



# TASMAN RESOURCES NL

ACN 009 253 187

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22 June 2005

Dear Shareholder

Enclosed please find attached a notice of extraordinary general meeting, proxy form and explanatory statement in relation to Tasman Resources NL.

The purpose of the general meeting is to seek shareholder approval for a strategic placement of securities to Top Energy Pty Ltd to raise \$2million additional working capital. Top Energy Pty Ltd has agreed to subscribe for 16,806,722 shares at 11.9 cents per share.

The shareholders previously approved the issue of a parcel of securities to Top Energy Pty Ltd at 15cents per share and 5 cents per option however, due to a decrease in the share price from 15 cents to 12 cents between negotiating the transaction with Top Energy Pty Ltd and obtaining shareholder approval Top Energy has advised that it does not wish to proceed with this transaction at the higher price.

The new meeting is being called to seek approval for the placement of the 16,806,722 shares at 11.9 cents each in substitution for the previously approved proposal. Mr Guiting Liu will become a director of Tasman upon this placement being completed.

Top Energy has also agreed to subscribe a further \$2,280,000 (\$500,000 of which has already been received) for a further 22,800,000 shares and 11,400,000 options in Eden Energy, bringing its total subscription into Eden Energy to 50% of the issued shares for \$4,280,000.

Yours sincerely

Gregory H. Solomon  
Executive Chairman

# TASMAN RESOURCES NL

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the members of Tasman Resources NL ACN 009 253 187 ("the Company") will be held at Level 40, Exchange Plaza, 2 The Esplanade, Perth, Western Australia on Monday, 25 July 2005 at 10.00am.

### SPECIAL BUSINESS

The business of the meeting is to consider and (if thought fit) to pass, with or without modification, the following ordinary resolution:

#### 1. Issue of Shares by Directors – As an Ordinary Resolution

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors are authorised to issue to Top Energy Pty Ltd ACN 111 741 989 or associated entities 16,806,722 fully paid ordinary shares in the Company at an issue price of 11.9 cents per share to raise a total of \$2million by way of placement on the terms and conditions set out in the explanatory statement attached hereto."

Note: The shares will be issued no later than three months from the date of the meeting.

Dated this 22<sup>nd</sup> day of June 2005.

By order of the Board

.....  
RF Buscall

Company Secretary

#### NOTES RELATING TO PROXIES:

A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two proxy's to attend and vote in his/her place. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights, a proxy may be, but need not be a member of the Company.

Proxy forms (and the Power of Attorney or other authority, if any under which the proxy form is signed) must be deposited at the registered office of the Company at Level 40, Exchange Plaza, 2 The esplanade, Perth, Western Australia, 6000 not less than 48 hours before the time for holding the Extraordinary General Meeting.

## EXPLANATORY STATEMENT

This Explanatory Statement is an important document and you should read this statement carefully. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

### **Resolution 1**

Resolution 1 seeks shareholders' approval for the purposes of ASX Listing Rules 7.1 and for all other purposes to authorise the directors to issue a total of 16,806,722 fully paid ordinary shares ("the Shares") by way of placements to raise \$2million in additional working capital.

The Shares will be issued on the following basis:

1. The issue price for the Shares will be 11.9 cents each.
2. The Shares will be issued on the same terms as, and rank pari passu with, the existing issued fully paid ordinary shares of the Company and will be quoted on the Australian Stock Exchange.
3. The Shares will be issued with a three month period of the date of the meeting.
4. The Company anticipates allotting the Shares in one parcel.
5. The Shares will be issued to Top Energy Pty Ltd ACN 111 741 989 or associated entities for a total of \$2 million.
6. The shareholders previously approved the issue of a total 10 million fully paid ordinary shares and 10 million 20c 28 February 2006 options to Top Energy Pty Ltd ACN 111 741 989 on 7 June 2005 however, due to a decrease in the share price from 15 cents to 12 cents between negotiating the transaction with Top Energy Pty Ltd and obtaining shareholder approval, that transaction has not proceeded.
7. The purpose of the proposed placements is to raise any additional working capital that may be required to fund the Company's ongoing drilling and exploration programs and to allow the Company (if it so determines) to contribute to a capital raising for Eden Energy Ltd, a subsidiary of the Company.

The Company will disregard any votes cast on Resolution 1 by the participants in the proposed share issue referred to in that resolution or an associate of any of these recipients.

However, the Company will not disregard the vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

