ltd and entitled to attend and vote hereby appoint

<input type="checkbox"/>		<input style="width: 95%;" type="text"/>
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The Chairman of the meeting
(mark with an)

OR

Write above the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

OR failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Tasman Goldfields Ltd to be held at Esplanade Hotel Fremantle, 54 Marine Terrace, Fremantle Western Australia on 7 December 2009 at 10.30 am (WST) and at any adjournment of that meeting.

(a) IMPORTANT

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 7.

VOTING DIRECTIONS TO YOUR PROXY – please mark to indicate your directions

Special Business	For	Against	Abstain
Resolution 1 Removal of John Gordon Park as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Removal of Geoffrey Neville Checketts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Removal of Robert Henrick Skrzeczynski as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Appointment of Warren John Gilmour as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Appointment of Geoffrey Mark Gilmour as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Appointment of Graeme John Clatworthy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Removal of other Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

APPOINTMENT OF A SECOND PROXY (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

%

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

--

Sole Director & Sole Company Secretary

Shareholder 2

--

Director

Shareholder 3

--

Director/Company Secretary

Your Name and Address

Please print your name and address as it appears on your holding statement and the company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

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.

Votes on Resolutions

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

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 photocopying this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

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 Holding: where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. 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 the 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 jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting, ie. no later than 10.30am (WST) on 5 December 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's share register (Registries Ltd), GPO Box 3993 Sydney NSW 2001 Australia or by facsimile on 1300 653 459.