



ACN 009 253 187

29 October 2009

Dear Shareholder,

Notice of General Meeting

Please find enclose a copy of the Notice of General Meeting to ratify an issue of shares to professional and sophisticated investors made by the directors on 23 October 2009.

Due to the timing of the placement and the Notice of Annual General Meeting, this issue was unable to be ratified at the Annual General Meeting and a General Meeting had to be called to ratify this issue of shares.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Aaron Gates', with a long, sweeping horizontal line extending to the right.

Aaron Gates
Company Secretary

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TASMAN RESOURCES LTD
ACN 009 253 187

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

**30 NOVEMBER 2009
COMMENCING AT 10:00 AM**

AT

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

TASMAN RESOURCES LTD
(ACN 009 253 187)

NOTICE OF MEETING

Notice is hereby given that a General Meeting of shareholders of Tasman Resources Ltd (the **Company**) will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth on Monday the 30th of November 2009 at 10:00am.

AGENDA

1. Resolution 1 – Ratification of Issue of Shares

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

"That, for the purpose of Chapter 7 of the Listing Rules and for all other purposes, to ratify the issue by the Company on 23 October 2009 of 16,833,333 fully paid ordinary shares, to professional and sophisticated investors (being persons to whom a disclosure document is not required to be provided by virtue of sections 708(8), 708(10) and 708(11) of the Corporations Act 2001) at an issue price of \$0.09 per Share raising a total of \$1,515,000, as set out in the Explanatory Statement attached to this Notice. A management fee of 5% was payable in respect of the funds raised. The funds raised are being used to provide further funds to meet the Company's ongoing working capital requirements."

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

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

PROXIES

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

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

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

By post or hand delivery to the Registered Office:

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

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

By facsimile to: (08) 9282 5866

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

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

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 28 November 2009 will be entitled to attend and vote at the General Meeting.

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

By Order of the Board of Directors

A P Gates

Secretary

Dated this 28th day of October 2009

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

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

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

1 – RATIFICATION OF ISSUE OF SHARES

On 26 October 2009 the Company issued 16,833,333 fully paid ordinary shares, to professional and sophisticated investors (being persons to whom a disclosure document is not required to be provided by virtue of sections 708(8), 708(10) and 708(11) of the Act) at an issue price of \$0.09 per Share raising a total of \$1,515,000. A services fee of 5% was payable in respect of the funds raised. The funds raised are being used to provide further funds to meet the Company's ongoing working capital requirements.

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

In addition, equity securities issued with the prior or subsequent approval of the holder of the entity's ordinary securities in accordance with Chapter 7 are not then required to be included in the 15% limit imposed by that Listing Rule.

As set out above, the Company issued 16,833,333 Shares to sophisticated and/or professional investors prior to the date of this Annual General Meeting. Prior to that issue the Company had 160,708,193 Shares on issue. The issue resulted in the Company issuing approximately 6.4% of its then total issued Share capital.

Although the issue of 16,833,333 Shares to sophisticated and/or professional investors did not result in an issue in excess of the 15% threshold set by Listing Rule 7.1, the Company seeks shareholder ratification of the issue under Listing Rule 7.4 so that those Shares are not then required to be included in the 10.4% limited imposed by Listing Rule 7.1.

The following information is provided in accordance with Listing Rule 7.5:

1. The total number of Shares issued was 16,833,333.
2. Each Share was issued at a price of \$0.09.
3. The Shares were issued on the same terms as, and rank equally with, all other Shares in the Company, and will be (if not already) quoted on the ASX.
4. The Shares were issued to sophisticated and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of sections 708(8), 708(10) or 708(11) of the Act). None of the allottees were related parties of the Company.
5. The Company intends to use the funds raised from the issue to fund the Company's general working capital requirements.
6. The Company will disregard any votes cast on this Resolution by any persons whom participated in the share issue referred to in this Resolution and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if this resolution is passed, or any associate of any of such persons, other than votes cast:
 - 6.1 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 6.2 it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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

GLOSSARY OF TERMS

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

"Act" means Corporations Act 2001 (Cth);

"ASIC" means Australian Securities and Investments Commission;

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

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

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

"Director" means a director of the Company;

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

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

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

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

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

TASMAN RESOURCES LTD
(ACN 009 253 187)

PROXY FORM
GENERAL MEETING

The Company Secretary
Tasman Resources Ltd
Level 40 Exchange Plaza
2 The Esplanade Perth
WA 6000

Fax +61 08 9282 5866

Shareholder Name
Shareholder Address

Share Registry Website:
www.advancedshare.com.au

I/We

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairperson of the meeting or the Chairperson's nominee, to vote in respect of ____% of my/our voting rights in accordance with the following directions, or if no directions have been given, as the proxy sees fit at the General Meeting of the Company, to be held on Monday, 30 November 2009 and at any adjournment thereof. If no directions are given, the Chairperson will vote in favour of all of the resolutions.

FOR

AGAINST

ABSTAIN

Ordinary Resolutions:

1. Ratification of the issue of shares by directors

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If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not intended to be counted in computing the required majority on a poll.

Signed this day of 2008

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary
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The Chairperson intends to vote in favour of the resolutions in respect of all undirected proxies.

If you do not wish to direct your proxy how to vote please place a mark in the box.

☐

By marking this box you acknowledge that the Chairperson may exercise your proxy even if he or she has an interest in the outcome of the resolution and votes cast by him or her 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 Chairperson will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions

Notes:

1. To be effective, this proxy and the power of attorney (if any) under which it is signed must be received at the Registered Office of the Company, Level 40, Exchange Plaza, 2 The Esplanade, Perth, WA 6000 not less than 48 hours before the time for holding the General Meeting, or any adjournment thereof.
2. If the member is a corporation, the form of proxy should be signed under seal if appropriate.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed either in accordance with the Constitution of the company or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, that is by 10:00am WST on 28 November 2009, by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

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

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