



A.C.N. 009 253 187

NON-RENOUNCEABLE RIGHTS ISSUE TRANSACTION-SPECIFIC PROSPECTUS

For a non-renounceable pro-rata Rights Issue of up to approximately 45,322,342 Shares on the basis of one (1) new Share for every ten (10) Shares held by Qualifying Shareholders as at 5:00pm WST on the Record Date, at an issue price of \$0.05 per Share together with one (1) Option for every one (1) Share acquired free of charge (each to acquire 1 Share at an exercise price of \$0.06 per Share, exercisable at any time up to and including 31 August 2020). This Rights Issue, if fully subscribed, will raise up to approximately \$2,266,117.10 (before expenses of the Offer).

IMPORTANT INFORMATION

This Prospectus is a transaction-specific prospectus issued under section 713 of the Corporations Act. This Prospectus is not required to, and does not, contain all of the information that is generally required to be set out in a prospectus, including general information in relation to the assets and liabilities, financial position, profits and losses or prospects of the Company. This Prospectus generally only contains information in relation to the effect of the Rights Issue on the Company and the rights and liabilities attaching to the New Shares and New Options offered to Qualifying Shareholders under this Prospectus.

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers.

This Offer is not Underwritten.

**THE SHARES AND OPTIONS OFFERED UNDER THIS PROSPECTUS ARE OF A
SPECULATIVE NATURE.**

IMPORTANT STATEMENT

This Prospectus is dated 13 August 2018.

A copy of this Prospectus was lodged with ASIC on 13 August 2018. Neither ASIC nor ASX take any responsibility for the contents of this Prospectus.

This Prospectus contains an offer to Qualifying Shareholders whose registered addresses are in Australia and New Zealand, and has been prepared to comply with the requirements of the securities laws of Australia and New Zealand. Distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make an offer. No action has been taken to register this Prospectus, the New Shares or New Options or the Rights, or otherwise permit an offering of the New Shares or New Options or the Rights, in any jurisdiction outside of Australia or New Zealand.

No New Shares or New Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Application will be made within 7 days of the date of this Prospectus for permission for the New Shares offered by this Prospectus to be admitted to Quotation on the ASX. The New Options will not be admitted to Quotation on ASX unless the circumstances set out in section 2.8 of this Prospectus apply (which may not happen).

The New Shares and New Options offered under this Prospectus are of a speculative nature. Qualifying Shareholders should read this Prospectus in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to apply for New Shares and accompanying New Options. In particular, it is important that Qualifying Shareholders consider the risk factors set out in section 5 of this Prospectus. The New Shares and New Options offered under this Prospectus carry no guarantee in respect of return of capital, return on capital investment, payment of dividends or the future value of the Shares or Options.

DISCLAIMER

No person is authorised to give any information or to make any representation in connection with the Rights Issue which is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by Tasman (or its Directors or advisers) in connection with this Rights Issue.

PROSPECTUS AVAILABILITY

This Prospectus is only available in a paper version. Qualifying Shareholders with registered addresses in Australia and New Zealand will be sent a copy of this Prospectus on 21 August 2018. In addition, Qualifying Shareholders can obtain a copy of this Prospectus during the Rights Issue on the Tasman website at www.tasmanresources.com.au or by calling the Company by telephone on (+618) 9282 5889. A personalised Acceptance Form will accompany the paper copy of the Prospectus which will be mailed to Qualifying Shareholders on 21 August 2018.

Neither this Prospectus nor the accompanying Acceptance Form may be sent to Qualifying Shareholders outside of Australia and New Zealand or otherwise distributed outside of Australia and New Zealand.

TRANSACTION-SPECIFIC PROSPECTUS

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus is not required to, and does not, contain all the information that is generally required to be set out in a prospectus, including general information in relation to the assets and liabilities, financial position, profits and losses or prospects of the Company. This Prospectus generally only contains information in relation to the effect of the Rights Issue on the Company and the rights and liabilities attaching to the New Shares and New Options offered to Qualifying Shareholders under this Prospectus.

Section 7 of this Prospectus sets out further information in relation to the nature and contents of this Prospectus.

DEFINITIONS AND ABBREVIATIONS

Throughout this Prospectus abbreviations and defined terms are used. Defined terms are generally identified by the use of an uppercase first letter. Details of the definitions and abbreviations used are set out in section 8 of this Prospectus.

SUMMARY OF OFFER

This information is intended as a summary only and should be read in conjunction with the more detailed information appearing elsewhere in this Prospectus. Applicants should read this entire Prospectus, including the risks in section 5, in order to make an informed decision about acquiring New Shares and New Options.

1. KEYPOINTS

New Share Issue Price	\$0.05 per New Share
Qualifying Shareholder Entitlement	1 New Share for every 10 Existing Shares held on the Record Date (together with 1 free accompanying New Option for every 1 New Share acquired under this Prospectus)
Approximate number of New Shares to be issued under this Rights Issue	Up to 45,322,342
Approximate number of New Options to be issued under this Rights Issue	Up to 45,322,342
Approximate amount to be raised under this Rights Issue (assuming this Rights Issue is fully subscribed and before expenses of the Offer)	Up to \$2,266,117.10

2. SUMMARY OF IMPORTANT DATES

Offer announcement	9 August 2018
Lodgement of Prospectus at ASIC	13 August 2018
Lodgement of Prospectus and Appendix 3B with ASX	14 August 2018
Notice sent to shareholders	15 August 2018
Ex date	16 August 2018
Record Date for determining entitlements	17 August 2018
Prospectus despatched to Qualifying Shareholders	21 August 2018
Closing date of the Offer	4 September 2018
Securities quoted on a deferred settlement basis	5 September 2018
Company notifies ASX of under subscriptions	7 September 2018
Issue Date (end of any deferred settlement trading), dispatch of holding statements	11 September 2018

This timetable is indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the above dates (including, without limitation, to extend the Closing Date or to close this Rights Issue early), or to withdraw this Rights Issue and Prospectus at any time, without prior notice. Any extension of the Closing Date will have a consequential effect on subsequent milestones set out above.

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1. CHAIRMAN'S LETTER

Dear Shareholders

The purpose of this Rights Issue is to raise funds for the following purposes:

1. to continue exploration on the mineral exploration licences that Tasman holds in South Australia;
2. to participate in the Conico Ltd (ASX code: CNJ) rights issue;
3. to exercise the balance of Tasman's Eden options (ASX code: EDEO) by 30 September 2018;
4. to provide ongoing working capital to cover operating expenses, assuming this Rights Issue is fully subscribed, for the next six to twelve months; and
5. to continue to financially support Eden by way of a loan or by subscription to further equity issues if and when this may be required.

After a long period of low metal prices, the market has picked up and Tasman is actively seeking joint venture partners to help fund its ongoing exploration programmes. Whilst there is emerging interest, to date we have not secured a suitable joint venture partner. Tasman wishes to continue with its exploration in the meantime and for that reason we are seeking up to \$500,000.00 for funding of future exploration, particularly on the newly discovered West Vulcan target and the recently acquired Pernatty Lagoon licence.

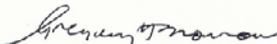
Tasman's investment in Eden remains Tasman's most valuable asset and with the promising progress that Eden continues to make, Tasman has resolved to try and maintain at least its current percentage shareholding interest in Eden, to exercise the balance of its EDEO options, and to continue to support Eden as may be required in the short term.

The directors are highly cognisant that many shareholders exercised their Tasman options (ASX code: TASO) at a price of 5 cents (as did the Directors). Accordingly, this Rights Issue has been structured to try and protect that price by offering the New Options to effectively provide a discount to the issue price of the New Shares (being 5 cents). It is also hoped that the issue of the New Options will provide an additional injection of funds within the next two years.

All of the Directors (personally and/or through their associated companies or trusts, which includes the Company's two largest shareholders) have indicated that they intend to take up all of their Entitlement under this Rights Issue, except where that would result in a Director's (and their associated entities') shareholding in the Company increasing above 20%, in which case that Director and their associated entities will only take up that portion of their Entitlement that ensures their shareholding does not increase to above 20%.

I urge Shareholders to read this Prospectus carefully, and I commend this Rights Issue to you.

Yours sincerely



Gregory H Solomon
Chairman

2. DETAILS OF THE OFFER

2.1 Shares and Options offered for subscription

A non-renounceable pro rata rights issue to Qualifying Shareholders of approximately 45,322,342 New Shares and 45,322,342 New Options on the basis of 1 New Share for every 10 Existing Shares held as at the Record Date at an issue price of \$0.05 each, together with 1 New Option free of charge for every 1 New Share acquired (each New Option to acquire 1 Share at an exercise price of \$0.06 exercisable at any time up to and including 31 August 2020), to raise up to approximately \$2,266,117.10 before expenses of the Offer (and assuming the Offer is fully subscribed).

All New Shares issued pursuant to this Prospectus will be issued as fully paid ordinary shares and will rank equally in all respects with the Existing Shares (see section 7.4 of this Prospectus).

The New Options to be issued under this Prospectus will be issued on the terms and conditions set out in section 7.5 of this Prospectus.

As this Rights Issue is non-renounceable, Qualifying Shareholders who do not wish to exercise their Rights to subscribe for some or all of the New Shares (and accompanying New Options) being offered to them under this Prospectus may not sell or otherwise transfer those Rights, and those Rights will lapse upon the expiry of the Offer Period.

2.2 Entitlement to participate in the Rights Issue

Shareholders who are registered on the Company's Share Register and whose registered addresses are in Australia or New Zealand (Qualifying Shareholders) at the close of business on the Record Date, being 5.00 pm WST on 17 August 2018, are eligible to participate in the Offer. An Acceptance Form setting out Qualifying Shareholders' Entitlements to New Shares and New Options accompanies this Prospectus.

Fractional Entitlements will be rounded up to the nearest whole number of New Shares and accompanying New Options. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If Tasman considers that holdings have been split to take advantage of rounding, Tasman reserves the right to aggregate holdings held by associated Qualifying Shareholders for the purpose of calculating Entitlements.

2.3 Applications

This Offer may be accepted by Qualifying Shareholders in whole or in part prior to the Closing Date, subject to the right of the Company to extend the Offer Period or close the Offer early.

Instructions for accepting an Entitlement are set out in section 3 of this Prospectus and on the Acceptance Form which accompanies this Prospectus.

2.4 Application money

All Qualifying Shareholders who accept the Offer made to them in its entirety will receive their Entitlement in full.

New Shares and accompanying New Options will be issued to a Qualifying Shareholders only after all of their Application Money has been received and ASX has granted permission for the New Shares to be quoted.

All Application Money received before the New Shares and accompanying New Options are issued will be held in a special purpose bank account. After the New Shares and New Options are issued to Qualifying Shareholders, the funds in the account, plus accrued interest, will be received by the Company. All Application Moneys will be returned (without interest) if this Rights Issue is withdrawn or otherwise does not proceed.

If the New Shares are not admitted to Quotation by ASX within 3 months after the date of this Prospectus (or any longer period permitted by ASIC), the Company will refund all Application Money in full. The New Options will not

be admitted to Quotation on the ASX, unless the circumstances set out in section 2.8 apply (which may not happen).

2.5 Issue outside Australia and New Zealand

This Prospectus does not constitute an offer of Securities in any place outside Australia and New Zealand in which, or to any person to whom, it would not be lawful to make such an offer or to issue the Prospectus. The distribution of this Prospectus and the accompanying Acceptance Form in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus and the accompanying Acceptance Form (including nominees, trustees or custodians) should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

No action has been taken to register the Rights, the New Shares or New Options or this Prospectus or otherwise permit an offering of the New Shares or New Options or the Rights in any jurisdiction outside of Australia or New Zealand. Without limitation, the Rights and the New Shares and New Options have not been, and will not be, registered under the *US Securities Act of 1933* (as amended) or the securities laws of any State of the United States of America and may not be offered in the United States of America or to, or for the account of or benefit of, US persons.

2.6 Treatment of Non-Qualifying Foreign Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand (Non-Qualifying Foreign Shareholders). This is because the Company is of the view that it is unreasonable to extend the Offer to Non-Qualifying Foreign Shareholders having regard to the small number of such Non-Qualifying Foreign Shareholders, the small number and value of the Securities which would be offered to them, and the cost of complying with the applicable legal requirements, and requirements of regulatory authorities, of the applicable jurisdictions outside of Australia and New Zealand.

Recipients may not send or otherwise distribute this Prospectus or the accompanying Acceptance Form to any person outside Australia or New Zealand (other than to Qualifying Shareholders).

2.7 ASX Quotation of New Shares

The Company will apply to the ASX for the New Shares offered under this Prospectus to be granted Quotation within 7 days of the date of this Prospectus.

If approval for Quotation of the New Shares is not granted within 3 months after the date of this Prospectus (or any longer period permitted by ASIC), the Company will not allot or issue any New Shares (or accompanying New Options) pursuant to this Rights Issue and will repay all Application Moneys without interest as soon as practicable.

Subject to approval being granted by ASX, it is expected that the New Shares will be issued on 11 September 2018 and that Quotation of the New Shares will commence on ASX on a normal basis on 12 September 2018. It is the responsibility of all Qualifying Shareholders to determine their allocation prior to trading in New Shares. Qualifying Shareholders who trade or otherwise deal with New Shares before they receive holding statements will do so at their own risk. The Company disclaims all liability in tort (including negligence), statute or otherwise to persons who trade or otherwise deal with New Shares before receiving holding statements.

ASX takes no responsibility for the contents of this Prospectus. The fact that the ASX may approve Quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares (or accompanying New Options) offered under this Prospectus.

2.8 ASX Quotation of New Options

2.8.1 Subject to paragraph 2.8.2, application will not be made to ASX for the New Options offered by this Prospectus to be granted Quotation, and the New Options will not be granted Quotation and will not be able to be traded on the ASX.

2.8.2 If at least 100,000 New Options are issued under this Prospectus and those New Options are held

by a minimum of 50 Qualifying Shareholders who each hold a marketable parcel of New Options (within the meaning given to that term in the ASX Market Rules) and all of the requirements of the ASX Listing Rules applying to the quotation of an additional class of securities are satisfied, the Company proposes, after the Closing Date, to make an application to the ASX for the New Options offered by this Prospectus to be granted Quotation. However, this Offer is not conditional upon the making of such an application, or on the New Options being granted Quotation, and there is no representation that this application will be made and/or that the New Options will be granted Quotation.

2.8.3 If all of the circumstances set out in paragraph 2.8.2 occur and the Company applies for the New Options to be admitted to Quotation on the ASX, subject to approval being granted by ASX, it is expected that Quotation of the New Options will commence on ASX on 12 September 2018. It is the responsibility of all Qualifying Shareholders to determine their allocation prior to trading in New Options. Qualifying Shareholders who trade or otherwise deal with New Options before they receive holding statements will do so at their own risk. The Company disclaims all liability in tort (including negligence), statute or otherwise to persons who trade or otherwise deal with New Options before receiving holding statements.

2.8.4 ASX takes no responsibility for the contents of this Prospectus. The fact that the ASX may approve Quotation of the New Options is not to be taken in any way as an indication of the merits of the Company or the New Options offered under this Prospectus.

2.9 Allotment of New Shares and New Options

Subject to ASX granting approval for Quotation of the New Shares, the allotment of the New Shares and New Options to Qualifying Shareholders will occur as soon as possible after this Rights Issue is closed, following which holding statements setting out the number of New Shares and New Options allotted to Qualifying Shareholders under this Prospectus will be despatched.

2.10 Minimum subscriptions and oversubscriptions

There is no minimum subscription to this Rights Issue, and no oversubscriptions will be accepted.

2.11 No Underwriting

This Rights Issue is not underwritten.

2.12 Shortfall

If not all Qualifying Shareholders take up their Entitlements under this Offer in full, the portion not taken up will form part of the Shortfall.

Qualifying Shareholders may, in addition to their Entitlement, apply for additional New Shares (and accompanying New Options) forming part of the Shortfall, regardless of the size of their present holding.

The offer of the Shortfall is a separate offer pursuant to this Prospectus. The issue price of any Shares comprising part of the Shortfall shall be \$0.05, being the price at which the Entitlement has been offered to Qualifying Shareholders pursuant to this Prospectus.

Qualifying Shareholders who wish to participate in the offer of the Shortfall by applying for New Shares (and accompanying New Options) above their Entitlement, should insert the number of additional New Shares they wish to apply for in that section of the table in the Acceptance Form headed "Number of Shortfall Shares (if any) applied for in excess of the Entitlement shown above". Any additional New Shares applied for must be paid in the same manner as the Entitlement Shares are paid for. A single payment should be made for the Application Moneys for any New Shares you have applied for as part of your Entitlement and any additional New Shares applied for as part of the Shortfall. It is an express term of the offer of the Shortfall that applicants for New Shares comprised in the Shortfall

will be bound to accept a lesser number of additional New Shares (and accompanying New Options) than the number applied for.

The Shortfall will be placed at the discretion of the Company, and the Company reserves the right to not allot any of the Shortfall or to allot to an applicant a lesser number of the New Shares (and accompanying New Options) comprising the Shortfall than the number for which the applicant applies or to reject an application. In assessing any application by a Qualifying Shareholder to take up a portion of the Shortfall, the Company will take into account the number of Shares held by that Qualifying Shareholder as at the Record Date and the Company does not intend that a Qualifying Shareholder with a small shareholding in the Company will be issued a large portion of the Shortfall (if any). Qualifying Shareholders who apply for additional New Shares (and accompanying New Options) in excess of their Entitlement receive no guarantee that they shall receive all or any of those additional New Shares (and accompanying New Options) for which they apply. If a Qualifying Shareholder does not receive all or any of the additional New Shares (and accompanying New Options) they apply for, any excess application monies will be returned to them (without interest).

The Directors (whether personally or through their associated companies or trusts) will not apply for any additional New Shares (and accompanying New Options) forming part of the Shortfall.

The Directors reserve the right to place the balance of the Shortfall (comprising the New Shares and accompanying New Options not subscribed for by Qualifying Shareholders under this Rights Issue or under the separate offer made pursuant to this section 2.12) within 3 months of the Closing Date at an issue price of not less than the issue price under this Offer, being \$0.05 per New Share (together with one free attaching New Option for every one (1) New Share issued).

2.13 Purpose of the Issue

The purpose of this Rights Issue is to raise up to approximately \$2,266,117.10 (before expenses of the Offer). The funds raised under this Rights Issue will be utilised in the manner set out in section 6.5 of this Prospectus.

2.14 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares during the 3 months immediately preceding the lodgement of this Prospectus with ASIC, and the last market sale price on the business day immediately precedes the lodgement date of this Prospectus, are set out below.

	3-Month High (on 7 June 2018)	3-Month Low (on 24, 25 & 30 July 2018)	Last Market Price (on 10 August 2018)
Existing Shares	\$0.060	\$0.044	\$0.052

The approximate VWAP of the Existing Shares for the three month period prior to the date of lodgement of this Prospectus at ASIC was \$0.052.

The Company does not have any Options on issue.

2.15 Opening and Closing Dates

Subscription lists will open on 21 August 2018 and will remain open until 5.00pm WST on 4 September 2018. Subject to the requirements of the Corporations Act and the Listing Rules, the Company may either close this Rights Issue at an earlier time and date or extend the closing time and date without prior notice. Qualifying Shareholders are encouraged to submit their Applications as early as possible.

No New Shares or New Options will be issued under this Prospectus later than 13 months after the date of this Prospectus.

2.16 **Indicative timetable**

Refer to the "Summary of Offer" at the beginning of this Prospectus for an indicative Offer timetable.

2.17 **Existing Shares**

There are currently 453,223,420 Shares on issue in the Company. If this Rights Issue is fully subscribed, a total of approximately 498,545,762 Shares will be on issue in the Company at the conclusion of this Rights Issue.

2.18 **Existing Options**

There are currently no Options on issue in the Company.

If this Rights Issue is fully subscribed, approximately 45,322,342 Options will be on issue in the Company at the conclusion of this Rights Issue.

2.19 **Effect on existing Shareholders**

For the effect this Rights Issue will have on Shareholders' existing interests, please see section 6.3 of this Prospectus.

2.20 **No commission payable on New Shares and New Options**

No commission will be payable by the Company in connection with any New Shares and New Options which are issued under this Prospectus.

2.21 **No valuation**

No formal valuation has been completed of any of the assets, or the New Shares or New Options, of the Company.

2.22 **Risk factors**

In addition to the general risks applicable to all investments in listed companies, there are specific risks associated with an investment in the Company. Please see section 5 of this Prospectus for further information.

2.23 **Acknowledgment and Privacy Statement**

By accepting their Rights (either in whole or in part), each Qualifying Shareholder acknowledges that they have received and read this Prospectus.

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

The provided information is used for the purposes of processing the Applications and to administer the Applicant's holding of Shares and Options. By submitting an Application, each Applicant agrees that the Company may use the information provided by the Applicant on the Application for the purposes set out in this privacy statement and may disclose it for those purposes to Advanced Share Registry Services and the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses, professional advisers (eg auditors, lawyers and accountants), technology support providers and to ASX and other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder (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. 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 compliance by the Company with legal and regulatory requirements.

Under the *Privacy Act 1998* (Cth), Shareholders 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 you are paying by cheque or money order and you do not provide the information required on the Acceptance Form, the Company may not be able to accept or process your Acceptance Form.

2.24 Enquiries In Relation to this Issue

This Prospectus provides information for Qualifying Shareholders and should be read in its entirety. Enquiries concerning the Acceptance Form or about subscribing for New Shares and accompanying New Options under this Rights Issue should be directed to the Company (attention Aaron Gates) by telephone on (+618) 9282 5889 or facsimile on (+618) 9282 5866.

If after reading this Prospectus or contacting the Company you have any questions about any aspect of an investment in the Company, please consult your stockbroker, accountant or independent financial advisor.

3. ACTION REQUIRED BY QUALIFYING SHAREHOLDERS

3.1 What you may do - choices available

If you are a Qualifying Shareholder, you may take any of the following actions:

- take up all of your Rights (refer to section 3.2);
- take up part of your Rights and allow the balance to lapse (refer to section 3.2);
- do nothing (refer to section 3.3).

3.2 Taking up all or part of your Rights

If you are a Qualifying Shareholder and you wish to take up all or part of your Rights, you should:

- read this Prospectus in full and decide whether to participate;
- consider the risks associated with this Offer, as summarised in section 5, in light of your personal circumstances;
- either:
 - (1) pay the Application Moneys for the Rights you are taking up by BPay® by no later than 5.00 pm WST on 4 September 2018. Qualifying Shareholders who pay electronically (by BPay®), do not need to return the Acceptance Form, and they will be taken to have accepted the Offer upon making payment by BPay®. This acceptance cannot be withdrawn. Instructions on how to make a payment by B-Pay® are set out on the Acceptance Form. Qualifying Shareholders should be aware that their own financial institution may implement earlier cut-off times with regard to electronic payment, and they should therefore take this into consideration when making payment. It is the responsibility of Qualifying Shareholders to ensure that funds submitted through B-Pay® are received by 5:00pm WST on the Closing Date.

OR

- (2) complete the personalised Acceptance Form accompanying this Prospectus in accordance with the instructions set out on that form and forward it, together with your cheque or money order for the Application Moneys for the Rights you are taking up, to reach one of the following addresses by no later than 5.00 pm WST on the Closing Date:

**By mail: Tasman Resources Limited
c/- Advanced Share Registry
PO Box 1156
NEDLANDS WA 6909**

**By delivery: Tasman Resources Limited
c/- Advanced Share Registry
110 Stirling Highway
NEDLANDS WA 6009**

Cheques (drawn on and payable at any Australian bank) should be made payable to “Tasman Resources Limited – Rights Issue” and crossed “Not Negotiable”.

If you are paying by cheque or money order, New Shares and accompanying New Options will only be issued to Qualifying Shareholders on receipt of an Acceptance Form which was issued together with this Prospectus. A completed and lodged Acceptance Form, together with payment for the number of New Shares accepted, cannot be withdrawn and constitutes a binding application for, and acceptance of, the

number of New Shares specified in the Acceptance Form on the terms set out in this Prospectus. The Acceptance Form does not need to be signed to be binding.

Acceptance Forms which do not specify an Australian or New Zealand address for service (or which are accompanied by payment drawn on a foreign bank account) will be rejected and returned unless Qualifying Shareholders provide evidence which satisfies the Company that the issue of the New Shares and accompanying New Options will not contravene the laws of any other jurisdiction.

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

If the amount a Qualifying Shareholders pays is insufficient to pay for their full Entitlement, they will be taken to have applied for such lower number of New Shares as that amount will pay for. If Qualifying Shareholders pay for more New Shares than their Entitlement, they will be deemed to have applied for their full Entitlement and for additional New Shares (and accompanying New Options) under the offer of the Shortfall in section 2.12 to the extent of the excess.

No brokerage or duty is payable by Qualifying Shareholders on the issue of New Shares.

If you are a Qualifying Shareholder and you take up part of your Rights only the balance of your Rights will lapse.

3.3 Consequences of doing nothing – Rights not taken up

Qualifying Shareholders who do not wish to take up any of their Entitlement do not need to take any action. Any Rights not taken up by Qualifying Shareholders will lapse at the expiration of the Offer Period.

3.4 Overseas Shareholders

Shareholders with registered addresses outside Australia and New Zealand should refer to sections 2.5 and 2.6 of this Prospectus.

3.5 Effect on Shareholders

For the effect this Rights Issue will have on Shareholders' existing interests, please see section 6.3 of this Prospectus.

4. COMPANY OVERVIEW

4.1 Background

Tasman was incorporated on 30 June 1987 as PF Mining Shelf Co (No 19) NL and changed its name on 2 September 1987 to Tasman Resources NL.

Tasman was admitted to Quotation on the official list of the ASX on 18 December 2001. On 23 January 2009 Tasman changed from a no liability company to a company limited by shares.

Tasman's wholly owned subsidiary, Noble Energy Pty Ltd ("Noble"), holds 40.22% of the issued shares (and 9.73% of the listed options) in ASX listed Eden (ASX: EDE), which was admitted to the Official List of the ASX in June 2006. A short summary of Eden's main project is detailed in section 4.3 of this Prospectus.

Tasman also holds 4 mineral exploration licences in South Australia.

Additionally, Tasman holds 12.82% of the issued shares in Conico Ltd (ASX: CNJ), which was admitted to the Official List of the ASX on 14 June 2007. Conico owns 50% of the Mt Thirsty Cobalt-Nickel Project in Western Australia, with the other 50% held by Barra Resources Limited (ASX: BAR).

Further information in relation to Tasman's mineral projects is contained in section 4.3 of this Prospectus.

4.2 Directors

The current Directors of the Company are:

- Gregory Howard Solomon, LLB (Executive Chairman)
- Douglas Howard Solomon, B. Juris (Hons), LLB (Non-Executive Director)
- Guy Touzeau Le Page, B.A., B.Sc. (Hons), M.B.A., ASIA, MAusIMM (Non-Executive Director)

4.3 Projects

Investment into Eden Innovations Ltd

Tasman, through Noble, is the largest shareholder in Eden, holding 40.22% of Eden's shares. Eden's main project is its EdenCrete® concrete admixture which Eden has developed using carbon nanotubes that it produces in the US using a proprietary pyrolysis process that Eden developed jointly with the University of Queensland and which Eden now owns.

EdenCrete® has been trialled in both Australia and the US as a concrete additive and has shown that it can significantly improve the compressive strength, tensile strength and abrasion resistance of concrete whilst also reducing its permeability.

Eden has recently expanded its US production capability of EdenCrete® to meet the anticipated demand, and if this occurs, Tasman's investment in Eden, the value of which as at the date of this Prospectus exceeds Tasman's market capitalisation, could further significantly increase in value.

Further details of Eden's projects are available from the Eden website at www.edeninnovations.com.

Mineral Projects

Lake Torrens Project: Iron-oxide Copper-Gold-Uranium (IOCGU) prospects, 100% Tasman

Tasman has a large and strategic tenement position (over 1,000 km²) adjoining BHP Billiton's world class Olympic Dam deposit in central South Australia ("Olympic Dam"). The prime target is iron-oxide associated copper-gold-

uranium (IOCGU) deposits of the Olympic Dam style.

Tasman has been exploring these tenements for a number of years, with drilling having been conducted at several prospects. The most prospective of these is the Vulcan Prospect.

Vulcan Prospect (“Vulcan”)

In late-2009, Tasman discovered the Vulcan IOCGU prospect located about 30km north of Olympic Dam with the drilling of the discovery hole VUD 1. Tasman completed a further 8 diamond drill holes before negotiating a Farm In with Rio Tinto Exploration (RTX) which commenced in late 2012 with a cash injection into Tasman of \$10 million. RTX withdrew from the Farm In in March 2014 following the completion of a 9 hole, 12,000m drilling program managed by Tasman.

Vulcan is a very large IOCGU system, where drilling to date has intersected a number of very thick intervals of alteration and low grade mineralisation over a large target area (about 12km²).

Holes VUD 7 and 17 have confirmed that Vulcan hosts mineralisation of a similar style, and of comparable thickness, to that which makes up a significant portion of the nearby Olympic Dam IOCGU deposit, particularly the large tonnage bodies that occupy the south-eastern part of Olympic Dam. Re-Os age dating of the mineralisation at Vulcan gave an average age of 1590 Ma which is essentially the same geological age as other significant IOCGU deposits such as Olympic Dam, Prominent Hill and Carrapateena.

Although drilling has so far not intersected thick and medium to high grade mineralisation, it has demonstrated the potential for economic grades and widths. Tasman believes there are a number of very positive outcomes from the drilling completed to date that indicate Vulcan could be the site of a very large hydrothermal system. Tasman believes it is quite possible that, based on the size of Vulcan, the overall inadequacy of drill testing to date, and the variable styles of the large IOCGU systems in the region, that a significant deposit could be found with further exploration and investigation.

Vulcan West Prospect (“Vulcan West”)

Vulcan West is located 30km NNE of the giant Olympic Dam IOCGU deposit and occupies a very geophysically anomalous and interesting zone (around 50km²) between two other very large IOCGU systems (being Vulcan and Titan), which are both within Tasman’s Exploration Licence 5499.

Earlier gravity data was relatively widely spaced, however more recent infill surveying conducted in 2018 at closer spacing and new modelling by Tasman has defined a number of potential IOCGU-style drill targets. Of these, five have been modelled with gravity and magnetic data at depths considerably shallower than at Vulcan.

Planned Work Program

Tasman has contacted eight companies regarding potential joint venture opportunities covering both its Vulcan and Vulcan West prospects. The process has identified two major companies who are currently conducting a detailed data review, which is expected to be completed shortly. In addition, interest in a possible joint venture over the prospects has been received from an overseas group, and discussions are continuing. There is no guarantee that these discussions will result in the formation of a joint venture.

In the event that a new joint venture is not concluded, Tasman, subject to the completion of this Rights Issue, and sufficient funds being available, will drill test at least one of the attractive IOCGU targets at Vulcan West. These targets were firmed up in the 2018 ground gravity surveying and geophysical modelling.

Pernatty Project

Exploration Licence 6137 was acquired by Tasman earlier in 2018, and is located on the southern Stuart Shelf, approximately 20km southeast from the Carrapateena IOCGU deposit. The area is considered attractive due to preliminary geophysical data, its proximity to Carrapateena, the possibility of reasonable basement depth and its

regional geological setting based on studies by Tasman.

The Company has recently reached an agreement with the Native Title holders, and will be conducting a detailed gravity survey shortly over the licence. The survey will consist of about 320 stations over an area of approximately 90 km².

Depending upon the results of the gravity surveying and subsequent modelling, and the availability of funds following this Rights Issue, Tasman would consider sole funding the testing of any attractive IOCGU targets if defined, or alternatively a potential joint venture to advance this latest work.

Parkinson Dam Project, 100% Tasman (“Parkinson Dam project”) and Corrie Dam Epithermal Gold-Silver (Lead-Zinc) Prospect, 100% Tasman (“Corrie Dam Prospect”)

The Parkinson Dam project (within Exploration Licence 5602) is located about 60km west of Port Augusta in South Australia, and is strategically well located close to major highways, infrastructure and regional centres. Tasman discovered a new epithermal-style system in mid-2005, following regional targeting of the area and the follow-up of anomalous geochemistry from previous explorers.

Tasman's initial drilling returned down hole intersections up to 3.4g/t Au and 45g/t Ag over 3m, with thick zones of low grade lead and zinc (eg 96m at 0.2% Pb and 27m at 0.4% Zn). The first follow up diamond drill hole returned a 1.66m downhole intersection of 7.6% Pb, 10.5% Zn, 0.4% Cu, 1.2g/t Au and 120g/t Ag. In 2007 a downhole intersection of 21m at 21g/t Au and 83g/t Ag (including 9m at 31g/t Au and 152g/t Ag) was obtained in a vertical diamond drill hole. This encouraging result has been followed up with further drill holes, but unfortunately this high grade mineralisation appears to be fairly limited in extent.

Further mineralisation was subsequently discovered about 8km to the southwest within the tenement at the Corrie Dam Prospect. Initial drilling has included a 25m downhole interval averaging 0.36% Pb and 1.4g/t Ag from 60m depth in hole CDAC015.

Disclaimer

The interpretations and conclusions reached in this section 4.3 are based on current geological theory and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for complete certainty. Any economic decisions that might be taken on the basis of interpretations or conclusions contained in this section 4.3 will therefore carry an element of risk. It should not be assumed that the reported exploration results will result, with further exploration, in the definition of a Mineral Resource.

This section 4.3 contains forward-looking statements that involve a number of risks and uncertainties. These forward-looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this section 4.3. No obligation is assumed to update forward-looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

Competent Persons Statement

The information in this section 4.3 that relates to the discussion of geology and exploration results is based on and fairly represents information compiled by Robert Smith, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr Smith is a part time employee of Tasman Resources Ltd. Mr Smith hold shares in Tasman. Mr Smith has sufficient experience which is relevant to the style of mineralisation and type of the deposit under consideration and to the activity being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Smith consents to being named in this Prospectus in the form and context in which his name appears and to the inclusion in this section 4.3 of the statements that have been attributed to him.

5. RISK FACTORS

There are a number of risk factors, both specific to the Company and of a general nature, which may affect the financial position, financial performance, cash flows, ability to pay dividends and growth prospects of the Company and the outcome of an investment in the Company. These risks are both specific to the Company and generally relate to an investment in the stock market. There can be no guarantee that the Company will achieve its stated objectives, or that forward looking statements will be realised.

5.1 Exploration Risk

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves. Exploration is a speculative endeavour and the Company may not be successful in locating or identifying any commercial mineral deposits.

5.2 Operating Risks

The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in exploration and mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, inadequate water supplies, unanticipated technical or metallurgical problems which may affect extraction rates and costs, inability to obtain satisfactory joint venture partners, difficulties in obtaining requisite planning approvals, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the cost of consumables, spare parts, plant and equipment. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or operation of its tenements or its tenement interests. Until the Company is able to realise value from its projects, it will incur ongoing operating losses.

5.3 Production Risks

Even assuming that viable deposits of minerals are located and able to be mined, the quality and rate of extraction of minerals will be variable (depending, for example, on the size of the deposits, timing and/or success of development work and mineral quality). Production may be impacted or shut down for considerable periods of time due to any of the following factors:

- government regulation;
- processing interruptions;
- equipment failure;
- equipment or manpower shortages;
- force majeure;
- well blowouts;
- explosions;
- fires;
- pollution;
- releases of toxic gas; or
- other environmental hazards and risks.

5.4 Commodity Price Volatility & Exchange Rate Risks

If the Company achieves success which results in mineral production (of which there is no guarantee), the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company, including supply and demand fluctuations for precious and base metals, technological advancement, forward selling activities and other micro and macro economic factors. International prices of various

commodities are largely denominated in United States dollars, whereas the income and expenditure of the Company, whilst operating on Australian projects, will be in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar.

5.5 Title Risks and Native Title

Interests in exploration and mining tenements in Australia are governed by State legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term and carries with it annual expenditure and reporting conditions as well as other conditions requiring compliance. These conditions include the requirement, particularly for exploration licences, for compulsory reduction in the area held under licence from time to time. Consequently the Company could lose title to or its interest in the tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. In relation to tenements in which the Company has an interest, there are areas over which legitimate common law native title rights of Aboriginal Australians exist (and in relation to tenements in which the Company in the future may acquire an interest, it is possible this could also be the case). The ability of the Company to obtain the consent of any relevant land owner, or to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected. In addition, Aboriginal heritage sites are known to exist on various parts of the tenement areas, and exploration and mining activity is not permitted over such areas. The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

5.6 Environmental Risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Although the Company is not aware of any endangered species of fauna or flora within the tenement area, no definitive study has been carried out over the area, and if any were discovered this could prevent mining occurring.

5.7 Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity. Also, it is possible that exploration may be hampered if the Company is unable to locate a suitable joint venture partner.

5.8 Investments

As noted elsewhere, the Company holds a 40.22% shareholding in Eden (through Noble) and a 12.82% shareholding in Conico Limited, both ASX listed entities. Any change in the market value of, or the trading price of the shares in, those companies may therefore have an impact on the value of the Shares and Options in the Company. Conico Limited is a mining exploration company and faces risks similar to those which are faced by the Company as specified in sections 5.1 to 5.7 inclusive above. Eden is the developer of a pyrolysis process to produce carbon nanotubes and carbon nanofibers, a carbon-strengthened concrete additive (EdenCrete[®]), and a dual fuel system capable of operating on diesel engines and displacing a large amount of diesel fuel with natural gas (Optiblend[®]). There is no guarantee that Eden's commercialisation of EdenCrete[®] Optiblend[®] or its pyrolysis technology, or the proposed commercialisation of any other new technologies it may develop, will be successful. The commercialisation of new technologies are always subject to substantial risk, including competition from new inventions, unforeseen technical issues and establishment of a viable market for new products.

5.9 Share Market Conditions

The price of the New Shares and New Options when quoted on ASX will be influenced by international and domestic factors affecting market conditions in equity, financial and commodity markets. These factors may affect the share price for all listed companies, and the price of the Company's Shares and Options may fall or rise, and the price of the New Shares may trade below or above the issue price of the New Shares and the price of the New Shares may trade below or above their prevailing market price as at the date of this Prospectus. The price of the Shares and Options may be subject to varied and unpredictable influences on the market for equities and in particular, resources stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

5.10 Working Capital

Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses. Assuming this Rights Issue is fully subscribed, the Company is only raising sufficient funds pursuant to this Rights Issue to cover approximately six to twelve months working capital requirements and, subject only to the terms of any joint venture or other commercial arrangement which may be entered into, the Company is likely to have to raise further capital or borrow funds at the expiration of that period. If this Rights Issue is not fully subscribed, the Company is likely to have to raise further capital before the expiration of this six to twelve month period. There is no guarantee that such additional funds will be available to the Company. Further, any additional equity financing which is available may be dilutive to Shareholders.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

5.11 No formal valuation of Shares, Options or tenements

No formal valuations of any of the Shares or Options, or any of the assets in which the Company has an interest, have been carried out.

5.12 Illiquidity

As it is not a condition of this Offer that the New Options be admitted to Quotation on the ASX, there may be no established market for trading the New Options.

5.13 General investment risks

In addition, there is a risk that the price of the Shares and returns to Shareholders may be affected by changes in many general factors including local and world economic conditions and outlook, general movements in local and international stock markets, investor sentiment, interest rates, the rate of inflation, exchange rates, levels of tax, taxation law and accounting practice, government legislation or intervention, inflation or inflationary expectations, natural disasters, social disorder or war in Australia or overseas, international hostilities and acts of terrorism, as well as many other factors which are beyond the control of the Company.

5.14 Other risks

The above list of risk factors is not exhaustive of the risks faced by the Company and its Shareholders and investors. The above risks, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares and accompanying New Options offered under this Prospectus. Therefore, no assurances or guarantees of future profitability, distributions, payment of dividends, return of capital or performance of the Company or its Securities can be, or is, provided by the Company.

Before deciding to invest in the Company, potential investors should read this Prospectus in its entirety and, in particular, should consider the risk factors that could affect the financial performance of the Company. Qualifying

Shareholders should carefully consider these factors in light of their personal circumstances and should consult their professional advisers (for example, their accountant, stockbroker, lawyer or other professional adviser) before deciding whether to invest.

Neither the Company nor its officers, employees, agents and advisers guarantee that any specific objectives of the Company will be achieved or that any particular performance of the Shares and Options, including the New Shares and New Options offered under this Prospectus, will be achieved.

6. EFFECT OF THE ISSUE

6.1 Introduction

Assuming this Rights Issue is fully subscribed, the gross proceeds that will be raised by the Company under this Rights Issue (before expenses of the Offer) will amount to approximately \$2,266,117.10.

6.2 Pro-forma capital structure on completion of the Rights Issue

The pro-forma capital structure of the Company is set out below and reflects the issued and paid up capital structure of the Company assuming this Rights Issue is fully subscribed.

Capital Structure

	Shares	Percentage	Options	Percentage
Existing Shares and Options	453,223,420	91.00%	Nil.	0.00%
Maximum number of New Shares and New Options (estimated)	45,322,342	9.00%	45,322,342	100.00%
Total Shares and Options upon completion of the Issue (estimated)	498,545,762	100.00%	45,322,342	100.00%

On the assumptions set out above, a total of up to approximately 45,322,342 New Shares and up to approximately 45,322,342 New Options will be issued by the Company upon the successful completion of this Rights Issue. The maximum number of New Shares and New Options which may be issued under this Rights Issue cannot be calculated precisely until Rights have been determined following the Record Date because of the rounding up of fractional Entitlements.

6.3 Effect on Existing Shareholders

Qualifying Shareholders who take up their Rights in full will not have their proportionate interest in the Company diluted by this Rights Issue. The proportionate interest of a Qualifying Shareholder who takes up their Entitlement in full and purchases and applies for (and is issued) additional New Shares forming part of the Shortfall will increase.

Qualifying Shareholders who do not exercise their Rights in full will have their interest in the Company diluted.

Non-Qualifying Foreign Shareholders will have their interest in the Company diluted.

6.4 Impact on Control

The New Shares will represent up to 9% of the expanded issued share capital upon completion of the Rights Issue (depending on the level of take up of the Rights).

The Company's two largest Shareholders, Arkenstone Pty Ltd and March Bells Pty Ltd, and the Directors and other entities associated with each of them, have each indicated to the Company that they intend to take up all of their Entitlements, except where that would result in their shareholding in the Company increasing above 20%, in which case they will only take up that portion of their Entitlements that ensures their shareholding does not increase above 20%. Neither the two largest shareholders, nor the Directors or entities associated with them, intend to apply for any of the Shortfall.

The following table summarises the potential increase in the shareholding in the Company of:

- (a) Arkenstone Pty Ltd, Gregory Solomon (a director of the Company) and its and his other associated entities (“**GS Entities**”); and
- (b) March Bells Pty Ltd, Douglas Solomon (a director of the Company) and its and his other associated entities (“**DS Entities**”).

Shareholder			% of total Shares on issue at completion of the Offer to GS Entities and DS Entities			
	Existing Shares held and current % of Existing Shares	Number of Shares at Completion of Offer*	If the GS Entities and DS Entities are the only Qualifying Shareholders to take up their Rights under the Offer	If 60% of Rights are taken up	If 80% of Rights are taken up	If 100% of Rights are taken up
GS Entities	85,651,371 18.90%	94,216,509*	20.04%**	19.61%*	19.25%*	18.90%*
DS Entities	84,264,277 18.59%	92,690,705*	19.71%*	19.29%*	18.94%*	18.59%*

*On the assumption that the GS Entities and DS Entities take up all of their Entitlements.

**As stated above, the GS Entities do not intend to take up that portion of their Entitlement that would result in their shareholding in the Company increasing above 20%. Accordingly, in the event the GS Entities and DS Entities are the only Shareholders that take up their Entitlements (or they and only a very small portion of other Qualifying Shareholders take up their Entitlements), the GS Entities will not take up their Entitlement in full, and will only take up their Entitlement to the extent that their shareholding in the Company will amount to less than 20%.

It is not anticipated that the Offer will have any effect on the future of the Company, as the GS Entities and DS Entities have indicated to the Company that they do not have any present intention to try to change the Company’s main activities, business or direction.

6.5 Purpose of this Rights Issue and use of funds raised under this Rights Issue

The gross proceeds to be raised by the Company under this Offer (ie before expenses of the Offer) will be up to approximately \$2,266,117.10.

While there is no minimum subscription to this Offer, as noted in sections 6.4 and 7.6.1, all of the Directors have indicated to the Company that they intend to take up (and to procure that companies which are associated with them take up) all of their Entitlements, except where that would result in their shareholding in the Company increasing above 20%, in which case they will only take up that portion of their Entitlements that ensures their shareholding does not increase above 20%.

The funds raised under this Rights Issue are to augment the existing funds held to enable the Company:

- (a) to fund the costs of the Rights Issue;
- (b) to continue exploration on the mineral exploration licences that Tasman holds in South Australia;
- (c) to participate in the Conico Ltd (ASX code: CNJ) rights issue;
- (d) to exercise the balance of Tasman’s Eden’s options (ASX code: EDEO) by 30 September 2018;
- (e) to provide ongoing working capital to cover operating expenses, assuming this Rights Issue is fully subscribed, for the next six to twelve months; and

- (f) to continue to financially support Eden by way of a loan or by subscription to further equity issues if and when this may be required.

Set out below is a table summarising how, subject to the qualifications above, the Directors intend to apply the proceeds of this Rights Issue against the above use categories, in each of the following scenarios:

- (a) this Rights Issue raises approximately \$1,133,059.00 (on the assumption that all of the Directors of the Company, and companies which are associated with them, take up all of their Rights, and approximately 12% (by holding) of other Shareholders, take up all of their Rights);
- (b) this Rights Issue raises \$1,699,588.00 (being the mid-point between the figures set out in paragraphs (a) and (c)); and
- (c) this Rights Issue raises \$2,266,117.10 (on the assumption it is fully subscribed).

	50% (paragraph (a) above)	75% (paragraph (b) above)	Maximum (paragraph (c) above)
Funds raised under this Rights Issue	\$1,133,059	\$1,699,588	\$2,266,117
Intended Allocation of Funds:			
Costs of the Offer	\$45,899 (4.1%)	\$49,754 (2.9%)	\$53,286 (2.4%)
Exploration expenditure*	\$250,000 (22.1%)	\$500,000 (29.4%)	\$500,000 (22.1%)
Participate in Conico Ltd rights issue	\$155,536 (13.7%)	\$155,536 (9.2%)	\$155,536 (6.9%)
Towards exercise of remaining EDEO options	\$300,000 (26.5%)	\$300,000 (17.7%)	\$300,000 (13.2%)
General working capital**	\$381,624 (35.2%)	\$500,000 (29.4%)	\$800,000 (35.3%)
Support for Eden Innovations Ltd***	- (0.0%)	\$194,298 (11.4%)	\$457,295 (20.2%)

* If a farm-in agreement or other arrangement is entered into whereby exploration is funded by a third party, then the Company may apply some of the funds (or the balance of these funds) to supplement the amounts allocated to the other areas (other than the costs of the Rights Issue) detailed in the table above.

**The working capital funds will be used to firstly meet all the normal ongoing operating costs and expenses of the Company and, if in the Directors' opinion, sufficient further funds are available, to supplement the amounts allocated to the other areas (other than the costs of the Rights Issue) detailed in the table above.

*** The amounts stated in the table above that may be allocated for the support of Tasman's investment in Eden are indicative only and may not be required. The actual level of ongoing support (if any) which the Company may consider it is necessary to provide to Eden in the future will be likely to depend on the overall cash requirements, and the future revenue and operating costs, of Eden Energy's US and Indian subsidiaries and the continued prospects of those subsidiaries. The rates at which the funds may be required by these subsidiaries are uncertain and will depend upon the level of revenue that each subsidiary is able to generate from their sales of products and services, and their future prospects. If the Company determines, at any time, that Eden is unlikely to require further support (for example, because of any improvement in the revenue being generated by its subsidiaries), the Company may apply some of the funds (or the balance of the funds) set aside for this purpose towards further exploration expenditure or general working capital.

Given the speculative nature of the Company's business, the intended allocation of funds as set out above may change depending upon market conditions.

Based on the information available to it, and its current plans and budgets (and subject to any changes thereto), and provided this Rights Issue is fully subscribed, the Directors believe that the Company will be able to pay its debts as and when they fall due, and fund ongoing working capital requirements for approximately six to twelve months after completion of this Rights Issue.

If the only Qualifying Shareholders who take up their Entitlement are the Directors and their associated entities, the Company's expenditure will necessarily be more limited in extent and the Company may need access to further funding earlier than noted above.

6.6 **Effect on the Company's financial position**

Upon the successful completion of this Rights Issue and assuming this Rights Issue is fully subscribed, the Company's cash reserves will increase by approximately \$2,266,117.10, minus Offer expenses.

Set out below for illustrative purposes is a historical consolidated balance sheet as at 31 December 2017 and an unaudited pro forma consolidated balance sheet as at 31 December 2017 after the Rights Issue. The updated pro forma consolidated balance sheet has been prepared on the basis of the accounting policies normally adopted by the Company and having regard to the basis and assumptions set out below.

Eden and its subsidiaries are included in the historical consolidated balance sheet as at 31 December 2017 and the unaudited pro forma consolidated balance sheet as at 30 December 2017, as the Company holds a controlling interest in Eden.

	Consolidated Group	Unaudited Proforma Consolidated Group
	31 December 2017	31 December 2017
	\$	\$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	1,604,187	3,870,304
Inventories	606,423	606,423
Other assets	177,190	177,190
Trade and other receivables	553,511	553,511
TOTAL CURRENT ASSETS	2,941,311	5,207,428
NON-CURRENT ASSETS		
Exploration and Evaluation expenditure	16,764,788	16,764,788
Intangibles	4,199,145	4,199,145
Property, plant and equipment	10,432,348	10,432,348
TOTAL NON-CURRENT ASSETS	31,396,281	31,396,281
TOTAL ASSETS	34,337,592	36,603,709
CURRENT LIABILITIES		
Trade and other payables	1,276,545	1,329,831
Provisions	175,849	175,849
Interest bearing liabilities	218,393	218,393
TOTAL CURRENT LIABILITIES	1,670,787	1,724,073
NON-CURRENT LIABILITIES		
Provisions	6,064	6,064
Interest bearing liabilities	918,135	918,135
TOTAL NON-CURRENT LIABILITIES	924,199	924,199
TOTAL LIABILITIES	2,594,986	2,648,272
NET ASSETS	31,742,606	33,955,437
EQUITY		
Issued capital	28,622,432	30,835,263
Reserves	12,081,945	12,081,945
Accumulated losses	(17,801,468)	(17,801,468)
Parent interest	22,902,909	25,115,740
Non-controlling interest	8,839,697	8,839,697
TOTAL EQUITY	31,742,606	33,955,437

Assumptions:

1. The Rights Issue is fully subscribed raising \$2,266,117.
2. The costs of the Offer total \$53,286.

The unaudited pro forma consolidated balance sheet set out above has been prepared on the basis and assumption that there has been and will be no material movements in the assets and liabilities of the consolidated entity between 1 January 2018 and the Closing Date other than:

- the issue of approximately 45,322,342 New Shares and 45,322,342 New Options under this Prospectus raising \$2,266,117 before expenses of the Offer and on the assumption that this Rights Issue is fully subscribed; and
- the accrual of estimated expenses of the Offer of \$53,286 is included in "Trade and Other Payables".

7. ADDITIONAL INFORMATION

7.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. That section enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

- the securities offered by the prospectus are in a class of securities that have been quoted enhanced disclosure securities at all times in the 3 months before the date of the prospectus or are options to acquire such securities; and
- the company is not subject to certain exemptions or declarations prescribed by the Corporations Act during the period during which the securities have been quoted or the 12 months before the date of the prospectus (whichever is the shorter period).

Securities are quoted enhanced disclosure securities if:

- the company is included in the official list of ASX; and
- the Listing Rules apply to those securities.

The information in this Prospectus principally concerns the terms and conditions of this Rights Issue and the information necessary to make an informed assessment of:

- the effect of this Rights Issue on the Company; and
- the rights and liabilities attaching to the New Shares and New Options offered under this Prospectus.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. This Prospectus does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that was not already listed on a stock exchange. Qualifying Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Shares and accompanying New Options.

7.2 Regular reporting and disclosure obligations

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

These obligations require the Company to notify ASX of information about specified events and matters as they arise for the purposes of ASX making that information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information of which it becomes aware concerning the Company which a reasonable person would expect to have a material effect on the price or value of securities in the Company. The Company is required to lodge with ASX quarterly reports which include details about its production, development and exploration activities.

As the Company has been listed on ASX since December 2001, a large amount of information concerning the Company has previously been notified to ASX and is therefore publicly available. All announcements made by the Company are available from ASX.

The Company is also required to prepare and lodge with ASX both yearly and half yearly financial statements accompanied by a Directors' statement and report and an auditors report. Copies of documents lodged with ASX

in relation to the Company may be obtained from the ASX website.

A summary of the Company's current and recent activities, transactions and projects and the financial performance and position of the Company is set out in the quarterly activities statement lodged with ASX on 31 July 2018 and subsequent ASX releases.

7.3 Right to obtain copies of Company documents

Under section 713(4) of the Corporations Act, any person has the right to obtain from the Company, free of charge, a copy of any of the following documents during the Offer Period:

- the Company's annual financial report for the year ended 30 June 2017 as lodged with ASIC;
- the Company's half-year financial report for the period ending on 31 December 2017 as lodged with ASIC;
- any continuous disclosure notices given by the Company after lodgement of the annual financial report for the year ended 30 June 2017 (i.e. on 29 September 2017) and before lodgement of this Prospectus with ASIC (i.e. on 13 August 2018). Headlines for such notices are as follows:

Date	Headline
9 August 2018	Pro-rata Non-Renounceable Rights Issue
31 July 2018	Fourth Quarter Activities and Cashflow Reports
30 July 2018	EDEO Option Exercise
9 July 2018	Agreement with Korean Precast Concrete Manufacturer
4 May 2018	GDOT New Highway Project Field Trial Results
30 April 2018	Third Quarter Cashflow Report
26 April 2018	Eden - US-Based Board Appointments
12 April 2018	Change in substantial holding
12 April 2018	Change of Director's Interest Notice
12 April 2018	Change of Director's Interest Notice
12 April 2018	Cleansing Notice
12 April 2018	Appendix 3B
11 April 2018	Third Quarter Activities Report
9 April 2018	Appendix 3B
22 March 2018	Exploration Update - New IOCGU Targets - JORC Tables Added
21 March 2018	Exploration Update - New IOCGU Targets Identified
12 March 2018	Half Year Accounts
12 March 2018	EdenCrete - US Sales & Marketing Update
2 March 2018	Appendix 3B
23 February 2018	Response to ASX Query
21 February 2018	Eden Placement raising A\$6.2m
20 February 2018	Letter to Optionholders

19 February 2018	Trading Halt
9 February 2018	Reinstatement to Official Quotation
9 February 2018	Eden Capital Raising Update
7 February 2018	Appendix 3B
5 February 2018	Suspension from Official Quotation
1 February 2018	Trading Halt
31 January 2018	Second Quarter Activities and Cashflow Reports
31 January 2018	Change in substantial holding for CNJ
12 December 2017	EdenCrete - US Update
8 December 2017	Appendix 3B
21 November 2017	Results of Meeting
21 November 2017	AGM Presentation
30 November 2017	EdenCrete - US Update
31 October 2017	First Quarter Activities and Cashflow Reports
20 October 2017	Notice of Annual General Meeting/Proxy Form
17 October 2017	EdenCrete Approved for Use by Alaska DOT
17 October 2018	EdenCrete Texas - First Bulk Supply Agreement Extended
12 October 2017	US Sales Update
29 September 2017	Appendix 4G and Corporate Governance Statement
29 September 2017	Annual Report to shareholders

These documents can also be viewed and downloaded from ASX's website www.asx.com.au under ASX Code: TAS.

7.4 Constitution and rights and liabilities attaching to Shares

Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders.

All Shares issued pursuant to this Prospectus will, from the time they are issued, rank equally with all of the Company's Existing Shares.

Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares (at present there are none), at meetings of Shareholders of the Company:

- (a) each Shareholder entitled to attend and vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote (save that where a Shareholder has appointed more than one person as proxy,

attorney or representative, none of the proxies, attorneys or representatives, is entitled to vote, and where a Shareholder is present in more than one capacity, that Shareholder is entitled only to one vote); and

- (c) on a poll, every person present who is a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid shares, shall have such number of votes as bears the same proportion of the amount paid up or agreed to be considered as paid up on the total issue price of that Share at the time the poll is taken bears to the total issue price of the Share.

Rights on winding up

If the Company is wound up, whether voluntary or otherwise, the liquidator may divide among all or any of the contributories as the liquidator thinks fit in specie or kind any part of the assets of the Company, and may vest any part of the assets of the Company in trustees on any trusts for the benefit of all or any of the contributories as the liquidator thinks fit. Any division may be otherwise than in accordance with the legal rights of the contributories and, in particular, any class may be given preferential or special rights or may be excluded altogether or in part, but if any division otherwise than in accordance with legal rights of the contributories is determined, any contributory who would be prejudiced by the division has a right to dissent and ancillary rights as if the determination were a special resolution passed under the Corporations Act relating to the sale or transfer of the Company's assets in a voluntary winding up.

Transfer of shares

Subject to the constitution of the Company, the Corporations Act, the Listing Rules and any other laws, Shares are freely transferable.

Future increases in capital

The allotment and issue of any Shares is under the control of the Board. Subject to the requirements of the Listing Rules, the constitution of the Company and the Corporations Act, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

Variation of rights

Under the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders, vary or abrogate the rights attaching to shares. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the sanction of a special resolution of the Company and with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

Dividend rights

Subject to the rights of holders of shares issued with special, preferential or qualified rights (at present there are none), the profits of the Company that the Directors determine to distribute by way of dividend are divisible among the holders of Shares and is payable on each Share on the basis of the proportion which the amount paid is of the total amounts paid, agreed to be considered to be paid or payable on the Share. A dividend may be declared at a rate per annum in respect of a specified period but no amount paid on a Share in advance of calls is to be treated as paid on that Share.

7.5 Rights and liabilities attaching to New Options

The New Options will be issued on the following terms and conditions.

- (1) The Options are exercisable at any time prior to 5.00pm WST 31 August 2020 ("the Time of Expiry"). Options not exercised on or before the Time of Expiry will automatically lapse.
- (2) The Options may be exercised wholly or in part by completing a notice of exercise of options substantially in the form attached to the option certificate ("Notice of Exercise") to be delivered to the Company's registered office and received by it any time prior to the Time of Expiry.
- (3) The Options entitle the holder to subscribe (in respect of each Option held) for one Share at an exercise price per Option of \$0.06.
- (4) 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. If at the date of exercise of the Options the Shares of the Company are quoted on the ASX, the Company will apply to ASX to have the Shares so issued granted Quotation.
- (5) A summary of the terms and conditions of the Options including the Notice of Exercise will be sent to all holders of Options when they are issued.
- (6) 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 such notice is received.
- (7) 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 10 business days before the Record Date (as defined in the Listing Rules) (to determine entitlements to the issue), to exercise Options.
- (8) 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 reorganisation.
- (9) The Options may be transferred at any time prior to the Time of Expiry.
- (10) Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the Notice of Exercise.

The New Options will not be admitted to Quotation on the ASX unless the circumstances set out in section 2.8 of this Prospectus apply (which may not happen).

The Company currently has no Options on issue.

7.6 **Interests of Directors**

Other than as set out below or as set out elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its promotion or formation or the offer of New Shares and New Options under this Prospectus; or

(c) the offer of New Shares and New Options under this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director other than as set out below:

- (a) to induce them to become, or to qualify them, as a Director; or
- (b) for services rendered by them in connection with the formation or promotion of the Company or the offer of New Shares and New Options under this Prospectus.

7.6.1 **Shareholdings of Directors**

As at the date of this Prospectus all of the directors (either personally, or through associated companies or trusts) hold Shares in the Company. The Directors are all Qualifying Shareholders and will therefore receive Rights to subscribe for New Shares (and accompanying New Options) pursuant to this Rights Issue.

The relevant interest of each of the Directors in the Shares of the Company as at the date of this Prospectus, and assuming they take up their Rights in full by applying for all of the New Shares (and accompanying New Options) to which they are entitled under this Rights Issue (but do not apply for any Shortfall), is as follows:

	Gregory Solomon and Arkenstone Pty Ltd (and associated companies) (“GS Entities”)	Douglas Solomon and March Bells Pty Ltd (and associated companies) (“DS Entities”)	Guy Le Page and associated entities (“GLP Entities”)
Shares held	85,651,371	84,264,277	1,784,821
New Shares offered under this Rights Issue (estimated)	8,565,138	8,426,428	178,483
Maximum Shares held on completion of this Rights Issue (estimated)	94,216,509	92,690,705	1,963,304
Existing Options held	Nil	Nil	Nil
New Options offered under this Rights Issue (estimated)	8,565,138	8,426,428	178,483
Maximum Options held on completion of this Rights Issue (estimated)	8,565,138	8,426,428	178,483

Nothing in this Prospectus will be taken to preclude any of the Directors, officers or employees of the Company or any of their subsidiary companies from applying for New Shares and accompanying New Options on the terms which are offered pursuant to this Prospectus.

Each of the directors of the Company have indicated to the Company that he intends to take up (and to procure that companies associated with him take up), all of their Entitlements, except where that would result in their shareholding in the Company increasing above 20%, in which case they will only take up that portion of their Entitlements that ensures their shareholding does not increase above 20%. The percentage increase in the directors’ relevant interest in the Company will be as follows:

	GS Entities	% of total (current and maximum) **	DS Entities	% of total (current and maximum)	GLP Entities	% of total (current and maximum)
Existing Shares held	85,651,371	18.90%	84,264,277	18.59%	1,784,821	0.39%
Maximum Shares held on completion of this Rights Issue (estimated)*	94,216,509	20.03%***	92,690,705	19.70%	1,963,304	0.42%
Existing Options held	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
Maximum Options held on completion of this Rights Issue (estimated)*	8,565,138	49.88%	8,426,428	49.08%	178,483	1.04%**

*On the assumption that the Directors and their associated entities take up all of their Entitlements.

**On the assumption that the Directors and their associated entities are the only Qualifying Shareholders to take up their Rights under this Rights Issue (and the proportion taken up is as above).

***As stated elsewhere in this Prospectus, the Directors (and their associated entities) do not intend to take up that portion of their Entitlement that would result in their shareholding in the Company increasing above 20%. Accordingly, in the event the Directors (and their associated entities) are the only Shareholders that take up their Entitlements (or they and only a very small portion of other Qualifying Shareholders take up their Entitlements), the GS Entities will not take up their Entitlement in full, and will only take up their Entitlement to the extent that their shareholding in the Company will amount to less than 20%.

As stated in section 6.4 above, it is not anticipated that the Offer will have any effect on the future of the Company, as neither the current Directors of the Company (nor, to the knowledge of the Directors, their associated companies) have any present intention to change the Company's main activities, business or direction.

7.6.2 **Directors' remuneration**

Non-executive directors' fees not exceeding an aggregate of \$96,000 per annum have been approved by the Company in general meeting. Levels of these fees may be varied by the Company in general meeting according to its constitution at any time. The Company is currently paying non-executive directors' fees of \$36,000 per annum plus superannuation for each non-executive director.

The remuneration of any executive director will be fixed by the Directors and may be paid by way of fixed salary or based on agreed hourly rates according to time spent, up to an agreed maximum amount. At the date of this Prospectus, the Company has resolved to pay to Gregory Solomon an annual fee of \$150,000 plus superannuation for acting as executive chairman.

7.6.3 **Directors' and officers' indemnity**

In accordance with the Company's constitution and to the extent permitted by law, the Company must indemnify each Director and other officers of the Company out of the assets of the Company to the relevant extent against any liability incurred by them in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer, unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.

7.6.4 **Other Interests of Directors**

Gregory Solomon and Douglas Solomon are partners in the legal firm Solomon Brothers that will receive legal fees of approximately \$15,000 (plus disbursements, plus GST) for services performed in relation to the preparation of this Prospectus. Please see section 7.7 of this Prospectus for further details of the legal fees which have been paid to Solomon Brothers in the 2 year period prior to the date of this Prospectus.

Further, the Company has engaged the services of Princebrook Pty Ltd, a company of which Gregory Solomon and Douglas Solomon are shareholders and directors, to provide all office, accommodation, use of office equipment, accounting, secretarial and management services to the Company at a current cost of \$16,190.48 per month plus GST plus an administration fee of \$809.52 per month plus GST. The term of this contract commenced on 1 January 2015 and continues until terminated by either party giving three months' notice of termination to the other, which notice may be given at any time (or until terminated consequent upon the other party's default).

7.7 **Interests of named persons**

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoter or stockbroker to the Company has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of New Shares and New Options under this Prospectus; or
- (c) the offer of New Shares and New Options under this Prospectus,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the offer of New Shares and New Options under this Prospectus.

Solomon Brothers, a legal firm of which Gregory Solomon and Douglas Solomon are partners, will receive professional fees of approximately \$15,000.00 (plus disbursements, plus GST) for legal work undertaken by them in connection with this Prospectus and for work performed in relation to the due diligence process. In addition, Solomon Brothers have rendered legal fees on account of professional services provided to the Company of approximately \$9,800.00 (excluding disbursements and GST) for the two-year period ending 13 August 2018.

7.8 **Consents**

The following persons have consented to being named in the Prospectus in the form and context in which they have been named, but have not made any statements that are included in the Prospectus or statements identified in this Prospectus as being based on any statements made by those persons and take no responsibility for any part of the Prospectus other than their consent to be named in the Prospectus in the form and context in which they have been named, and have not withdrawn their consent before the lodgement of this Prospectus with ASIC:

- (1) Solomon Brothers as solicitors to the Company; and
- (2) Advanced Share Registry Services as Share Registry.

The following person has consented to being named in the Prospectus in the form and context in which he has have been named, and to the inclusion in this Prospectus of the statements which are attributed to him (or which are said to be based on statements by him) in section 4.3 in the form and context in which those statements have

been included, but takes no responsibility for any other statements in this Prospectus, and has not withdrawn his consent before the lodgement of this Prospectus with ASIC:

(1) Robert Smith.

7.9 Expenses of the Issue

It is estimated that approximately \$53,286.00 will be payable by the Company in respect of legal, printing, postage and other costs arising from this Prospectus and this Rights Issue if the Offer is fully subscribed (excluding GST), as follows:

ASIC prospectus lodgement fee	\$3,206.00
ASX quotation fee	\$20,080.00
Legal fees and expenses	\$15,000.00
Other expenses (including printing)	<u>\$15,000.00</u>
Total	<u>\$53,286.00</u>

7.10 Dividends

The Board is not able to indicate when and if dividends will be paid in the future, as payment of any dividend will depend on the future profitability, financial position and cash requirements of the Company.

7.11 Australian and New Zealand taxation implications

The acquisition and disposal of New Shares and New Options in the Company will have tax consequences in both Australia and New Zealand that will differ depending upon the individual financial affairs of each Qualifying Shareholder. The Directors consider that it is not appropriate to give Qualifying Shareholders advice regarding the taxation consequences of subscribing for New Shares and New Options under this Prospectus. All Qualifying Shareholders applying for New Shares and New Options are therefore first urged to obtain independent financial advice about the consequences of acquiring the New Shares and New Options from a taxation viewpoint and generally. Qualifying Shareholders should consult their own professional tax advisers in connection with subscribing for New Shares and New Options under this Prospectus.

7.12 Litigation

The Company is not currently engaged in any litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

8. GLOSSARY NAMES AND TERMS

Applicant means Qualifying Shareholder who takes up all or part of their Entitlement;

Application means a valid application made by an Applicant to subscribe for New Shares and accompanying New Options;

Acceptance Form means the personalised entitlement and acceptance form attached to and forming part of this Prospectus.

Application Money(s) means the sum of \$0.05 per New Share payable on submission of an Application pursuant to this Prospectus;

ASIC means Australian Securities and Investments Commission;

ASX means ASX Limited (A.C.N 008 624 691) or the Australian Securities Exchange, as the context requires;

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

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia;

Closing Date means the date on which the Offer closes;

Company means Tasman;

Corporations Act and **Act** means the *Corporations Act 2001* (Cth);

Directors means the directors of the Company from time to time;

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

Eden or **Eden Innovations** means Eden Innovations Ltd A.C.N. 109 200 900;

Entitlement means a Qualifying Shareholder's entitlement to subscribe for New Shares (and accompanying New Options) under the Offer;

Existing Shares means Shares on issue in the Company as at the Record Date;

Glossary means this glossary;

Issue means the issue of New Shares and New Options pursuant to this Prospectus;

Listing Rules means the Listing Rules of ASX;

New Option means an Option to subscribe for 1 Share in the Company at \$0.06 on or before 31 August 2020 and otherwise on the terms and conditions set out in section 7.5 of this Prospectus to be issued under this Prospectus;

New Share means a Share to be issued under this Prospectus;

Non-Qualifying Foreign Shareholder means a Shareholder whose registered address at the Record Date is not in Australia or New Zealand;

Offer means the offer contained in this Prospectus to each Qualifying Shareholder of 1 New Share for every 10 Existing Shares held by that Qualifying Shareholder at the Record Date at an issue price of \$0.05 per New Share, together with 1 free attaching New Option for every 1 New Share issued under this Prospectus;

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

Official List means the Official List of the ASX;

Opening Date means the date on which the Offer opens;

Option means a right to acquire a Share in the Company;

Optionholder means a holder of Options;

Prospectus means this Prospectus dated 13 August 2018 for the issue of up to approximately 45,322,342 New Shares and up to approximately 45,322,342 New Options;

Qualifying Shareholder means a holder of Shares registered at 5:00pm WST on the Record Date and whose registered address is in Australia or New Zealand;

Quotation means quotation of the New Shares or (if the Company makes an application ASX to have the same quoted in the circumstances set out in section 2.8.2) the quotation of the New Options on ASX (as the case may be);

Record Date means 5.00pm WST on 17 August 2018;

Rights means the right to subscribe for New Shares (with attaching New Options) under this Prospectus;

Rights Issue has the same meaning as Offer;

Securities means the New Shares and New Options to be issued under this Prospectus;

Share means one fully paid ordinary share in the Company;

Shareholder means the holder of Shares;

Shortfall means, if all Qualifying Shareholders do not accept their Entitlement in full, those New Shares (and accompanying New Options) under the Offer not accepted by Qualifying Shareholders as part of their Entitlement by the Closing Date;

Tasman and **Tasman Resources** means Tasman Resources Limited A.C.N 009 253 187;

WST means Western Standard Time, Perth, Western Australia.

VWAP means the daily volume weighted average sale price of the Shares for such date (or the nearest preceding date) on the ASX where trading is not halted or suspended (excluding special crossings, crossings include the open sessions state (each as defined in the ASX Market Rules) and any overseas trades or trades pursuant to the exercise of options over Shares) as reported by Bloomberg Financial L.P. (based on a Trading Day from 10.00am to 4.02pm (Sydney time) using the VAP function)

9. CONSENT BY DIRECTORS

Each of the Directors of Tasman Resources Limited has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act.

Dated the 13 August 2018

A handwritten signature in black ink, appearing to read "Gregory Howard Solomon", is centered on a light yellow rectangular background.

Signed for and on behalf of
Tasman Resources Ltd
By Gregory Howard Solomon (Executive Chairman)

10. 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, B.Com., CA, AGIA
- Registered Office:** Level 15
197 St Georges Terrace
Perth
Western Australia
- Tel: (+618) 9282 5889
Fax: (+618) 9282 5966
e-mail: mailroom@tasmanresources.com.au
website: www.tasmanresources.com.au
- Share Registry:** Advanced Share Registry Services
110 Stirling Highway
Nedlands
Western Australia
- Tel: (+618) 9389 8033
Fax: (+618) 9389 7871
- Solicitors to the Company:** Solomon Brothers
Level 15
197 St Georges Terrace
Perth
Western Australia
- Tel: (+618) 9282 5888
Fax: (+618) 9282 5855

ACCEPTANCE FORM

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

A.C.N. 009 253 187

REGISTERED OFFICE

Level 15

197 St Georges Terrace

Perth, Western Australia

Sequence No: << _____ >>

Sub-Register	:
HIN/SRN	:
Shareholding at Record Date 5.00pm WST 17 August 2018	:
Entitlement to New Shares on a 1 for 10 basis	:
Amount payable on acceptance at \$0.05 per New Share	:

A non-renounceable pro-rata rights issue of one (1) New Share for every ten (10) Existing Shares held as at 5.00pm WST on the Record Date, at an issue price of \$0.05 per Share (together with one (1) free accompanying New Option for every one (1) New Share acquired).

To the Directors:

1. 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 accompanying New Options) issued in accordance with the Prospectus dated 13 August 2018;
2. 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 accompanying New Options) allotted to me/us; and
3. I/We agree to be bound by the Constitution of the Company.

(A) NUMBER OF SHARES ACCEPTED (being not more than the Entitlement shown above)	(B) NUMBER OF SHORTFALL SHARES (if any) APPLIED FOR in excess of the Entitlement shown above*	(C) = (A) + (B) Amount enclosed at \$0.05 per Share

***You should only complete (B) if you have applied for all of your Entitlement (as shown above) and, in addition thereto, you wish to apply for additional further new Shares if there is a Shortfall. Refer section 2.12 of the Prospectus as to how applications for the Shortfall will be dealt with.**

Payment can be made by cheque, money order or by B-Pay for the amount shown, being payment at the rate of \$0.05 per Share. Cheques should be made payable to "Tasman Resources Ltd – Rights Issue". If paying by cheque or money order, please return this form and your cheque or money order for the required amount 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, 110 Stirling Highway Nedlands WA 6009 to arrive no later than **5.00pm WST on 4 September 2018**.

PLEASE ENTER CHEQUE DETAILS THANK YOU	Drawer	Bank	Branch or BSB	Amount
	You can pay by BPAY. If you choose to pay by BPAY, you do not need to return this form, but you are encouraged to do so if you have applied for any Shortfall Shares in addition to your Entitlement (for reconciliation purposes)			

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

Telephone () Fax () Contact Name

<p>Complete this panel and sign below only if a change of address is to be registered with the Company.</p> <p>New Address:</p> <p>.....</p> <p>Signature(s): Date:</p> <p>Please indicate your correct title: Director / Secretary /.....</p> <p>CHESS HOLDERS CAN ONLY AMEND THEIR ADDRESS BY ADVISING THEIR SPONSORING BROKER</p>

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 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. The price payable on acceptance of each Share is \$0.05.

APPLICATION INSTRUCTIONS

- 1. The issue price of \$0.05 per Share is payable in full upon application.
- 2. Payments must be made in Australian currency by cheque or money order drawn on and payable at a bank within Australia (accompanied by this Acceptance Form). Cheques drawn on banks outside Australia in either Australian currency or in foreign currency will not be accepted. Payment can also be made by B-Pay.
- 3. If paying by cheque or money order, this form together with the appropriate payment in Australian currency should be forwarded to **Advanced Share Registry Services at PO Box 1156, Nedlands WA 6909 or C/- 110 Stirling Highway Nedlands WA 6009**. This form does not need to be returned if payment is being made by B-Pay, although you are encouraged to return it (for reconciliation purposes).
- 4. Acceptances (or payment by B-Pay) must be received by Tasman Resources Ltd no later than **5.00pm WST on 4 September 2018**.

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.