



ACN 009 253 187

A non-renounceable pro-rata rights issue of one (1) new Share for every twelve (12) Shares held by Qualifying Shareholders as at 5.00pm WST on 5 May 2011 at an issue price of \$0.10 per Share, together with one (1) free attaching Option for every four (4) new Shares issued to a Qualifying Shareholder under the Offer, to raise approximately \$1,690,911 (before expenses of the Offer). Each Option is exercisable at an exercise price of \$0.10 at any time prior to 5.00pm WST on 30 June 2012.

The Issue is not underwritten.

OFFER DOCUMENT

THE SECURITIES OFFERED BY THIS OFFER DOCUMENT ARE OF A SPECULATIVE NATURE.

IMPORTANT NOTICE

This Offer is being made without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer is being made in accordance with section 708AA of the Corporations Act and does not require disclosure under a disclosure document.

The purpose of this Offer Document is to summarise the details of the Offer. This Offer Document is not a disclosure document for the purposes of the Corporations Act.

This Offer Document should be read carefully. If you are in any doubt as to the contents of this Offer Document you should consult your stockbroker or other professional adviser without delay.

DISCLAIMER

No person is authorised to give any information or make any representation in connection with the Offer that is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied upon as having been authorised by the Company in connection with the Offer. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Offer Document except as required by law, and then only to the extent so required.

Any forecast or any forward-looking statement contained in this Offer Document may involve significant elements of subjective judgement and assumption as to future events which may or may not be correct, and there are usually differences between forecasts and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Nothing contained in this Offer Document is, or may be relied on as, a promise or representation as to the future.

The information contained in this Offer Document does not purport to constitute all the information that you may require to enable you to evaluate effectively and completely whether to take up additional Shares and attaching Options under the Offer. In preparing this Offer Document, the Company has not taken into account the investment objectives, financial situation or particular needs of any particular person. Accordingly, before acting on this Offer Document, you should assess whether a further investment in the Company would be appropriate in light of your own financial circumstances.

Except to the extent prohibited by law, the Company, its officers, employees and advisers disclaim all liability that may otherwise arise due to any of the information in this Offer Document being inaccurate or incomplete.

IMPORTANT NOTICE

This Offer Document is dated 15 April 2011.

The ASIC and ASX take no responsibility for the contents of this Offer Document.

This Offer Document contains an offer to Shareholders of the Company as at 5.00pm WST on the Record Date whose registered addresses are in Australia and New Zealand (**Qualifying Shareholders**). Distribution of this Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Offer Document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make the Offer. No action has been taken to register this Offer Document or the Shares and attaching Options, or to otherwise permit an offering of the Shares and attaching Options, in any jurisdiction outside of Australia or New Zealand.

A personalised Entitlement and Acceptance Form will accompany the copy of the Offer Document which will be mailed to all Qualifying Shareholders.

Qualifying Shareholders should read this Offer Document in its entirety and, if in any doubt, consult with their professional advisers before deciding whether to apply for Shares and attaching Options. There are risks associated with an investment in the Company and the Shares and attaching Options offered under this Offer Document must be regarded as a speculative investment. It is important that Qualifying Shareholders consider the risk factors set out in section 2.22 of this Offer Document, as well as any other risks which could adversely affect the financial performance of the Company or the value of an investment in Shares and Options of the Company. The Shares and Options offered under this Offer Document carry no guarantee with respect to return on capital investment or the future value of the Shares and Options.

DISCLOSURE

This Offer Document is not a disclosure document for the purposes of the Corporations Act. The Offer contained in this Offer Document is being made without disclosure to investors under Part 6D.2 of the Corporations Act. The Offer is being made in accordance with section 708AA of the Corporations Act, which exempts the need for disclosure under a disclosure document.

As at the date of this Offer Document, the Company has complied with the provisions of Chapter 2M of the Corporations Act as they apply to the Company, and section 674 of the Corporations Act.

As at the date of this Offer Document, there is no excluded information as described in section 708AA(8) and (9) of the Corporations Act.

DEFINITIONS AND ABBREVIATIONS

Certain abbreviations and other defined terms are used throughout this Offer Document. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in section 3 of this Offer Document.

1. CHAIRMAN'S LETTER



ACN 009 253 187

15 April 2011

Dear Shareholder

NON-RENOUNCEABLE RIGHTS ISSUE

Tasman has made good progress with its exploration programme at Vulcan, having now drilled eight widely spaced drill holes into this huge 12 square kilometre target, and having encountered an Olympic Dam style iron oxide/ copper/ gold/ uranium (IOCGU) system in all holes.

The key features of the exploration to date include:

- the Vulcan exploration target is of a similar area to the Olympic Dam deposit, 30 kilometres away;
- the discovery in our last hole, VUD 8 of the existence of bornite (a copper mineral that is associated with the high grade zones at Olympic Dam);
- a 155 metre intersection in VUD 7 of classic Olympic Dam style pyrite/ chalcopyrite hematite breccia ;
- narrower zones of high grade copper mineralisation (up to 7% copper in one narrow intersection) in VUD 3, and
- the repeated confirmation from many of the holes of the regular occurrence of all the same minerals that occur at Olympic Dam, including iron (predominately hematite), copper, gold, uranium, silver, rare earths, molybdenum and barium, in places.

However, Tasman has to date been prevented from drilling on the most prospective southern part of the Vulcan system due to the existence of a large Aboriginal Heritage site that has been noted over the area, and, after a long period of consultation with the Government , we now propose to try and resolve this matter firstly by consultation if possible, or if not, by seeking to have the issue determined under the provisions of the South Australian Aboriginal Heritage legislation.

Further, Eden Energy Ltd (Eden), which Tasman incorporated in 2004 and of which Tasman (through its wholly owned subsidiary, Noble Energy Pty Ltd) is the largest shareholder, holding a strategic 16% shareholding, has also been making significant progress with its development and rollout of its clean energy projects, which are starting to now generate cashflow, and is undertaking a rights issue in order to raise funds to progress these projects.

In particular, Eden's new pyrolysis project, that produces hydrogen and carbon nanotubes and carbon nanofibres from natural gas, is showing great promise, with Eden having achieved its first commercial sale to a battery manufacturer of carbon Eden has produced. Further initial tests have produced very impressive improvement in the compressive strength of concrete with the addition of a small quantity of carbon fibres and strong interest has been shown by several Indian concrete manufacturers in testing this.

For these reasons, Tasman's directors have decided to support the Eden rights issue and to also sub-underwrite up to a further \$550,000 of shares offered under the Eden rights issue.

To provide the necessary funds for the above matters, the directors of Tasman have decided to undertake a further non-renounceable, pro-rata rights issue, in which the directors have all indicated that they currently intend to take up their entitlements, and I invite all shareholders to consider this opportunity carefully and hopefully support the issue. The directors have reserved the right to place any shortfall should that occur.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Gregory H. Solomon', is written over a light yellow rectangular background.

Gregory H. Solomon
Chairman

2. DETAILS OF THE OFFER

2.1. KEY POINTS

A non-renounceable pro-rata rights issue of one (1) new Share for every twelve (12) Shares held by Qualifying Shareholders as at 5.00pm WST on 5 May 2011 at an issue price of \$0.10 per Share, with one (1) free attaching Option for every four (4) new Shares issued under the Offer, to raise approximately \$1,690,911 (before expenses of the Offer). Each Option is exercisable at an exercise price of \$0.10 at any time prior to 5.00pm WST on 30 June 2012.

Share Issue Price	\$0.10 per new Share
Option Issue Price	One (1) Option attaches to every four (4) new Shares issued under the Offer for free*
Qualifying Shareholder Entitlement	One (1) new Share for every twelve (12) Shares held as at 5.00 pm WST on the Record Date**
Number of Shares to be issued pursuant to this Offer	Approx. 16,909,107***
Number of Options to be issued pursuant to this Offer	Approx. 4,227,277***
Approximate amount to be raised pursuant to this Offer (before expenses of the Offer and assuming the Offer is fully subscribed)	\$1,690,911

* In calculating the number of Options to attach to Shares issued under this Offer, fractions will be rounded-up to the nearest whole number.

** In calculating Entitlements under the Offer, fractions will be rounded up to the nearest whole number.

*** Assuming the Offer is fully subscribed and none of the Options currently on issue in the Company are exercised before the Record Date.

2.2. TIMETABLE

Shares and Options quoted ex rights	29 April 2011
Record Date for determining Entitlements to participate in Offer (at 5.00 pm WST)	5 May 2011
Despatch of Offer Document to Qualifying Shareholders	6 May 2011
Closing Date for acceptance of Offer and payment in full (at 5.00pm WST)	20 May 2011
Shares and (listed) Options quoted on a deferred settlement basis	23 May 2011
Company notifies ASX of under subscriptions	25 May 2011
Despatch of holding statements	27 May 2011

These dates are subject to change and are indicative only. The Company reserves the right to amend this indicative timetable. In particular, the Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date, to accept late Entitlement and Acceptance Forms either generally or in particular cases, or to withdraw or reduce the size of the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the date for the issue of new Shares and attaching Options.

2.3. PURPOSE OF THE OFFER

Funds raised from the Offer will be used :

- to meet the expenses of the Offer;
- to provide additional working capital for further exploration and drilling and other general operating matters; and
- to continue to support Tasman's investment in ASX listed Eden Energy Ltd and to enable Tasman to partially sub-underwrite the rights issue announced by Eden Energy Ltd on Wednesday 13 April 2011.

2.4. EFFECT ON CAPITAL STRUCTURE

The capital structure of the Company on completion of the Offer will be as follows*:

Shares	
Shares currently on issue	202,909,283
Shares offered under the Offer (est)	16,909,107
Total Shares on issue on completion of the Offer (est)	219,818,390

Options (TASOB)	
TASOB Options currently on issue	20,587,791
TASOB Options offered under the Offer (est)	4,227,277
Total TASOB Options on issue on completion of the Offer (est)	24,815,068

* Assuming the Offer is fully subscribed and none of the Options currently on issue by the Company are exercised before the Record Date. In addition to the listed (TASOB) Options shown above, there are a further 7,976,410 Unlisted Options on issue by the Company to directors of the Company and under the Company's Employee Share Option Plan. These Unlisted Options are exercisable at prices ranging from \$0.10 to \$0.16875 per Share. Further information about these Unlisted Options is set out in Section 2.17 of this Offer Document.

2.5. NON-RENOUCEABLE

This Offer is made on a non-renounceable basis such that Qualifying Shareholders may not sell or transfer all or any part of their Entitlement to the Shares and attaching Options.

2.6. NOT UNDERWRITTEN

This Offer is not being underwritten.

2.7. ENTITLEMENT

Only Qualifying Shareholders are eligible to participate in the Offer.

The number of Shares and attaching Options to which each Qualifying Shareholder is entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Offer Document.

In the calculation of Entitlements, fractions will be rounded up to the nearest whole number. Holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

The Company has determined, in accordance with the Corporations Act and Listing Rule 7.7, that it would be unreasonable to make the Offer to Foreign Shareholders having regard to the number of Foreign Shareholders in each country other than Australia and New Zealand, the number and value of the Shares (and attaching Options) which would be offered to them and the cost of complying with the legal requirements in other countries. Foreign Shareholders should contact the Company Secretary should they have any queries.

2.8. WHAT QUALIFYING SHAREHOLDERS MAY DO

Qualifying Shareholders who wish to take up all or part of their Entitlement should complete the enclosed Entitlement and Acceptance Form in accordance with the instructions set out on the back of the form and deliver it, with the appropriate payment, by no later than 5.00 pm WST on the Closing Date, to:

Tasman Resources Ltd

c/- Advanced Share Registry Services

PO Box 1156, Nedlands WA 6909

OR

Tasman Resources Ltd

c/- Advanced Share Registry Services

150 Stirling Highway

Nedlands WA 6009

Cheques (drawn on and payable at any Australian bank) should be made payable to "Tasman Resources Ltd – Rights Issue" and crossed "Not Negotiable". Payment can also be made by money order. If Qualifying Shareholders apply for more Shares and attaching Options than their Entitlement, they will be deemed to have applied for their Entitlement and the payment tendered for the additional number of Shares and attaching Options will be refunded to Qualifying Shareholders, without interest.

Qualifying Shareholders who do not wish to take up any of their Entitlement do not need to take any action. If Qualifying Shareholders take no action, their Entitlement to the Shares and attaching Options will lapse at 5.00 pm on the Closing Date.

Shares and attaching Options will only be issued on receipt of an Entitlement and Acceptance Form which was issued together with this Offer Document. A completed and lodged Entitlement and Acceptance Form, together with payment for the number of Shares applied for, cannot be withdrawn and constitutes a binding application for the number of Shares and attaching Options specified in the Entitlement and Acceptance Form on the terms set out in this Offer Document. The Entitlement and Acceptance Form does not need to be signed to be binding.

An Entitlement and Acceptance Form which does not specify an Australian or New Zealand address for service (or which is accompanied by payment drawn on a foreign bank account) may be rejected and returned unless Shareholders provide evidence which satisfies the Company that the issue of the Shares and attaching Options will not contravene the laws of any other jurisdiction.

No brokerage or stamp duty is payable by Qualifying Shareholders on the issue of the Shares and attaching Options.

If an Entitlement and Acceptance Form is not completed correctly the Company can reject it or treat it as valid. The Company's decision as to whether to reject the Entitlement and Acceptance Form or treat it as valid and how to construe, amend or complete it is final.

2.9. CLOSING DATE

The Closing Date for the Offer is 5.00 pm WST on 20 May 2011. Subject to the Corporations Act and Listing Rules, the Directors may extend the Closing Date at any time prior to the Closing Date. The dates the Shares and attaching Options are expected to commence trading on ASX may vary with any change to the Closing Date.

2.10. APPLICATION MONEY

Application money received for new Shares will be held in trust in a separate account by the Company until those Shares (and the Options attaching to those Shares) are issued. Any interest earned on application money will be applied against the costs of the Offer, with any balance being retained by the Company. If the Offer does not proceed (for whatever reason), the application moneys will be returned without interest.

2.11. MINIMUM SUBSCRIPTION

There is no minimum subscription.

2.12. OVERSUBSCRIPTIONS

Oversubscriptions will not be accepted.

2.13. SHORTFALL

The Directors of the Company reserve the power of placement of any Shares (and attaching Options) not subscribed for by Qualifying Shareholders under this Offer (**Shortfall**). Any Shortfall may be issued by the Directors at their discretion within 3 months after the Closing Date at a price which is not less than the price at which the Shares are being offered under this Offer..

2.14. ISSUE OF NEW SHARES AND ATTACHING OPTIONS

The new Shares and attaching Options will be issued, and holding statements for the new Shares and Options will be despatched, as soon as practicable after the Closing Date.

2.15. TERMS AND CONDITIONS OF NEW SHARES

On issue, the new Shares will rank equally with all other quoted Shares (ASX Code: TAS) then on issue.

2.16. TERMS AND CONDITIONS OF NEW OPTIONS

The new Options will be issued on the same terms and conditions as the existing listed Options (ASX Code: TASOB), as follows:

- Each Option may be exercised by the holder at any time prior to 5.00pm WST on 30 June 2012 (the **Time of Expiry**). Any Options not exercised before the Time of Expiry will automatically lapse.
- The Options may be exercised wholly or in part by completing a notice of exercise of Options in a form approved by the Company (a **Notice of Exercise**) and delivering it, together with the appropriate payment, to the Company's registered office at any time prior to the Time of Expiry.
- The Options entitle the holder to subscribe (in respect of each Option held) for one (1) Share at an exercise price per Option of \$0.10.
- Upon the exercise of the Options and receipt of all relevant documents and payment, Shares will be issued ranking equally with the then issued Shares, and the Company will apply to ASX to have the Shares so issued granted official quotation.
- Any Notice of Exercise received by the Company prior to the Time of Expiry will be deemed to be a Notice of Exercise as at the last Business Day of the month in which it is received.

- There are no participating entitlements inherent in the Options to participate in new issues of capital, which may be offered to Shareholders during the currency of the Options. Prior to any new pro-rata issue of securities to Shareholders, holders of Options will be notified by the Company and will be afforded ten (10) Business Days before the record date (as defined in the Listing Rules to determine entitlements to the issue), to exercise Options.
- In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Time of Expiry, the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on holders of Options which are not being conferred on Shareholders and (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the reconstruction of capital), in all respects, the terms for the exercise of Options shall remain unchanged. For these purposes, the rights of the Option holder may be changed from time to time to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganization.
- The Options may be transferred at any time prior to the Time of Expiry.
- Shares issued pursuant to the exercise of an Option will be issued not more than fourteen (14) days after the Notice of Exercise and payment is received by the Company.

2.17. TERMS AND CONDITIONS OF EXISTING UNLISTED OPTIONS

In addition to the existing listed Options (ASX Code: TASOB), there are a further 7,976,410 Unlisted Options on issue to the directors of the Company and under the Company's ESOP. These Unlisted Options are exercisable at the following prices at any time on or before the following dates:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Exercise Date</u>
1,574,804 (ESOP)	\$0.10	16 April 2012
2,000,000 (ESOP)	\$0.16	30 June 2012
401,606 (ESOP)	\$0.15	8 February 2013
500,000 (ESOP)	\$0.12	26 May 2013
500,000 (ESOP)	\$0.15	31 May 2013
3,000,000 (Director)	\$0.16875	20 November 2012

2.18. EXISTING UNLISTED OPTIONS

Holders of the existing Options (listed and unlisted) may participate in this Offer by exercising any or all of their Options prior to the Record Date. As at the date of this Offer Document, there are a total of 28,564,201 Options (listed and unlisted) currently on issue (each entitling the holder to acquire 1 Share), of which 28,364,201 Options are currently capable of being exercised. If all of these Options were exercised before the Record Date, an additional 28,364,201 new Shares would be issued upon the exercise of these Options. In addition, in the event that all of the Entitlements in respect of these additional Shares were taken up, an additional 2,363,684 new Shares (and 590,921 free attaching Options) would be issued under this Offer, and a further \$236,368 raised.

2.19. ASX QUOTATION

The Company will apply to ASX to have the Shares and attaching Options to be issued under this Offer granted official quotation.

2.20. FOREIGN SHAREHOLDERS

The Company is of the view that it is unreasonable to extend this Offer to Foreign Shareholders having regard to the number of Foreign Shareholders, the number of Shares (and attaching Options) that would be offered to them and the costs of complying with the legal requirements, and requirements of regulatory authorities, of the foreign jurisdictions.

Accordingly this Offer is not extended to, and no Shares or Options will be issued to, Foreign Shareholders and no Entitlement and Acceptance Form will be sent to Foreign Shareholders. However, in compliance with Listing Rule 7.7, the Company will send each Foreign Shareholder details of this Offer and advise them that the Company will not offer Shares or attaching Options to them.

2.21. PRIVACY STATEMENT

By returning an Entitlement and Acceptance Form, you acknowledge that you have received and read this Offer Document.

As Qualifying Shareholders are already Shareholders of the Company, the Company and its share registry (Advanced Share Registry) have already collected certain personal information from Qualifying Shareholders. However, if Qualifying Shareholders apply for Shares and attaching Options pursuant to this Offer Document, they will be supplying new, additional or updated personal information (by its inclusion on the Entitlement and Acceptance Form) to Advanced Share Registry.

The information included on the Entitlement and Acceptance Form is used for the purposes of processing the Entitlement and Acceptance Form and to administer the Qualifying Shareholder's holdings of Shares and Options. By submitting an Entitlement and Acceptance Form, Qualifying Shareholders agree that the Company may use the information provided by Qualifying Shareholders on the Entitlement and Acceptance Form for the purposes set out in this privacy statement and may disclose it for those purposes to the Company's share registry and to the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses, professional advisers (e.g. auditors, lawyers and accountants), intellectual technology support providers and to other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder and optionholder (including name, address and details of the Shares and Options held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder and/or optionholder. Information contained in the Company's register is also used to facilitate payments and corporate communications (including the Company's financial results, annual reports and other information that the Company wishes to communicate to its Shareholders and optionholders) and compliance by the Company with legal and regulatory requirements.

Under the *Privacy Act 1988 (Cth)*, Shareholders and optionholders have a right to gain access to personal information that the Company holds about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

If Qualifying Shareholders do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process their Entitlement and Acceptance Form.

2.22. RISKS

Investing in new Shares and/or Options in the Company involves risk. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of an investment with the Company. Risks specific to the Company include the success of its exploration and development of the tenements of the Company, its title to, and conditions imposed on the grant of, the tenements, commodity price volatility and exchange rate fluctuations, native title rights of Aboriginal Australians, Aboriginal Heritage matters, environmental protection and contamination, fluctuations in its share price and the share price of (and thus the market value of its investment in) ASX listed Eden Energy Ltd and the Company's working capital requirements. Risks of a general nature include the domestic and international factors affecting market conditions in equity, financial and commodity markets, economic conditions, interest rates, levels of tax, taxation law and accounting practice, governmental legislation or intervention, inflation, natural disasters or war. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, are dependent on the policies adopted and approaches taken by regulatory authorities, or cannot otherwise be mitigated. If you are unsure about subscribing for new Shares and attaching Options in the Company, you should first seek advice from your stockbroker, accountant, financial or other professional adviser.

The new Shares and attaching Options offered under this Offer Document carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to the future performance of the Company.

As with any equity investment, substantial fluctuations in the value of your investment may occur. This Offer Document does not set out all the risks you may face in applying for, and holding, additional Shares and Options in the Company.

2.23. EXPENSES OF THE ISSUE

The total expenses of the Offer are estimated to be \$30,000.00 (exclusive of any GST) comprising legal fees, printing, postage, share registry costs and ASX quotation fees.

2.24. TAXATION

It is the responsibility of all Qualifying Shareholders to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in the Shares and attaching Options. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers or advisers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Shares or Options of the Company.

2.25. ENQUIRIES

If you have any questions concerning your Entitlement, please contact the Company (attention Aaron Gates) by telephone on (+618) 9282 5889 or facsimile on (+618) 9282 5866, or your professional adviser.

3. DEFINITIONS

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as required by the context.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of Directors unless the context indicates otherwise.

Business Day has the meaning given to that term in the ASX Listing Rules.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date means 5.00 pm WST on 20 May 2011.

Company or Tasman means Tasman Resources Ltd (ACN 009 253 187).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Dollars or **\$** means Australian dollars unless otherwise stated.

Entitlement means the maximum number of Shares and attaching Options you are entitled to apply for under the Offer as noted on the Entitlement and Acceptance Form.

Entitlement and Acceptance Form means the entitlement and acceptance form enclosed with this Offer Document.

ESOP means the Company's Employee Share Option Plan.

Foreign Shareholder means a person registered as a Shareholder as at the Record Date whose registered address is outside Australia or New Zealand.

Offer means the offer of Shares and attaching Options pursuant to this Offer Document.

Offer Document means this document for the issue of approximately 16,909,107 Shares and 4,227,277 attaching Options.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the Official List of ASX.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Opening Date means 6 May 2011.

Option means a (listed or unlisted) option to subscribe for a Share in the Company.

Qualifying Shareholders means all Shareholders as at 5.00pm WST on the Record Date and whose registered addresses are in Australia or New Zealand.

Record Date means the record date for determining entitlements to Shares and attaching Options offered under this Offer Document, which is 5.00 pm WST on 5 May 2011.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Unlisted Options means the Options of the Company which are not admitted to Official Quotation by ASX as at the date of this Offer Document.

WST means Western Standard Time, Perth, Western Australia.

4. CORPORATE DIRECTORY

Directors: Gregory H. Solomon, LLB (Executive Chairman)
Douglas H. Solomon, B.Juris LLB (Hons) (Non-executive)
Guy T. LePage, B.A, B.Sc. (Hons), M.B.A, ASIA, MAusIMM (Non-executive)

Company Secretary: Aaron Gates

Registered Office: Level 40
Exchange Plaza
2 The Esplanade
Perth
Western Australia

Tel: (+618) 9282 5889
Fax: (+618) 9282 5866
e-mail: mailroom@tasmanresources.com.au
website: www.tasmanresources.com.au

Share Registry: Advanced Share Registry Services
150 Stirling Highway
Nedlands
Western Australia

Tel: (+618) 9389 8033
Fax: (+618) 9389 7871

Solicitors to the Company: Solomon Brothers
Level 40
Exchange Plaza
2 The Esplanade
Perth
Western Australia

Tel: (+618) 9282 5888
Fax: (+618) 9282 5855

ENTITLEMENT AND ACCEPTANCE FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

TASMAN RESOURCES LTD

ACN 009 253 187

REGISTERED OFFICE
Level 40 Exchange Plaza
2 The Esplanade
Perth, Western Australia

Number:
Holder No: << _____ >>
Entitlement No: << _____ >>
<<Sub-Register>>

Shareholding at 5.00 pm. on the Record Date	Entitlement to Shares on 1 for 12 basis	Entitlement to Options (1 new Option for every 4 new Shares)	Amount Payable at \$0.10 per Share

A non-renounceable pro-rata rights issue of one (1) new Share for every twelve (12) Shares held as at 5.00pm WST on the Record Date, at an issue price of \$0.10 per Share, with one (1) free attaching Option for every four (4) new Shares issued under the Offer.

To the Directors:

- I/We, the above mentioned, being registered on the Record Date as the holder(s) of Shares in your Company hereby accept the below mentioned Shares and attaching Options issued in accordance with the enclosed Offer Document;
- I/We enclose my/our cheque made payable to "Tasman Resources Ltd – Rights Issue", for the amount shown, being payment at the rate of \$0.10 per Share;
- I/We hereby authorise you to place my/our name(s) on the registers of shareholders and optionholders in respect of the number of Shares and Options allotted to me/us; and
- I/We agree to be bound by the Constitution of the Company.

Entitlement to Shares (or part thereof) applied for	Entitlement to Options (or part thereof) applied for	Amount Enclosed at \$0.10 per Share

PLEASE
ENTER
CHEQUE
DETAILS

Drawer	Bank	Branch or BSB	Amount

My/Our contact details in the case of inquiry are:

Telephone () Fax () Contact Name

NOTE: Cheques should be made payable to "Tasman Resources Ltd – Rights Issue", crossed "NOT NEGOTIABLE" and forwarded to Tasman Resources Ltd, C/- Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909 or C/- Advanced Share Registry Services, 150 Stirling Highway Nedlands WA 6009 to arrive no later than **5.00pm WST on 20 May 2011**.

Complete this panel and sign below only if a change of address is to be registered with the Company.
 New Address:

 Signature(s): Date:

 Please indicate your correct title : Director / Secretary /

THE DIRECTORS RESERVE THE RIGHT TO MAKE AMENDMENTS TO THIS FORM WHERE APPROPRIATE

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Shares and attaching Options which you are entitled to apply for.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.
3. You may not apply for Shares and attaching Options in excess of your maximum entitlement.
4. The price payable on acceptance of each Share is \$0.10. One (1) Option attaches for free to every four (4) new Shares issued.
5. You may accept your entitlement by completing the Entitlement and Acceptance Form overleaf.

APPLICATION INSTRUCTIONS

1. The issue price of \$0.10 per Share is payable in full upon application.
2. Payments must be made in Australian currency by cheque drawn on and payable at a bank within Australia. Cheques drawn on banks outside Australia in either Australian currency or in foreign currency will not be accepted.
3. The cheques must be made payable to "Tasman Resources Ltd – Rights Issue" and crossed "Not Negotiable".
4. When completed, this form together with the appropriate payment in Australian currency should be forwarded to Tasman Resources Ltd, at the address above.
6. Acceptances must be received by Tasman Resources Ltd no later than **5.00pm WST on 20 May 2011**.

ENQUIRIES

Any enquiries should be directed to:

Tasman Resources Ltd (attention Aaron Gates) by telephone on (+618) 9282 5889 or facsimile on (+618) 9282 5866.