



Notice of Meeting & Explanatory Memorandum to Shareholders

**Meeting to be held at The Esplanade Hotel, corner of Essex Street and Marine Terrace, Fremantle
on Monday 4 October 2010 at 11.00am Perth time**

A Proxy Form is enclosed

**Please read the Notice and Explanatory Memorandum carefully.
If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.**

NOTICE OF MEETING

Notice is given that a meeting of shareholders of Tasman Goldfields Limited (**Tasman**) will be held at the Esplanade Hotel, corner of Essex Street and Marine Terrace, Western Australia on Monday 4 October 2010 at 11 am Perth time.

AGENDA

Business

Resolution 1 – Approval of change of company name

To consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT the company change its name from Tasman Goldfields Limited to Bright Star Resources Limited, with the change of name taking effect as soon as practicable after the resolution is passed, on the date on which the Australian Securities and Investments Commission records the change.”

Resolution 2 – Approval of share placement to vendors of shares in Carlton Resources Pty Ltd

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

“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for Tasman Goldfields Limited to issue up to 14,940,233 fully paid ordinary shares to the shareholders of Carlton Resources Pty Ltd in accordance with the terms and conditions set out in the Explanatory Memorandum.”

Resolution 3 – Approval of share placement to IAMGOLD Tanzania Limited

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

“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for Tasman Goldfields Limited to issue fully paid ordinary shares to IAMGOLD Tanzania Limited up to the number of shares determined by the formula set out in the Explanatory Memorandum, in accordance with the terms and conditions set out in the Explanatory Memorandum.”

Resolution 4 – Approval of a general share placement

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

“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for Tasman Goldfields Limited to issue up to 40,000,000 (forty million) shares to sophisticated investors and professional investors (as defined in the Corporations Act 2001), in accordance with the terms and conditions set out in the Explanatory Memorandum.”

Resolution 5 – Approval of grant of options to Geoffrey Mark Gilmour, director of the company

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

“THAT for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.11 of the ASX Listing Rules and for all other purposes, approval is given for Tasman Goldfields Limited to grant to Geoffrey Mark Gilmour 5,000,000 (five million) options on the terms and conditions set out in the Explanatory Memorandum.”

Resolution 6 – Approval of grant of options to Graeme John Clatworthy, director of the company

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

“THAT for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.11 of the ASX Listing Rules and for all other purposes, approval is given for Tasman Goldfields Limited to grant to Graeme John Clatworthy 5,000,000 (five million) options on the terms and conditions set out in the Explanatory Memorandum.”

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Capitalised terms in this Notice of Meeting and the Explanatory Memorandum are defined in **Annexure A** to the Explanatory Memorandum.

RESOLUTIONS NOT INTER-DEPENDENT

None of the resolutions are inter-dependent. This means that one or more of the resolutions can be passed even though one or more of the other resolutions were not passed by shareholders.

ENTITLEMENT TO VOTE

Snapshot Date

It has been determined that in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the meeting, Shares will be taken to be held by the persons who are the registered holders at 5.00 pm Perth time on Saturday 2 October 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusions

Tasman will disregard:

- any votes cast on Resolution 2 by a shareholder who will participate in the issue of shares, being the entities set out in **Annexure B**, and any of their associates,
- any votes cast on Resolution 3 by IAMGOLD Tanzania Limited who will participate in the issue of shares, and any of its associates,

- any votes cast on Resolution 4 by a shareholder who will participate in the issue of shares, and any of their associates,
- any votes cast on Resolution 5 by Mr Geoffrey Gilmour and any of his associates,
- any votes cast on Resolution 6 by Mr Graeme Clatworthy and any of his associates,

unless the vote is cast in the following circumstances:

- by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative to Tasman Goldfields Limited.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the Company's registered office:

The Company Secretary
Tasman Goldfields Limited
1 / 1 Nairn Street
FREMANTLE WA 6160

OR by facsimile: (08) 9430 9965 (within Australia) or
+ 61 8 9430 9965 (International)

by no later than 11am Perth time on Saturday 2 October 2010.

By Order of the Board

Dated: 31st August 2010



Geoff Gilmour
Director
Tasman Goldfields Limited

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

1 INTRODUCTION

This Explanatory Memorandum has been prepared to assist Tasman Shareholders to understand the business to be put to Tasman Shareholders at the meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. **Annexure A** of this Explanatory Memorandum contains the definitions of the capitalised terms in the Notice of Meeting and this Explanatory Memorandum.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions set out in the Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

2 RESOLUTION 1 - CHANGE OF COMPANY NAME

2.1 Introduction

The Board believes that the company should adopt a new name to reflect the new strategic direction and focus of the company.

The Board believes that the acquisition of the Kitongo Project reflects the start of a new era for the Company. The adoption of a new name is consistent with this new era commencing.

2.2 Requirements under the Corporations Act

Under section 157(1) of the Corporations Act, if a company wishes to change its name it must:

- (a) pass a special resolution adopting a new name; and
- (b) lodge an application in the prescribed form with ASIC.

Under the law a "special resolution" is a resolution which is passed by at least 75% of the votes actually cast by shareholders entitled to vote on the resolution.

2.3 If approved, when will the change of name take effect?

If the resolution is passed the company will notify ASIC of the approval within 14 days after the date of meeting.

The name will change on the day on which ASIC updates its records. This is likely to be within a few days after ASIC is notified of the approval.

3 RESOLUTION 2 - APPROVAL OF SHARE PLACEMENT TO SHAREHOLDERS OF CARLTON RESOURCES PTY LIMITED

3.1 Introduction

On 30 July 2010 Tasman announced that it had agreed to purchase the Kitongo Project in Tanzania. This purchase will be implemented by Tasman acquiring 100% of the shares in Carlton Resources, whose subsidiary company holds the rights to acquire the Kitongo Project from IAMGOLD Tanzania by virtue of the Kitongo Project Property Acquisition Agreement.

Project location

The Kitongo Project is a gold exploration project in Tanzania.

The project is located on the Kitongo Project Properties (as defined in **Annexure A**) in the Lake Victoria Goldfields region of Tanzania, 90 kilometres south of the mining service centre of Mwanza.

The project covers an area of approximately 128 km².

Tasman's Agreement to Purchase Carlton Resources

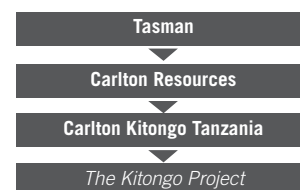
Under the agreement between Tasman, Carlton Resources and Carlton Resources shareholders, Carlton Resources shareholders will be paid purchase consideration by way of either:

- 1) a total of \$1.5 million in cash, if Tasman shareholder approval is not obtained under Resolution 2 for the issue of Tasman shares to the Carlton Resources shareholders; or
- (2) a total of A\$1.25 million by way of new Tasman Shares, provided Tasman shareholder approval is obtained under Resolution 2 for the issue of Tasman shares to the Carlton Resources shareholders.

Completion of Tasman's acquisition of Carlton Resources is due to take place as soon as possible after the shareholders meeting and in any event no later than 3 months after the shareholders meeting.

Once Tasman completes its acquisition of 100% of Carlton Resources, Tasman will control the subsidiary company Carlton Kitongo Tanzania and will thereby secure the right to complete the acquisition of the Kitongo Project from its current owner, IAMGOLD Tanzania.

The final ownership structure, following completion, will be:



3.2 ASX Listing Rule 7.1

Listing Rule 7.1 provides a restriction on the number of equity securities which a company may issue in any 12 month rolling period, without having to obtain shareholder approval. A company must not, without prior shareholder approval, issue, or agree to issue, equity securities greater than 15% of the company's share capital in the previous 12 months (ignoring placements made under a Listing Rule exception or with shareholder approval).

3.3 Approval for Share Placement

Tasman seeks shareholder approval under Listing Rule 7.1 for the placement of Shares by Tasman to the entities set out in **Annexure B**, each entity being:

- (a) a current shareholder in Carlton Resources; and
- (b) a vendor of its shares in Carlton Resources.

Whilst the number of shares to be issued is less than 15% of the Company's current share capital (being 122,582,763 Shares) Tasman wishes to seek shareholder approval prior to the issue, so that the issue of shares is not required to be included in a calculation of the 15% restriction for any future share issue (or option issue) by Tasman.

3.4 Information to Shareholders

The following information must be disclosed to Tasman Shareholders regarding the placement of Shares to the entities set out in **Annexure B**:

(1) Number of Shares to be issued:

The total number of Shares to be issued is 14,940,233 Shares.

(2) Date of Issue of Shares:

If the Resolution is passed the Shares will be issued at completion for the acquisition of Carlton Resources.

Completion of the acquisition of Carlton Resources is expected to occur on or about the tenth Business Day after the shareholders meeting and in any event no later than 3 months after the shareholders meeting.

(3) Issue Price:

The price at which the shares will be issued is \$0.086667 per share.

(4) Names of the Allottees:

The names of the allottees are set out in **Annexure B**. The allottees are the vendors of the shares in Carlton Resources.

(5) Terms of the Shares:

The terms of the shares are fully paid, ordinary shares.

(6) Use (or intended use) of the funds raised:

No funds are raised or will be raised from the issue of the shares because the shares will be issued in consideration for Tasman acquiring 100% of the shares in Carlton Resources.

(7) Dates of allotment of Shares:

If the Resolution is passed the Shares will be allotted at completion for the acquisition of Carlton Resources.

Completion of the acquisition of Carlton Resources is expected to occur on or about the tenth Business Day after the shareholders meeting and in any event no later than 3 months after the shareholders meeting.

3.5 Consequences if resolution not passed

The consequence if the resolution is not passed is that Tasman will still acquire 100% of the shares in Carlton Resources, however instead of issuing A\$1.25 million worth of Tasman Shares, Tasman will pay A\$1.5 million in cash to the shareholders of Carlton Resources.

3.6 Advantages and disadvantages of passing resolution

The advantages of passing the resolution are that:

- (a) the purchase consideration is less (\$1.25 million versus \$1.5 million); and
- (b) the company will preserve its cash holdings, as no cash payment is required if the resolution is passed.

The disadvantage of passing the resolution is that existing shareholders are diluted by approximately 10.8% as a result of the issue of 14,940,233 new Shares.

3.7 Capital Structure of Tasman

If the resolution is passed the capital structure of Tasman will be as follows (assuming no options are exercised):

Shares:	Number of Shares:
Existing Tasman Shares	122,582,763
New Tasman Shares *	*14,940,233
Total	137,522,996

* Under the terms of the agreement with the Carlton Resources shareholders, the new shares will be held in escrow for a period of 12 months following issue.

3.8 Directors's Recommendation

The Directors recommend that shareholders vote in favour of the Resolution.

4 RESOLUTION 3 APPROVAL OF SHARE PLACEMENT TO IAMGOLD TANZANIA

4.1 Introduction

By way of the Kitongo Project Property Acquisition Agreement between Carlton Kitongo Tanzania, Carlton Resources, IAMGOLD Tanzania and IAMGOLD Corporation, Carlton Kitongo agreed to buy, and IAMGOLD Tanzania agreed to sell, 100% of the Kitongo Project, free from all encumbrances

At the completion of the acquisition of Carlton Resources, Carlton Kitongo Tanzania will be assigned the option held by IAMGOLD Tanzania to acquire Prospecting Licence **PL 2697/2004** from its owner HASANET Limited. If the option is exercised the purchaser is required to pay to HASANET Limited consideration in the form of a cash payment of US\$27,000 and a royalty which is a 1% net profit interest royalty.

Information regarding the Kitongo Project is set out above in Section 3 of the Explanatory Memorandum, as well as information about Carlton Resources.

The agreement is now unconditional and completion of the acquisition of the Kitongo Project is due to take place on or about the tenth Business Day after the shareholders meeting.

Under the terms of the Kitongo Project Property Acquisition Agreement the vendor of the Kitongo Project (IAMGOLD Tanzania) will receive one of the following two alternatives of purchase consideration, at the election of the purchaser of the Project (Carlton Kitongo Tanzania):

- (a) **Alternative 1:** the sum of A\$180,000 in cash and A\$700,000 in Listed Shares at the Deemed Issue Price (provided that if the Listed Shares would cause the Vendor to hold more than 15% of the Listed Third Party, then the Listed Shares shall be reduced and the purchaser shall pay cash in lieu of the Listed Shares that would exceed 15%); or
- (b) **Alternative 2:** the sum of A\$680,000 cash.

If Resolution 3 is passed then Tasman intends to adopt Alternative 1 and issue A\$700,000 worth of Tasman Shares, using the issue price prescribed by the Kitongo Project Property Acquisition Agreement. The calculation of the issue price is summarised below.

If Resolution 3 is passed then Carlton Kitongo Tanzania (as purchaser) will elect, prior to completion of the acquisition of the Kitongo Project, whether to provide the vendor with consideration in the form of Alternative 1 or Alternative 2. If Resolution 3 is not passed then Tasman intends to adopt Alternative 2 and pay A\$680,000 in cash to the vendor.

Under the terms of the Kitongo Project Property Acquisition Agreement the purchaser (Carlton Kitongo Tanzania) is also required to pay to the vendor of the Project (IAMGOLD Tanzania) the following deferred consideration:

- (a) A\$400,000 cash within 45 days after the “Commencement of Commercial Production” from the Project (as defined in the Kitongo Project Property Acquisition Agreement and summarised in **Annexure A**); and
- (b) subject to the “Commencement of Commercial Production” from the Project, upon the first anniversary of the “Commencement of Commercial Production” A\$350,000 cash.

Under the terms of the Kitongo Project Property Acquisition Agreement:

- (a) the purchaser (Carlton Kitongo Tanzania) acknowledges that several primary mining licences were issued to third parties by government authorities without taking into account the vendor’s Retention Licences, and that those third parties carried on exploration and mining operations on the properties. The purchaser releases the vendor of the Project (IAMGOLD Tanzania) from all liability in this regard; and
- (b) the purchaser is responsible for the payment of all applicable taxes and transfer taxes and duties that relate to the transfer of the Kitongo Project; and
- (c) Carlton Resources guarantees to the vendor the payment of all amounts due and payable from the purchaser to the vendor.

4.2 ASX Listing Rule 7.1

Listing Rule 7.1 and the 15% restriction is discussed above in Section 3 of the Explanatory Memorandum.

4.3 Approval for Share Placement

Tasman seeks shareholder approval under Listing Rule 7.1 for approval to issue, at the election of Carlton Kitongo Tanzania (as purchaser of the Kitongo Project), A\$700,000 worth of Tasman Shares by Tasman to IAMGOLD Tanzania, being the current owner of the Kitongo Project.

Whilst the number of shares to be issued may be less than 15% of the Company’s current share capital (being 122,582,763 Shares) the Company wishes to seek shareholder approval prior to the issue, so that the issue of shares is not required to be included in a calculation of the 15% restriction for any future share issue (or option issue) by Tasman.

4.4 Information to Shareholders

The following information must be disclosed to Tasman Shareholders regarding the placement:

(1) Number of shares to be issued:

The maximum number of Shares to be issued is not known and therefore cannot be stated, because the number of shares is determined by the following formula, as set out in the Kitongo Project Property Acquisition Agreement:

A\$700,000

Deemed Issue Price

The determination of the “Deemed Issue Price” is summarised below in Heading 4.4 paragraph (3) below regarding Issue Price.

Whilst the number of shares to be issued is not known, the following indicative guidance is provided to Shareholders:

If ‘Deemed Issue Price’ is...	Number of Shares issued is...
\$0.07	10,000,000 shares
\$0.08	8,750,000 shares
\$0.09	7,777,777 shares
\$0.10	7,000,000 shares
\$0.11	6,363,636 shares

The most recent ASX closing price for Tasman Shares was \$0.09 (as at 24 August 2010).

(2) Date of Issue of Shares:

If the Resolution is passed the Shares will be issued at the completion of the acquisition of the Kitongo Project, which is expected to occur on or about the tenth Business Day after the shareholders meeting.

In any event the shares will be issued no later than 3 months after the date of the meeting.

(3) Issue Price:

The price at which the shares will be issued is determined by a formula in the Kitongo Project Property Acquisition Agreement, namely 95% of the volume-weighted average price (VWAP) of the closing share prices of Tasman in the 5 days up and including completion of the acquisition of the Kitongo Project by Carlton Kitongo Tanzania as purchaser and IAMGOLD Tanzania as vendor of the project.

(4) Names of the Allottees:

The name of the allottee is IAMGOLD Tanzania, which is a subsidiary of IAMGOLD Corporation.

The allottee is the vendor of the Kitongo Project to Carlton Kitongo Tanzania, a subsidiary of Carlton Resources.

(5) Terms of the Shares:

The terms of the shares are fully paid, ordinary shares.

(6) Use (or intended use) of the funds raised:

No funds are raised or will be raised from the issue of the shares because the shares will be issued in consideration for Carlton Kitongo Tanzania (as a 100% subsidiary of Tasman) acquiring 100% of the Kitongo Project.

(7) Dates of allotment of Shares:

If the Resolution is passed the Shares will be issued at the completion of the acquisition of the Kitongo Project, which is expected to occur on or about the tenth Business Day after the date of the shareholders meeting.

In any event the shares will be issued no later than 3 months after the date of the meeting.

4.5 Consequences if resolution not passed

The consequence if the resolution is not passed is that:

- (a) Tasman will still acquire 100% of the shares in Carlton Resources; and
- (b) Carlton Kitongo Tanzania (as a 100% subsidiary of Tasman) will still acquire 100% of the Kitongo Project,

however instead of Tasman issuing A\$700,000 worth of Tasman Shares to the vendor (IAMGOLD Tanzania), Carlton Kitongo Tanzania will pay A\$680,000 in cash to the vendor.

4.6 Advantages and disadvantages of passing resolution

The advantage of passing the resolution is that the company will preserve its cash holdings.

The disadvantage of passing the resolution is that existing shareholders are diluted as a result of the issue of new Shares.

Whilst the number of shares to be issued is not known, the following indicative guidance is provided to Shareholders, based on the current total issued share capital of 122,582,763 shares:

If "Deemed Issue Price" is...	Number of Shares issued is...	The Dilution Effect is...
\$0.07	10,000,000 shares	7.5%
\$0.08	8,750,000 shares	6.6%
\$0.09	7,777,777 shares	5.9%
\$0.10	7,000,000 shares	5.4%
\$0.11	6,363,636 shares	4.9%

4.7 Capital Structure of Tasman

If Resolution 3 is passed (as well as Resolution 2) then the capital structure of Tasman will be as follows (assuming no options are exercised):

(1) Based on an issue price of \$0.07 for the shares issued to IAMGOLD Tanzania:	
Shares:	Number:
Existing shares	122,582,763
New shares to Carlton Resources shareholders (Note 1)	14,940,233
New shares to IAMGOLD Tanzania	10,000,000
Total	147,522,996
(2) Based on an issue price of \$0.09 for the shares issued to IAMGOLD Tanzania:	
Shares:	Number:
Existing shares	122,582,763
New shares to Carlton Resources shareholders (Note 1)	14,940,233
New shares to IAMGOLD Tanzania	7,777,777
Total	145,300,773
(3) Based on an issue price of \$0.11 for the shares issued to IAMGOLD Tanzania:	
Shares:	Number
Existing shares	122,582,763
New shares to Carlton Resources shareholders (Note 1)	14,940,233
New shares to IAMGOLD Tanzania	6,363,636
Total	143,886,632

Note 1: Under the terms of the agreement, the new shares to Carlton Resources shareholders will be held in escrow for a period of 12 months following issue.

4.8 Director's Recommendation

The Directors recommend that shareholders vote in favour of the Resolution.

5 RESOLUTION 4 - APPROVAL OF A GENERAL SHARE PLACEMENT

5.1 Introduction

As referred to above the Board believes that the company has a new strategic direction and focus and is entering a new era.

The Board wishes to maximise the Company's ability to raise further funds to finance the Company's exploration activities for the Kitongo Project. Furthermore the Company is seeking new opportunities for acquisitions which are consistent with the Company's new direction and focus.

Accordingly the Company may wish to issue further shares in the period of 3 months after the shareholders meeting.

5.2 Share Placement

Tasman seeks shareholder approval under Listing Rule 7.1 for the placement of up to 40,000,000 (forty million) Tasman Shares (in addition to the Tasman Shares referred to in Sections 3 and 4 above).

5.3 Information to Shareholders

The following information must be disclosed to Tasman Shareholders regarding the placement:

(1) Number of shares to be issued:

The maximum number of Shares to be issued is 40,000,000 (forty million) Shares.

(2) Date of Issue of Shares:

If the Resolution is passed the shares will be issued no later than 3 months after the date of the meeting.

(3) Issue Price:

The issue price at which the shares will be issued is the price that is at least 80% of the average market price for shares. The average will be calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue of shares is made, or if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the Prospectus.

(4) Names of the Allottees:

The allottees will be sophisticated investors and/or professional investors (as defined in the *Corporations Act 2001*).

(5) Terms of the Shares:

The terms of the shares are fully paid, ordinary shares.

(6) Use (or intended use) of the funds raised:

The funds raised from the issue of the shares will be used by Tasman to:

- (a) fund exploration to increase the resource for the Kitongo Project; and
- (b) conduct further regional exploration in Tanzania including Kitongo Hill and Isgehenge.

(7) Dates of allotment of Shares:

The Shares will be allotted progressively over a period of 3 months after the date of the meeting.

6 RESOLUTIONS 5 AND 6 - GRANT BY COMPANY OF OPTIONS TO GEOFFREY MARK GILMOUR AND TO GRAEME CLATWORTHY, DIRECTORS OF THE COMPANY

6.1 Introduction

Tasman seeks to grant Options to each of the following persons who are Directors of the Company:

- (1) Geoffrey Gilmour - 5,000,000 Options.
- (2) Graeme Clatworthy - 5,000,000 Options.

6.2 Approvals Required

Approval of Tasman Shareholders is sought for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the company to grant the above Options.

6.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision by a public company of a "financial benefit" to a "related party". Section 208 of the Corporations Act prohibits:

- (1) a public company giving a financial benefit to a related party; or
- (2) a company which is controlled by the public company giving a financial benefit to a related party,

unless one of a number of exceptions applies, or shareholder approval is obtained.

A "financial benefit" is defined in the Corporations Act in broad terms and includes a company issuing shares and granting options.

A "related party" includes:

- (1) a Director; and
- (2) an entity over which a Director has control; and
- (3) an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party in the future.

For the purposes of Chapter 2E of the Corporations Act, each of the Directors named above are related parties of Tasman.

Tasman is seeking shareholder approval for the purposes of Chapter 2E.

6.4 ASX Listing Rule 10.11

Listing Rule 10.11 provides that the Company must not issue "equity securities" to a related party unless one of a number of exceptions applies, or shareholder approval is obtained.

The Company is seeking shareholder approval for the purposes of Listing Rule 10.11.

7 RESOLUTION 5 - SPECIFIC INFORMATION REQUIREMENTS FOR GRANT OF OPTIONS TO GEOFFREY GILMOUR

7.1 Information Requirements

The following information is provided to Tasman Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13:

The related party

The related party is Geoffrey Mark Gilmour.

Proposed financial benefit

The proposed financial benefit to be given is 5,000,000 Options, the terms of which are set out in **Annexure D**.

The Options will be granted for nil consideration.

The Options are being granted for the following reasons. The purpose of the grant of Options is to provide an incentive to Mr Gilmour to provide dedicated commitment and effort to the Company, whilst preserving the cash reserves of the Company.

The non-interested Directors (that is, excluding Mr Gilmour) believe that the grant of the Options is appropriate and reasonable in the circumstances because:

- (1) the Company is in a growth phase of its development and the Company needs to attract high calibre individuals with the necessary experience and qualifications;
- (2) the payment of monetary fees alone is not an adequate incentive to enable the Company to attract and keep these high calibre individuals;
- (3) the Option exercise price is set at a premium to the Company's current share price, providing incentive to the directors to maximise their efforts to achieve success for the Company and the benefit of shareholders generally; and
- (4) the grant of the Options (including the amount and value) forms part of a reasonable remuneration package.

Recommendation of each Tasman Director

The non interested Directors, Messrs Warren Gilmour and Graeme Clatworthy (that is, excluding Geoffrey Gilmour), each recommend to shareholders that they vote in favour of Resolution 5, for reasons (1) to (4) set out above.

Geoffrey Gilmour has not made a recommendation to shareholders because of his interest in the outcome of Resolution 5.

Interests of Tasman Directors in outcome of resolution

The non interested Directors, Messrs Warren Gilmour and Graeme Clatworthy, do not have an interest in the outcome of the resolution.

As at the date of the Notice of Meeting, each Director holds the interests in Tasman set out in **Annexure C**.

Geoffrey Gilmour has an interest in the outcome of Resolution 5 in that he will receive 5,000,000 Options if Resolution 5 is passed.

7.2 Reasons for Giving the Financial Benefit

The reason the financial benefit is being given is to provide an incentive to Geoffrey Gilmour to provide dedicated commitment and effort to the Company, whilst preserving the cash reserves of the Company.

7.3 Terms and conditions of Options

The terms of the Options are set out in **Annexure D**.

7.4 Total Remuneration Package for Geoffrey Gilmour

The total remuneration package for Geoffrey Gilmour comprises:

1. director's fees of \$50,000 per annum, plus GST; and
2. a superannuation entitlement of 9% per annum.

7.5 Dilution Effect if Options Exercised

If the Options are granted and any or all of the Options are exercised, dilution of existing shareholders will occur. The dilution effect will be small.

As at the date of issue of the Notice of Meeting, the total number of Tasman Shares on issue is 122,582,763 shares. If 100% of Geoffrey Gilmour's 5,000,000 Options were exercised the dilution effect will be approximately 3.92 percent (5,000,000 shares divided by the expanded capital base of 127,582,763 shares) (based on the total number of shares on issue as at the date of the Notice of Meeting).

If the resolution is passed the Options will be granted and issued as soon as possible after the date of the meeting and in any event no later than 4 November 2010 being no later than 1 month after the date of the meeting.

7.7 Intended Use of Funds Raised from Grant of Options

No funds will be raised from the grant of the Options because the issue price of the Options is nil.

7.8 General Information

General information relating to Tasman and the grant of Options is set out under Heading 9 below.

8 RESOLUTION 6 - SPECIFIC INFORMATION REQUIREMENTS FOR GRANT OF OPTIONS TO GRAEME CLATWORTHY

8.1 Information Requirements

The following information is provided to Tasman Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13:

The related party

The related party is Graeme Clatworthy, a Non-Executive Director of Tasman.

Proposed financial benefit

The proposed financial benefit to be given is 5,000,000 Options, the terms of which are set out in **Annexure D**.

The Options will be granted for nil consideration.

The Options are being granted for the following reasons. The purpose of the grant of Options is to provide an incentive to the directors to provide dedicated commitment and effort to the Company, whilst preserving the cash reserves of the Company. The Company acknowledges that the grant of the Options to a Non-Executive Director is contrary to recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However the non-interested Directors believe that the grant of the Options is appropriate and reasonable in the circumstances because:

- (1) the Company is in a growth phase of its development and the Company needs to attract high calibre individuals with the necessary experience and qualifications;
- (2) the payment of monetary fees alone is not an adequate incentive to enable the Company to attract and keep these high calibre individuals;
- (3) the Option exercise price is set at a premium to the Company's current share price, providing incentive to the directors to maximise their efforts to achieve success for the Company and the benefit of shareholders generally; and
- (4) the grant of the Options (including the amount and value) forms part of a reasonable remuneration package.

Recommendation of each Tasman Director

The non interested Directors, Messrs Warren Gilmour and Geoffrey Gilmour (that is, excluding Mr Clatworthy) each recommend to shareholders that they vote in favour of Resolution 6, for reasons (1) to (4) set out above.

Mr Clatworthy has not made a recommendation to shareholders in relation to his resolution because of his interest in the outcome of that resolution.

Interests of Tasman Directors in outcome of resolution

The non interested Directors do not have an interest in the outcome of the resolution.

As at the date of the Notice of Meeting, each Director holds the interests in Tasman set out in **Annexure C**.

Mr Clatworthy has an interest in the outcome of Resolution 6 in that each will receive 5,000,000 Options if Resolution 6 is passed.

8.2 Reasons for Giving the Financial Benefit

The reason the financial benefit is being given is to provide an incentive to the directors to provide dedicated commitment and effort to the Company, whilst preserving the cash reserves of the Company.

8.3 Terms and conditions of Options

The terms of the Options are set out in **Annexure D**.

8.4 Total Remuneration Package for Graeme Clatworthy

The total remuneration package for Mr Clatworthy comprises:

1. director's fees of \$50,000 per annum, plus GST; and
2. a superannuation entitlement of 9% per annum.

8.5 Dilution Effect if Options Exercised

If the Options are granted and any or all of the Options are exercised, dilution of existing shareholders will occur. The dilution effect will be small.

As at the date of issue of the Notice of Meeting, the total number of Tasman Shares on issue is 122,582,763 shares. If 100% of Mr Clatworthy's 5,000,000 Options were exercised the dilution effect will be approximately 3.92 percent (5,000,000 shares divided by the expanded capital base of 127,582,763 shares) (based on the total number of shares on issue as at the date of the Notice of Meeting).

8.6 Date for Granting and Issuing Options

If the resolution is passed the Options will be granted and issued as soon as possible after the date of the meeting and in any event no later than 4 November 2010, being no later than 1 month after the date of the meeting.

8.7 Intended Use of Funds Raised from Grant of Options

No funds will be raised from the grant of the Options because the issue price of the Options is nil.

8.8 General Information

General information relating to Tasman and the grant of Options is set out under Heading 9 below.

9 RESOLUTIONS 5 AND 6 - GENERAL INFORMATION REQUIREMENTS RELATING TO GRANT OF OPTIONS

The following additional information is provided to Tasman Shareholders in relation to the granting of the Options:

9.1 Valuation of Options

The Board has received an independent valuation of the proposed Options, based on the Black Scholes option valuation model.

The valuation is between \$0.0401 and \$0.0567 per option, with a preferred value of \$0.0494 per option, based on an assumed valuation date of 10 August 2010.

The valuation is based on the following data:

Input Details	Input	Basis for Input Value
Underlying Share Price	\$0.089	Closing ASX share price as at 6 August 2010.
Option strike/ exercise price	\$0.10	Terms and conditions of the Options
Risk free rate	4.775%	Risk free interest rate for Commonwealth bonds at 6 August 2010 continuously compounded, corresponding to the expected life of the Options.
Expected Grant date	4 October 2010	Expected date of shareholder approval.
Vesting Date	4 October 2010	Options vest immediately upon grant of options.
Expiry Date	4 October 2014	Terms and conditions of the Options.
Expected Life of the Options	4 years	Assumption based on terms and conditions of the Options, including vesting date and expiry date.
Volatility	100%	Annualised volatility for the 12 months to 6 August 2010 is approximately 96.39%.
Dividend Yield	0.00%	Continuously compounded rate, based on total dividends paid in previous twelve months divided by closing share price on 6 August 2010.

The valuation is based on data available as at 10 August 2010.

The value of the 5,000,000 Options, based on a preferred value of \$0.0494 per option, is \$247,000.

9.2 Tasman's Trading History

The highest and lowest market sale prices of the Company's Shares on the ASX during the 12 months immediately preceding the date of the Notice of Meeting and the respective dates of those sales were:

Highest: \$0.105 on 19 January 2010

Lowest: \$0.033 on 5 November 2009

The latest available market sale price of the Company's Shares on the ASX immediately prior to the date of the Notice of Meeting was \$0.09 on 24 August 2010.

9.3 Tax Consequences including Fringe Benefits Tax

There are no taxation consequences for Tasman resulting from the grant of the Option, including no fringe benefits tax.

9.4 Opportunity Costs and Benefits Foregone

The Board does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of granting the Options.

9.5 Listing Rules 7.1 and 7.2 and 15% restriction

If shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that shareholder approval will not be required in relation to the 15% restriction in Listing Rule 7.1.

ANNEXURE A - DEFINITIONS

The meanings of capitalised terms used in the Notice of Meeting and Explanatory Memorandum are set out below:

ASX means the ASX Limited or the exchange operated by it, as the context requires.

Board means the Company's board of directors.

Business Day mean a day other than a Saturday, Sunday or public holiday in Western Australia.

Carlton Resources means Carlton Resources Pty Limited ACN 139 593 874, the parent company of Carlton Kitongo Tanzania.

Carlton Kitongo Tanzania means Carlton Kitongo Tanzania Ltd, a company which:

- (a) is duly incorporated under the laws of the United Republic of Tanzania;
- (b) is a subsidiary of Carlton Resources; and
- (c) holds the rights to acquire the Kitongo Project from IAMGOLD Tanzania by virtue of the Kitongo Project Property Acquisition Agreement.

Company means Tasman Goldfields Limited ABN 86 121 985 395.

Commencement of Commercial Production has the meaning given to that term in the Kitongo Project Property Acquisition Agreement, being the following meaning:

the first day of the first period of 30 consecutive days during which mining (including extraction) has been conducted on the Kitongo Project Properties for the purpose of earning revenue and where a marketable product (ores, minerals, metals and concentrates) is being produced at a rate of 60% or more of the production rate specified in the processing facilities constructed on or used for the benefit of the Kitongo Project Properties and such product is sold on commercial terms (provided that no period of time during which products are processed for testing purposes shall be taken into account in determining the date of commencement of commercial production).

Corporations Act means the *Corporations Act* 2001 (Cth).

IAMGOLD Corporation means IAMGOLD Corporation, a company which:

- (a) is duly incorporated under the laws of Canada, having a place of business at 401 Bay Street, Suite 3200, Toronto, Ontario, Canada; and
- (b) is the parent company of IAMGOLD Tanzania.

IAMGOLD Tanzania means IAMGOLD Tanzania Ltd, a company which:

- (a) is duly incorporated under the laws of the United Republic of Tanzania;
- (b) is a subsidiary of IAMGOLD Corporation; and
- (c) is the owner of the Kitongo Project (as at the date of the Notice of Meeting) and is contractually obliged to sell the Kitongo Project to Carlton Kitongo Tanzania under the Kitongo Project Property Acquisition Agreement.

Kitongo Project means the gold exploration project in Tanzania which covers approximately 128 km² and is located on the Kitongo Project Properties in the Lake Victoria Goldfields region of Tanzania approximately 90 kilometres south of the city of Mwanza.

Kitongo Property Properties means the Prospecting Licences, the Retention Licences and the Applications for Licence set out in **Annexure E**.

Kitongo Project Property Acquisition Agreement means the agreement dated 14 June 2010 between Carlton Kitongo Tanzania, Carlton Resources, IAMGOLD Tanzania and IAMGOLD Corporation, pursuant to which Carlton Kitongo Tanzania agrees to buy, and IAMGOLD Tanzania agrees to sell, 100% of the Kitongo Project.

Listing Rules means the ASX Listing Rules published by the ASX from time to time.

Options means the right to subscribe for Tasman Shares in accordance with the option terms set out in **Annexure D**.

Share Registry means Registries Ltd of Level 7, 207 Kent Street, Sydney, New South Wales, Australia.

Shareholder means the registered holder of a Tasman Share.

Tasman means Tasman Goldfields Limited ABN 86 121 985 395.

Tasman Share means a fully paid, ordinary share issued in the share capital of Tasman.

Tasman Shareholder means the registered holder of a Tasman Share.

ANNEXURE B - SHARE PLACEMENT - RESOLUTION 2

#	Entities who are selling their shares in Carlton Resources Pty Ltd to Tasman Goldfields Limited	Shares in Carlton Resources Pty Ltd being sold to Tasman Goldfields Limited	Tasman Shares to be received as consideration for the sale
1	Totode Pty Ltd ATF Hindmarsh Investments	5,850,000 shares	3,427,465 shares
2	Geoffrey John Chapman	5,850,000 shares	3,427,465 shares
3	Red Oaks Pty Ltd (see Note 1)	4,600,000 shares	2,695,101 shares
4	Peter Andrew Smith	4,600,000 shares	2,695,101 shares
5	Elk Holdings Pty Ltd ATF the Elk Super Fund	2,600,000 shares	1,523,318 shares
6	Stephen Daniel Robinson and Rose-Anne Gloria Robinson as joint shareholders, ATF the Robinson Family Wealth Trust	2,000,000 shares	1,171,783 shares
	Totals	25,500,000 shares	14,940,233 shares

Note 1: The company secretary of Tasman, Mr Ross Arancini, has an interest in Red Oaks Pty Ltd.

ANNEXURE C - TASMAN DIRECTORS - INTERESTS

As at the date of the Notice of Meeting, each Director holds the following interests in the company:

Tasman Director	Tasman Shares held (total direct and indirect interest)	Tasman options held (total direct and indirect interest)
Warren Gilmour	14,892,857 shares	8,000,000 options exercisable at \$0.10 expiring 19/02/2014.
Geoffrey Mark Gilmour	6,658,604 shares	# Nil
Graeme Clatworthy	3,277,771 shares	# Nil

The Notice of Meeting sets out the 5,000,000 Options which are proposed to be granted to each of Geoffrey Gilmour and Graeme Clatworthy if shareholder approval is obtained.

ANNEXURE D - OPTION TERMS

The key terms of the Options are:

Exercise Price	Vesting Date	Expiry Date
\$0.10	Options vest immediately upon grant of option.	5pm Perth time on 4 October 2014

The other terms of the Options are:

- (1) The options may be exercised at any time from the date of grant until the expiry date.
- (2) The options are exercisable by notifying the Company in writing specifying the number of options being exercised and delivering the notice, together with payment for the number of shares in respect of which the options are exercised, to the registered office of the Company.
- (3) Options will not be granted Official Quotation for trading on the ASX or any other exchange.
- (4) The options are transferable and may be transferred (or otherwise disposed of) in whole or in part at any time prior to expiry.
- (5) Within 14 days after the receipt of a properly executed notice of exercise and application monies in cleared funds, the company will issue the number of shares specified in the notice. Upon issue the shares rank equally with all other ordinary shares on issue.
- (6) The Company will apply for Official Quotation by ASX of the shares issued pursuant to the exercise of the options.
- (7) The options do not confer the right to participate in new issues of capital during the exercise period including a rights issues or a bonus issue of shares. The Company will give not less than 10 Business Days notice to the holder to exercise his options prior to the date of determining shareholders entitlements for any new issues of capital that occur during the option exercise period.
- (8) In the event of any reorganisation of the share capital of the Company (including a consolidation, subdivision, reduction of capital or return of capital), the options are to be reorganised as required by the Listing Rules.
- (9) If the company makes an issue of shares pro rata to existing shareholders (other than a "bonus issue" as defined in the Listing Rules), the exercise price of the option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O \text{ minus } E [P - (S + D)]}{N + 1}$$

where:

O = the old exercise price of the option.

E = the number of underlying shares into which one option is exercisable.

P = the average market price per shares (weighted by reference to volume) of the underlying shares during the 5 trading days ending on the day before the ex rights or ex entitlements date.

S = the subscription price for a share under the pro rata issue.

D = the dividend due but not yet paid on the existing shares (except those to be issued under the pro rata issue).

N = the number of shares with rights or entitlements that might be held to receive a right to one new share.

ANNEXURE E - KITONGO PROJECT - PROSPECTING LICENCES, RETENTION LICENCES AND APPLICATIONS FOR LICENCES

1. Retention Licences		
Lease/Licence	Lease/licence name	Status
RL0003/2009	Kitongo	Retention licence granted
RL0004/2009	Mwamazengo	Retention licence granted
RL0002-2009	Ugambilo	Retention licence granted

2. Prospecting Licences			
Lease	PreviousID	Lease Name	Status
PL2697/2004 *	na	Mwamazengo South-Hasanet	1st renewal awaited
PL3541/2005	na	Ugambilo East	1st renewal granted
PL3566/2005	na	Kitongo West	1st renewal granted
PL3616/2005	na	Mwamazengo South-East	1st renewal awaited
PL4618/2007	na	Busongo North	Initial grant
PL6385/2010	na	Ugambilo North	Initial grant

* At the completion of the acquisition of Carlton Resources, Carlton Kitongo Tanzania will be assigned the option held by IAMGOLD Tanzania to acquire Prospecting Licence PL 2697/2004 from its owner HASANET Limited.

3. Application for Licences			
Lease	PreviousID	Lease Name	Status
HQ - P19182	PL3566/2005	Kitongo West (2)	Licence offer
HQ - P16797	PL2697/2004	Mwamazengo South - H (2)	New application
HQ - P19109	PL3540/2005	Mwamazengo South (2)	New application
HQ - P19305	PL3616/2005	Mwamazengo SE (2)	New application
HQ - P20825	PL2697/2004	Mwamazengo South - Hasanet (2)	New application
HQ - P21118	PL3982/2006	Busongo	New application
HQ - P19108	PL3541/2005	Ugambilo East (2)	Bid process to follow

PROXY FORM

Tasman Goldfields Limited ABN 86 121 985 395

SHAREHOLDER DETAILS

Contact Telephone No:

Contact Name (if different from above):

APPOINTMENT OF PROXY

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

The Chairman of the meeting
(mark with an)

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of this Meeting. Leave this box blank if you have selected the Chairman of the Meeting as your proxy.

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 meeting of shareholders of Tasman Goldfields Ltd to be held at The Esplanade Hotel, corner of Essex Street and Marine Terrace, Fremantle WA 6160 on 4 October 2010 at 11am (WST) and at any adjournment of that meeting.

IMPORTANT FOR RESOLUTIONS 2 TO 6 - PROXY NOT DIRECTED HOW TO VOTE

The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 1 to 6. If the Chairman of the meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of resolutions 2 to 6, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman may exercise your proxy even if he or she has an interest in the outcome of resolutions 2 to 6 and that votes cast by the Chairman for those resolutions (other than as proxy holder) will be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the Chairman will not cast your votes on resolutions 2 to 6 and your votes will not be counted in calculating the required majority if a poll is called on any of those resolutions.

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

		For	Against	Abstain
Resolution 1	Change of company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of share placement to shareholders of Carlton Resources Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of share placement to IAMGOLD Tanzania Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of a general share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Options to Geoffrey Gilmour	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Options to Graeme Clatworthy	<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.

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 names 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 the 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 (i.e. no later than 11.00am (WST) on 2nd October 2010). 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 registered office at:

Unit 1, 1 Nairn Street, Fremantle WA 6160 or sent to PO Box 1133, Fremantle WA 6959

Or

Faxed to the Company on (08) 9430 9965 (international + 61 8 9430 9965)